

## CONSTITUTION AND RULES

### OF THE

### HIGHLANDS RATEPAYERS' AND RESIDENTS' ASSOCIATION

**Area:** Ward Eight of the Harare City Council.

**Gender:** Wherever in this Constitution there is used a word of masculine gender it shall be deemed to include also the feminine gender.

#### ARTICLE 1: NAME

The name of the Association shall be the Highlands Ratepayers' and Residents' Association.

#### ARTICLE 2: OBJECTIVES

The objectives of the Association shall be;

- a) to make representations of the Harare City Council or any Councillor concerning matters affecting ratepayers and residents of the Area generally or any particular ratepayer or resident;
- b) to encourage the election to the Harare City Council of persons who will best represent the interests of ratepayers or residents of the Area;
- c) to foster an interest among ratepayers and residents of the Area in matters of local government;
- d) Generally, to act in any matter which concerns the Area or residents or ratepayers of the Area;
- e) to co-operate with similar Associations in matters concerning Harare as a whole.
- f) to be capable of suing or to be sued in its own name.

#### ARTICLE 3: NATURE OF ASSOCIATION

The Association shall consist of a Committee and members.

## PART I: MEMBERSHIP AND SUBSCRIPTIONS

### ARTICLE 4: PERSONS QUALIFIED TO BE MEMBERS

Every person;

- a) who owns land within the Area; or
- b) who pays rates to the Harare City Council in respect of land within the Area; or
- c) who is a lessee of immovable property within the Area; or
- d) who has been resident for not less than 3 months within the Area; or
- e) who, in the opinion of the Committee, has a substantial interest in, or connection with, the Area;

shall be eligible for membership of the Association.

#### ARTICLE 5: MEMBERSHIP

- 1) Any person who is eligible for membership of the Association in terms of Article 4 shall become a member of the Association when;
  - a) the Secretary has been supplied with his name and postal address; and
  - b) he has paid the annual subscription in terms of Article 6.
- 2) A member shall cease to be a member of the Association if;
  - a) he notifies the Secretary in writing of his resignation; or
  - b) he fails to pay any subscription due by him within six months of such subscriptions become due and payable by him; or
  - c) he ceases to be eligible for membership of the Association.
- 3) Any person who has ceased to be a member in terms of clause (2) above shall;
  - a) remain liable for any subscription still due and unpaid by him; and
  - b) not be entitled to recover any sums by reason of the termination of his membership prior to the end of the current year.

#### **ARTICLE 6: ANNUAL SUBSCRIPTION**

- 1) The Association may at an annual general meeting fix the amount of the subscription which each member shall, subject to the provisions of this Article, pay annually to the Association.
- 2) Every member of the Association shall pay the annual subscription fixed in terms of clause (1) to the Secretary or Treasurer;
  - a) when he joins the Association; and
  - b) on or before the 1<sup>st</sup> of July in each year thereafter so long as he remains a member.
- 3) A spouse of a member shall not be liable to pay an annual subscription if it has been paid by such other member, but shall be entitled to all benefits of membership of the Association.

#### **ARTICLE 7: ORGANISATION**

- 1) The Highlands Ratepayers' and Residents' Association shall be managed by an Executive Committee.
- 2) The Executive Committee shall consist of not less than 7 and not more than 10 members of the Association, together with any persons co-opted or appointed thereto in terms of Article 9.

#### **ARTICLE 8: ELECTION OF THE EXECUTIVE COMMITTEE**

- 1) The election of the Executive Committee shall take place at an annual general meeting of the Association.
- 2) The members of the Executive Committee shall, subject to the provisions of Articles 9 and 14, be elected for a period of two years, and shall be eligible for re-election after they have ceased to be members of the Executive Committee.
- 3) The Executive Committee shall at their first meeting after each annual general meeting of the Association elect from their number a Chairman, Vice Chairman, Secretary and Treasurer for the Association.

- 4) Nomination to the Executive Committee must be made in writing to the Secretary and must include the signatures of the proposer, seconder and nominee. It must be received by the Secretary 7 days before the date of the annual general meeting.
- 5) Nominations for vacancies will also be accepted from the floor of the day of the annual general meeting.
- 6) Election of the Executive Committee will be by secret ballot in a form to the prescribed by the Executive Committee.
- 7) The Executive Committee may entrust the study of certain matters to one or more sub-committees; members of such sub-committees shall be appointed by the Executive Committee.

#### **ARTICLE 9: POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

- 1) The Executive Committee shall have the power;
  - a) to co-opt not more than two persons on to the Executive Committee for a period not exceeding one year in order to assist the Executive Committee in the exercise of its functions;
  - b) to appoint any member of the Association to fill any temporary or permanent vacancy on the Executive Committee;  
Provided that any person so appointed shall cease to be a member of the Executive Committee on the date of the next annual general meeting of the Association after his appointment, unless elected to the Executive Committee at that meeting;
  - c) subject to the provisions of Article 10, to prescribe the procedure for meeting fo the Executive Committee.;
  - d) to hold, deal with and invest the funds and other property of the Association on behalf of the Association;
  - e) generally, to
    - i) administer and manage the affairs of the Association; and

- ii) do any act or thing on behalf of the Association which will, in the opinion of the Executive Committee, effect or further any of the objects of the Association or any resolution passed by a majority of members present and voting at an annual general meeting of the Association.

#### **ARTICLE 10: MEETINGS OF THE EXECUTIVE COMMITTEE**

- 1) The Executive Committee shall meet at least once in every three calendar months.
- 2) At every meeting of the Executive Committee, a quorum shall consist of not less than four members thereof.
- 3) The Chairman shall have a casting vote in the event of an equal division of members of the Executive Committee voting at any meeting of the Executive Committee.

#### **ARTICLE 11: RESIGNATION OF EXECUTIVE COMMITTEE MEMBERS**

- 1) A member of the Executive Committee shall cease to be a member of the Executive Committee;
  - a) in the case of an elected member, on the date of the second annual general meeting of the Association after the meeting at which he was elected.
  - b) if he;
    - i) gives written notice of resignation to the Chairman; and
    - ii) ceases in terms of clause (2) of Article 5 to be a member of the Association; or
    - iii) fails to attend two consecutive meetings of the Executive Committee without giving prior notice to the Chairman or Secretary, unless condoned by the Executive Committee; or

- iv) fails during a period of twelve months to attend any meeting of the Executive Committee; or
- v) if his estate is assigned, surrendered or sequestrated or if he is convicted by a court of law of an offence which, in the opinion of the Executive Committee, makes it undesirable for him to remain a member of the Committee.

#### **ARTICLES 12: DUTIES OF THE CHAIRMAN AND VICE CHAIRMAN**

- 1) The Chairman is entrusted with the task of executing the decisions of the Executive Committee for which he conducts the proceedings and ensures its functioning.
- 2) The Vice-Chairman takes the place of the Chairman when the latter is not available.

#### **ARTICLE 13: DUTIES OF THE SECRETARY AND TREASURER**

- 1) The Secretary and Treasurer shall carry out the duties assigned to them by the Executive Committee.

#### **PART II: MEETINGS OF THE ASSOCIATION**

#### **ARTICLE 14: ANNUAL GENERAL MEETING**

- 1) A general meeting of the Association shall be held annually on such date as the Executive Committee may fix.
- 2) The Secretary shall notify each member in writing of the date, time and place of the annual general meeting not less than fourteen days before such date, and in such notice shall set out the business to be transacted thereat.
- 3) No resolution shall be put to any annual general meeting unless the Secretary has received notice of the terms of such resolution not less than fourteen days before such meeting, except where the Chairman allows it to be put.
- 4) At an annual general meeting of the Association;
  - a) the Chairman shall present a report covering the activities of the Committee;

- b) the Treasurer shall present a statement of the accounts of the Association.
- c) members shall be elected to fill any vacancies on the Executive Committee; Provided that;
  - i) where the term of office of a member of the Executive Committee has expired, any member elected to fill the vacancy shall be elected for a period of two years, being reckoned as the period between two successive annual general meetings of the Association.
  - ii) where a member of the Executive Committee has ceased to be a member of the Executive Committee before the expiry of his term of office, any member elected to fill vacancy shall be elected for the unexpired portion of such committee member's term of office;
- d) the meeting shall be presided over by the Chairman, or in his absence by the Vice-Chairman, or in their absences by another member appointed by the Executive Committee.
- e) any resolutions proposed by the Executive Committee or any member thereof shall be put to the meeting;
- f) any other business, including resolutions proposed by members of the Association, shall be dealt with.

**ARTICLE 15: SPECIAL GENERAL MEETING**

- 1) The Executive Committee;
  - a) may at any time; and
  - b) shall forthwith, if the Chairman receives a notice in writing signed by not less than twenty members requiring the Executive Committee to do so:  
Call a special general meeting of the Association.
- 2) Every notice requiring the Executive Committee to call a special general meeting shall state clearly the purpose for which the meeting shall be called.

- 3) At a special general meeting called in terms of subclause (b) of clause (1) no business shall be dealt with other than that stated in the notice received by the Chairman.
- 4) The Secretary shall notify each member of the Association in writing of the date, time and place of every special general meeting of the Association not less than seven days before such date, and in such notice shall set out the business to be transacted thereat.

**ARTICLE 16: PROCEDURE AT GENERAL MEETINGS**

- 1) At every annual or special general meeting of the Association;
  - a) election of the Executive Committee shall be by secret ballot as defined in clause (5) of Article 8;
  - b) voting on resolutions shall be by show of hands, provided that voting shall be by ballot if a majority of members present and voting at the meeting so resolve;
  - c) in the case of an equal division of votes, the Chairman of the meeting shall have a casting vote;
  - d) no resolution shall be deemed passed unless a majority of the members present and voting vote in favour thereof.
- 2) The quorum at every annual or special general meeting of the Association shall be twenty-one members or one-fifth of the total membership of the Association, whichever number is the lesser.
- 3) If no quorum is present within thirty minutes of the time fixed for the meeting, the meeting shall be adjourned to a date not more than seven day later, notice thereof shall be given to all members, and the members then present shall constitute a quorum.

### **ARTICLE 17: ADJOURNMENT OF GENERAL MEETING**

- 1) Any annual or special general meeting of the Association may be adjourned to such date as may be fixed by the majority of members present and voting thereat:

Provided that –

- i) the Secretary need not notify members in terms of clause (2) of Article 9 or clause (4) of Article 15 of the date, time or place to which the meeting has been adjourned or of the business of such adjourned meeting;
- ii) no business shall be dealt with at any adjourned meeting which could not have been transacted at the original meeting.

### **PART III MERGER AND DISSOLUTION**

#### **ARTICLE 18: MERGER AND DISSOLUTION OF ASSOCIATION**

- 1) The Association may be merged with any other Association which, in the opinion of at least two-thirds of the members of the Association present at a general meeting, has objects similar to those of the Association, if a resolution that the Association be so merged is passed by a majority of members present at an annual or special general meeting of the Association.
- 2) The Association may be dissolved only on –
  - a) a resolution passed by a majority of members of the Association present at an annual or special general meeting of the Association;
  - or
  - b) the application to a court of law by any member on the grounds that the Association has become dormant or is unable to fulfil its object.
- 3) On merger the assets of the Association shall accrue to the Association with which the merger is effected.
- 4) On dissolution, the assets of the Association shall –
  - a) be realised and applied in such manner as may be directed by the majority of members present at the general meeting which resolved to dissolve the Association; or

- b) were no such direction has been made, be distributed among such members as are members at the date of the resolution or order of court as the case may be.

### **PART IV MISCELLANEOUS**

#### **ARTICLE 19: NOTICES**

Any notice or communication of any kind to a member shall, on being posted in an envelope bearing such address as at the time of posting is recorded in the Association's records, be deemed for all purposes to have been received by such member within seven days of its being placed in the post.

#### **ARTICLE 20: FAILURE TO GIVE NOTICE**

The accidental omission to give notice of any meeting to any member of the Association shall not invalidate the proceedings of that meeting.

#### **ARTICLE 21: INSPECTION OF BOOKS**

Every member of the Association may at all reasonable times and with the approval of the Executive Committee inspect all books of account and minutes of the Association, and the Secretary or Treasurer shall produce such documents for inspection within a reasonable time if any member requires him to do so.

#### **ARTICLE 22: LIABILITY OF MEMBERS**

Every member of the Association or its Executive Committee, and every agent or servant of the Association, shall be indemnified out of its funds against all costs, expenses, losses and liabilities incurred by him in the conduct of the Association's business or in the discharge of its duties, and no such person shall be liable for the acts or omissions of any other such person by reason of his having joined in any receipt of money not received by him personally, or for any loss on account of defect of title to any property acquired by the Association, or on account of the insufficiency

of any security in or upon which the funds of the Association may be invested, or for any loss whatsoever incurred upon any ground whatsoever other than his own wilful acts or defaults.

#### **ARTICLE 23: AMENDMENT OF CONSTITUTION**

- 1) Any provision of this Constitution may be amended by resolution passed by a majority of members present at any special or annual general meeting of the Association:

Provided that, subject to the provision of Article 20, no such resolution shall be passed unless every member has in terms of Articles 14 and 15 been notified of the proposed amendment.

- 2) Whenever this Constitution has been amended in the manner provided in clause (1), the Secretary shall endorse on the copy thereof kept by him with the minutes –
  - a) the terms of such amendment; and
  - b) the date on which and the place at which such resolution was passed; and
  - c) the number of members of the Association who voted in favour of and against such amendment.
- 3) In the event of any dispute, the copy of this Constitution kept by the Secretary and which shall be brought by him to every meeting of the Association and Executive Committee, and endorsed in terms of clause (2) above, shall be conclusive evidence of the terms of this Constitution and of any amendment thereof.

#### **ARTICLE 24: INTERPRETATION OF CONSTITUTION**

The provisions of the Interpretation Act (Chapter 1) shall, unless inconsistent with the context, apply to the interpretation of this Constitution as if this Constitution were an enactment.

#### **ARTICLE 25: EFFECT OF CONSTITUTION**

Every person who becomes a member of the Association shall be bound by the provisions of this Constitution and shall be presumed to be aware of all the provisions thereof.