

CONSTITUTION

OF THE

**WLOTZKASBAKEN
HOME OWNERS
ASSOCIATION**

1. **NAME**

The name of the Association shall be "The Wlotzkasbaken Home Owners Association" (hereinafter referred to as "the Association" or "WBHOA").

2. **STATUS OF THE ASSOCIATION**

- . 2.1 WBHOA is a voluntary association with its own separate legal identity that is separate from its office-bearers and members, capable of owning property, entering into contracts and suing or being sued.
- . 2.2 WBHOA is liable only for its own financial obligations and/or liabilities and any support offered to any member, person or organization, corporate or unincorporated, will not render the Association responsible or under any obligation for the commitments or debts made by any such entity, person or organization.
- . 2.3 Office-bearers and members shall not be held personally responsible for losses incurred by the Association.
- . 2.4 Members of the Association and its Committee ("the Committee") are indemnified against liability for all acts done by them in good faith.
- . 2.5 The Association will continue to exist even if its members change.
- . 2.6 Any process of law, notifications or similar actions and documents shall be deemed delivered to the Association if served to the Chairperson in his or her capacity as such, or if delivered to the domicilium address specified by the Committee from time to time.
- . 2.7 The area of activity of the Association entails the area of WLOTZKASBAKEN ("the designated area").

3. **OBJECTIVES**

The Association is a voluntary, non-profit organization, established for the benefit of present and future generations and has the following objects:

- 3.1 to safeguard, promote and represent the interests of all fully paid up members of the Association, the community of Wlotzkasbaken and the interest of the environment within the designated area and to identify, protect, and expand such interests.; and
- 3.2 to negotiate and consult with the Government of the Republic of Namibia or any other institution and to promote, facilitate, and support the constitutionally democratic practices of community-based local developmental governance, including engagement with the local and regional government, in line with the broad purposes of the Constitution of the Republic of Namibia in order to promote the interests of all fully paid up members of the Association and the community of Wlotzkasbaken; and
- 3.3 to erect facilities as required or desired by the fully paid up members of the Association; and .
- 3.4 to engage in or promote activities pertaining to the cultural heritage of Wlotzkasbaken. Cultural objectives include :
 - 3.4.1 Promoting the preservation of the cultural heritage and sense of place of the designated area, including but not limited to, promoting the conservation as well as context-sensitive evolution of heritage within the designated area.
 - 3.4.2 Identifying and conserving areas of cultural significance; and
- 3.5 to provide social and/or recreational amenities or facilities for the fully paid up members of the Association; and
- 3.6 to promote the common interests of the fully paid up members of the Association, except for any trading or other profit making activities; and
- 3.7 with the aim of protecting the environment and cultural heritage, to promote conservation and ecologically and socially responsible, inclusive and systemically integrated long-term sustainable development that benefits the community of Wlotzkasbaken,

supporting ecosystems, and the sense of place within the designated area. Environmental objectives include:

3.7.1 Engaging in the conservation, rehabilitation, and protection of the natural environment of the designated area, including its:

- . 3.7.1.1 Water resources.
- . 3.7.1.2 Flora.
- . 3.7.1.3 Fauna.
- . 3.7.1.4 Biospheres and bioregions.

4. **MEMBERSHIP**

Each person (alternatively his/her/its duly authorised representative) who owns an erven situated at Wlotzkasbaken shall be entitled to be a member of the Association. Any person, who acquires an erven situated at Wlotzkasbaken, is entitled to submit an application for membership to the Committee of the Association. Applications for membership shall be considered by the Committee of the Association within 90 (ninety) days as from receipt thereof. On acceptance of membership, the new member's name and address will be entered in the membership register and by doing so such member shall be deemed to have accepted this Constitution and to have furthermore indicated it/his/her adherence to this Constitution. Should any member dispose of his/her/its an erven situated at Wlotzkasbaken, such member (alternatively his/her/its duly authorised representative) shall immediately notify the Committee in writing, whereupon, the membership of such member (alternatively his/her/its duly authorised representative) shall immediately terminate.

Multiple erven:

If one person (alternatively his/her/its duly authorised representative) owns more than one erven the following shall apply:

- If the second erven does not have a residential building on it, no membership is applicable

- If the second erven does have a residential building on it, a second membership is applicable with all fees and benefits

5. **ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING**

The Association shall, during the period 15 December to 31 December of each and every year, hold an Annual General Meeting, of which prior notice of not less than 30 (thirty) days shall be given to all members. The Annual General Meeting shall:

- 5.1 consider the Chairman's report;
- 5.2 consider the Treasurer's report;
- 5.3 consider the Auditors report;
- 5.4 appoint Auditors for the ensuing year;
- 5.5 elect a Committee representing the members of the Association;
- 5.6 consider amendments to the Constitution;
- 5.7 determine the annual membership fees
- 5.8 consider any other matter arising and which matter has been included in the agenda of the Annual General Meeting at the commencement of such Annual General Meeting.

The Chairperson of the Committee must, in addition to the Annual General Meeting convene a Special General Meeting if the majority of the members of the Committee decide that a Special General Meeting should be convened or more than 1/3 of the members of the Association in writing require a Special General Meeting to be held. Written notice, clearly indicating the date, time and place of such meeting has to be given to the members at least fourteen (14) days before the date of the Special General Meeting clearly stating the purposes and objective of the Special General Meeting.

6. COMMITTEE

6.1 The Association shall be governed by a Committee comprising of a Chairperson, Secretary, and four other persons. The 6 members of the Committee shall be elected by the fully paid up members at the Annual General Meeting in terms of clause 4.5 of this Constitution.

6.2 Nomination for election to the Committee shall be in writing and shall close at the commencement of the Annual General Meeting. Election shall be by show of hands.

6.3 The term of office of elected members shall be 2 (two) years.

6.4 The Chairperson shall be elected by the 6 (six) members of the Committee.

6.5 The Committee shall be entitled to co-opt additional members to the Committee. Such co-opted members' term of office shall terminate on the date of the following Annual General Meeting.

7. POWERS AND DUTIES OF THE COMMITTEE

The Committee shall have the power to:

7.1 grant or refuse applications for membership; and

7.2 discipline members as set out in paragraph 17 hereof; and

7.3 represent the Association in its dealings with authorities or any other party; and

7.4 liaise with the general public on behalf of the Association; and

7.5 attend to agreements and arrangements for the benefit of the Association; and

- 7.6 operate any banking accounts as it may deem fit; and
- 7.7 institute legal proceedings on behalf and in the name of the Association and defend legal proceedings brought against the Association; and
- 7.8 settle disputes in which the Association may become involved; and
- 7.9 arbitrate on and settle disputes between members of the Association; and
- 7.10 do all such things general as may be necessary or desirable to achieve the objectives of the Association, as may be in the interest of the Association.

8. COMMITTEE MEETINGS

- 8.1 The Committee shall meet at least once every 8 (eight) weeks.
- 8.2 No such meeting shall take place without at least 7 (seven) days written notice of the intended meeting having been given to each member of the Committee.
- 8.3 Three Committee members personally present shall constitute a quorum at such meetings. The Chairperson of the Committee shall have a second or casting vote.
- 8.4 The Chairperson shall preside at meetings, whom failing any one of the members of the Committee personally present.
- 8.5 The Secretary shall keep minutes which shall be submitted at the following meeting of the Committee for confirmation and which shall be signed by the Chairperson.

9. QUORUM

- 9.1 No business shall be dealt with at any Annual General Meeting unless a quorum is present within 15 (fifteen) minutes after the commencement of such meeting.
- 9.2 At any Annual General Meeting, a quorum shall be constituted by at least 25 (twenty five) members of the Association.
- 9.3 Should a quorum not be present within 15 (fifteen) minutes after commencement of an Annual General Meeting, such meeting shall be adjourned to the next day at the same time and venue.

10. ADJOURNED MEETINGS

- 10.1 The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed, adjourn the meeting to a specific time and specific venue.
- 10.2 No business shall be dealt with at an adjourned meeting, other than that on the original agenda.

11. CHAIRPERSON AT MEETINGS

- 11.1 The Chairperson of the Committee shall preside at the Annual General Meeting.
- 11.2 Should the Chairperson not be present within 15 (fifteen) minutes after commencement of the meeting, the members present shall elect one of them to preside at the meeting.

12. **VOTES**

- 12.1 Every member shall have 1 (one) vote per ~~erven~~ owned by the member at Wlotzkasbaken.
- 12.2 Members whose subscription is unpaid, shall not have the right to vote.
- 12.3 A resolution put to the vote shall be decided by a show of hands, unless a poll is demanded on or before the declaration of the result of the show of hands.
- 12.4 If a poll is demanded, it shall be taken in the manner directed by the Chairperson.
- 12.5 In the event of an equality of votes, whether by a show of hands or by poll, the Chairperson of the meeting shall have a second or casting vote, in addition to his ordinary vote.
- 12.6 On a poll, votes may be given either personally or by written proxy.
 - 11.6.1The instrument appointing a proxy, shall be in writing and signed by the appointee.
 - 11.6.2Such instrument shall be deposited with the secretary prior to the poll in which it is intended to cast such proxy vote.
- 12.7 No resolution shall be adopted unless a majority of the members that are present or by proxy, vote in favour of such a resolution.

13. **ALTERATION OF CONSTITUTION**

- 13.1 No resolution altering, amending or adding to the Constitution shall be considered at an Annual General Meeting, unless written notice that such resolution is to be proposed at the said meeting, is given to all members together with the notice of the Annual General Meeting in terms of clause 4 of this Constitution.

13.2 Notwithstanding anything to the contrary contained herein, no resolution altering, amending or adding to this Constitution shall be adopted, unless 2/3 of the members present, in person or by proxy at an Annual General Meeting vote in favour of such alteration, amendment or addition.

14. BOOKS OF ACCOUNT

14.1 The books of account of the Association shall be kept by the Treasurer.

14.2 The books of account shall be open for inspection at any reasonable time by any member of the Association.

14.3 As soon as possible after the close of each financial year, which shall be at the end of September of each and every year, the balance sheet, as well as the revenue and expenditure accounts of the Association shall be prepared, audited and certified.

14.4 The said balance sheet and revenue and expenditure account shall be submitted to members together with the notice of the Annual General Meeting, in terms of clause 4 of this Constitution.

14.5 The Treasurer shall open and operate such banking accounts on behalf of the Association as resolved by the Committee.

15. SUBSCRIPTION

15.1 The members shall pay an annual membership fee per erven owned by each member at Wlotzkasbaken.

15.2 The subscription shall be payable on presentation of an invoice.

15.3 Invoices will be sent by email only. Each member shall be responsible to keep his/her/its contact details up to date.

15.4 No refunds in respect of any subscription paid by any member shall

be payable by the Association, if such member disposed of its even during any particular year.

16. FINANCIAL YEAR

16.1 The financial year of the Association shall commence on the first day of October every year and terminate on the last day of September the following year.

16.2 The Chairpersons' report, financial statements, and treasurers report, as well as the budget forecast for the next financial year, shall be submitted and approved by members at the Annual General Meeting.

17. DISQUALIFICATION AND EXPULSION OF MEMBERS

17.1 Should a successful applicant for membership fail to pay the full subscription fee to the Association within 60 (sixty) days after having been notified by the Secretary of his acceptance, his acceptance shall lapse.

17.2 Should a current member fail to timeously pay the full subscription, the Committee shall be entitled to expel the member from the Association or suspend his membership for such period as the Committee may deem fit.

17.3 Should any member:-

17.3.1 Fail to continue qualifying for membership; or

17.3.2 be found guilty by the Committee of conduct which is prejudicial to the Association,

the Committee may expel that member from the Association or suspend his membership for such period as the Committee may deem fit.

17.4 Whenever it is intended or proposed to submit to the Committee a draft resolution calling for the expulsion of a member or the suspension of his membership, such draft resolution shall be handed to the Secretary at least 14 (fourteen) days prior to the Committee meeting at which the matter is to be raised for consideration. The Secretary shall give at least 7 (seven) days notice to the member concerned by handing or mailing him a copy of the relevant draft resolution, and by informing him in writing of the time and venue of the meeting at which such draft resolution is to be considered. Such member may attend the Committee meeting, either in person or through a representative, to examine, adduce and/or submit evidence, to present argument, to make representations and/or to ask a postponement of the proceedings against him.

18. **NOTICES**

Any notice shall be deemed to have been properly given to a member, if emailed to his last known email address.

19. **REPRESENTATIONS**

No representations shall be made on behalf of the Committee or Association to any person, public body or government department, without prior approval of the Chairperson of the Committee.

20. **LIMITED LIABILITY / DISTRIBUTION OF PROFITS**

20.1 The Association is formed not for gain, and no member shall be liable for any debt or obligation of the Association, save for any unpaid subscription or part thereof.

20.2 The Association is not permitted to distribute any of its profits or gains to any person and is required to utilise its funds solely for investment or the objects for which the Association has been established.

21. CODE OF CONDUCT

. 21.1 The code of conduct is applicable to all members of the Association.

21.2 The following rules apply and are to be adhered to:

. 21.2.1 During meetings members must at all times conduct themselves and participate in an orderly and respectable fashion. Any member who continues to act in a disruptive or untoward manner must leave the place of meeting immediately if requested by the Chairperson.

. 21.2.2 All members and office-bearers must acknowledge and associate themselves and identify with the objectives of this Constitution.

. 21.2.3 No member or office-bearer will dishonor the name or objectives of the Association.

. 21.2.4 No member or office-bearer shall influence or attempt to influence or lobby to the Association any matter under discussion for the purpose of benefiting themselves or any other organization in which such member or members of his or her family are involved.

. 21.2.5 No member or office-bearer shall accept, directly or indirectly, any gift, reward or special compensation or special favor for a particular outcome of a matter under the Association's consideration.

. 21.2.6 No member or office-bearer may use, discard or apply any of the Association's assets, office facilities, equipment, utilities or supplies for any personal gain.

22. WINDING UP

In the event of the Association being wound up, its assets shall be utilised as follows :-

- 22.1 claims of creditors shall be settled first;
 - 22.2 the residue shall be dealt with in such a manner as resolved by a 2/3 majority of the members of the Association at an Annual General Meeting.
-