

HOOGLAND

Home Owners Association

CONSTITUTION OF THE HOOGLAND HOME OWNERS ASSOCIATION

1 NAME OF THE ASSOCIATION

IN ENGLISH : HOOGLAND HOME OWNERS ASSOCIATION
IN AFRIKAANS : HOOGLAND HUISEIENAARS VERENIGING

2 ESTABLISHMENT IN TERMS OF STATUTE

THE HOOGLAND HOME OWNERS ASSOCIATION IS CONSTITUTED, AS A BODY CORPORATE, IN TERMS OF THE PROVISIONS OF THE CONDITIONS OF SALE ENTERED INTO BY AND BETWEEN REKLAW TEN (PTY) LTD, REGISTRATION NUMBER 1998/023002/0729 AND THE VARIOUS PURCHASERS OF ERVEN IN THE DEVELOPMENT IN COMMON TERMS IT REFERS TO ERVEN 11203 SALDANHA AND TO ERVEN 11307 SALDANHA.

3 INTERPRETATION

THE FOLLOWING WORDS SHALL, UNLESS THE CONTEXT OTHERWISE REQUIRES, HAVE THE MEANINGS HEREINAFTER ASSIGNED TO THEM:

"THESE PRESENTS"	MEANS THE CONSTITUTION AND REGULATIONS AND BY-LAWS OF THE ASSOCIATION FROM TIME TO TIME IN FORCE.
"THE ASSOCIATION"	MEANS THE HOOGLAND HOME OWNERS ASSOCIATION.
"MONTH"	MEANS CALENDAR MONTH.
"YEAR"	MEANS CALENDAR YEAR.
"IN WRITING"	MEANS WRITTEN, PRINTED OR LITHOGRAPHED OR PARTLY ONE AND PARTLY ANOTHER, AND OTHER MODES OF REPRESENTING OR PRODUCING WORDS IN A VISIBLE FORM.
"THE UNIT ERVEN"	MEANS THE RESIDENTIAL ERVEN RESULTING FROM THE SUB-DIVISION OF THE REMAINDER ERF 11182 SALDANHA IN THE MUNICIPALITY OF SALDANHA BAY; IN COMMON TERMS IT REFERS TO ERVEN 11203 TO ERVEN 11307.
"MEMBER"	MEANS A MEMBER OF THE ASSOCIATION.
"THE TRUSTEE COMMITTEE"	MEANS THE BOARD OF TRUSTEES OF THE ASSOCIATION
"A TRUSTEE"	MEANS ONE OF THE TRUSTEE COMMITTEE.
"CHAIRMAN"	MEANS THE CHAIRMAN OF THE TRUSTEE COMMITTEE.
"VICE-CHAIRMAN"	MEANS THE VICE-CHAIRMAN OF THE TRUSTEE COMMITTEE.
"REGISTERED OWNER"	MEANS THE REGISTERED OWNER OF A UNIT ERF.
"THE MUNICIPALITY"	MEANS THE MUNICIPALITY OF SALDANHA BAY
"SPECIAL RESOLUTION"	MEANS A RESOLUTION PASSED AT A SPECIAL GENERAL MEETING OF WHICH, NOT LESS THAN 21 CLEAR DAYS NOTICE HAS BEEN GIVEN SPECIFYING THE INTENTION TO PROPOSE THE RESOLUTION AS A SPECIAL RESOLUTION, THE TERMS AND EFFECT OF THE RESOLUTION AND THE REASON FOR IT, AND PASSED ON A SHOW OF HANDS, BY NOT LESS THAN ONE FOURTH OF THE NUMBER OF PAID UP MEMBERS ENTITLED TO VOTE AT THAT MEETING WHO ARE PRESENT IN PERSON OR BY PROXY.
"THE DEVELOPMENT"	MEANS THE REMAINDER OF ERF 11182 SALDANHA IN THE MUNICIPALITY OF SALDANHA BAY.
"LESSEE"	MEANS ANY PERSON HAVING A LEASE ON ANY PROPERTY IN THE DEVELOPMENT

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- "NATURAL PERSON" SHALL INCLUDE A COMPANY, A CLOSE CORPORATION, A TRUST, A PARTNERSHIP, OR ANY OTHER ASSOCIATION OF PERSONS ENTITLED BY LAW TO HOLD TITLE TO IMMOVABLE PROPERTY.
- "THE RULES" MEANS THE INITIAL RULES OF THE ASSOCIATION AND ANY SUBSEQUENT RULES MADE BY THE ASSOCIATION.
- "BUILDING DESIGN MANUEL" MEANS THE DESIGN GUIDELINES AS REFLECTED ON THE GUIDELINES AS ATTACHED TO EACH DEED OF SALE, A COPY OF WHICH IS ATTACHED.

UNLESS THE CONTEXT OTHERWISE REQUIRES, ANY WORDS IMPORTING THE SINGULAR NUMBER SHALL INCLUDE THE PLURAL NUMBER AND VICE VERSA, AND WORDS IMPORTING ANY ONE GENDER ONLY, SHALL INCLUDE THE OTHER TWO GENDERS.

4 HEADNOTES

THE HEADNOTES TO THE CLAUSES IN THIS CONSTITUTION AND RULES ARE INSERTED FOR REFERENCE PURPOSES ONLY AND SHALL NOT AFFECT THE INTERPRETATION OF ANY OF THE PROVISIONS TO WHICH THEY RELATE.

5 OBJECTIVES OF THE ASSOCIATION

THE OBJECTIVES OF THE ASSOCIATION ARE:-

- 5.1 TO PROMOTE AND ENFORCE HIGH STANDARDS FOR HIGH QUALITY LIVING IN THE DEVELOPMENT IN SUCH A WAY THAT MEMBERS MAY DERIVE THE MAXIMUM COLLECTIVE BENEFITS THEREFROM
- 5.2 THE ASSOCIATION SHALL HAVE THE POWERS TO DO SUCH ACTS AS ARE NECESSARY TO ACCOMPLISH THESE OBJECTIVES AND ANY OBJECTIVE IMPLIED HEREIN. WITHOUT IN ANY WAY LIMITING THE GENERALITY OF THE AFOREGOING, SUCH POWERS SHALL INCLUDE, BUT NOT BE LIMITED TO THE FOLLOWING:
- 5.3 THE DETERMINATION OF WHAT CONSTITUTES APPROPRIATE STANDARDS FOR COMMUNITY LIVING AND THE MAINTENANCE OF PROPERTIES IN THE DEVELOPMENT
- 5.4 THE INVESTMENT AND RE-INVESTMENT OF MONIES OF THE ASSOCIATION NOT IMMEDIATELY REQUIRED, IN SUCH A MANNER AS MAY BE FROM TIME TO TIME BE DETERMINED.
- 5.5 THE OPERATION OF A BANKING ACCOUNT WITH ALL POWERS REQUIRED BY SUCH OPERATION.
- 5.6 THE MAKING OF, ENTERING INTO AND CARRYING OUT OF CONTRACTS OR AGREEMENTS FOR ANY OF THE PURPOSES OF THE ASSOCIATION.
- 5.7 THE EMPLOYMENT AND PAYMENT OF AGENTS, SERVANTS OR ANY OTHER PARTIES.
- 5.8 THE MAKING, AMENDMENT AND REPEAL OF RULES WHICH SHALL BE BINDING UPON MEMBERS, LESSEES OF AND VISITORS TO THE DEVELOPMENT AS IF THEY FORM PART OF THIS CONSTITUTION.
- 5.9 THE FORMATION OF SUB-COMMITTEES AS THE MEMBERS IN GENERAL MEETING MAY DEEM NECESSARY.
- 5.10 THE RIGHT TO SUE AND DEFEND ACTIONS IN THE NAME OF THE ASSOCIATION AND TO APPOINT LEGAL REPRESENTATIVES FOR THIS PURPOSE.
- 5.11 THE LEVYING OF A SUBSCRIPTION PAYABLE BY MEMBERS AS PROVIDED IN CLAUSE 12, WHICH WILL INCLUDE THE COSTS RELATING TO THE MAINTENANCE AND GUARDING OF THE SECURITY WALL / FENCE AROUND THE DEVELOPMENT.

6 FINANCIAL YEAR END

THE FINANCIAL YEAR END OF THE ASSOCIATION IS THE END OF DECEMBER OF EACH YEAR.

7 MEMBERSHIP

- 7.1 MEMBERSHIP OF THE ASSOCIATION SHALL BE COMPULSORY FOR EVERY REGISTERED OWNER OF A UNIT ERF.
- 7.2 MEMBERSHIP OF THE ASSOCIATION SHALL BE LIMITED TO THE REGISTERED OWNERS OF THE UNIT ERVEN PROVIDED THAT:
 - 7.2.1 A PERSON WHO IS ENTITLED TO OBTAIN A CERTIFICATE OF REGISTERED TITLE TO ANY SUCH UNIT ERF SHALL BE DEEMED TO BE THE REGISTERED OWNER THEREOF.
 - 7.2.2 WHERE ANY SUCH OWNER IS MORE THAN ONE PERSON, ALL THE REGISTERED OWNERS OF THAT ERF SHALL BE DEEMED JOINTLY AND SEVERALLY TO BE ONE MEMBER OF THE ASSOCIATION.
 - 7.2.3 WHERE ONE PERSON OWNS MORE THAN ONE UNIT ERF, SUCH A PERSON SHALL BE DEEMED TO BE AS MANY MEMBERS AS HE OWNS UNIT ERVEN.
- 7.3 WHEN A MEMBER CEASES TO BE A REGISTERED OWNER OF A UNIT ERF, HE SHALL IPSO FACTO CEASE TO BE A MEMBER OF THE ASSOCIATION.
- 7.4 A MEMBER SHALL NOT BE ENTITLED TO SELL OR TRANSFER A UNIT ERF UNLESS IT IS A CONDITION OF THE SALE AND TRANSFER THAT:
 - 7.4.1 THE TRANSFEREE BECOMES A MEMBER OF THE ASSOCIATION.
 - 7.4.2 THE REGISTRATION OF TRANSFER OF THAT UNIT ERF INTO THE NAME OF THAT TRANSFEREE SHALL IPSO FACTO CONSTITUTE THE TRANSFEREE AS A MEMBER OF THE ASSOCIATION.
- 7.5 THE REGISTERED OWNER OF A UNIT ERF MAY NOT RESIGN AS A MEMBER OF THE ASSOCIATION.
- 7.6 THE TRUSTEE COMMITTEE MAY, BY REGULATION, PROVIDE FOR THE ISSUE OF A MEMBERSHIP CERTIFICATE IN SUCH A FORM AS MAY BE PRESCRIBED BY THE TRUSTEE COMMITTEE
- 7.7 THE RIGHTS AND OBLIGATIONS OF A MEMBER SHALL NOT BE TRANSFERABLE AND EVERY MEMBER SHALL:
 - 7.7.1 TO THE BEST OF HIS ABILITY FURTHER THE OBJECTIVES AND INTERESTS OF THE ASSOCIATION.

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- 7.7.2 OBSERVE ALL BY-LAWS AND REGULATIONS MADE BY THE ASSOCIATION OR THE TRUSTEE COMMITTEE PROVIDED THAT NOTHING CONTAINED IN THIS CONSTITUTION SHALL PREVENT A MEMBER FROM CEDING HIS RIGHTS IN TERMS OF THIS CONSTITUTION AS SECURITY TO A MORTGAGEE OF THAT MEMBER'S UNIT ERF.
- 7.7.3 COMPLY WITH ALL DUTIES OF A LAND OWNER.
- 7.7.4 COMPLY WITH THE REQUIREMENTS OF SALDANHA BAY MUNICIPALITY.
- 7.8 SHOULD ANY MEMBER LET ANY ERF OWNED BY HIM TO A LESSEE, HE SHALL BE OBLIGED, AND UNDERTAKES TO ENSURE THAT SUCH LESSEE COMPLIES WITH THE PROVISIONS OF THIS CONSTITUTION AND THE RULES OF THE ASSOCIATION. THE LESSEE MAY BECOME AN ASSOCIATE MEMBER OF THE ASSOCIATION BY PAYMENT OF THE ANNUAL SUBSCRIPTION. AN ASSOCIATE MEMBER SHALL BE ENTITLED TO ATTEND MEETINGS OF THE ASSOCIATION, BUT SHALL NOT BE ENTITLED TO VOTE AT ANY OF THE MEETINGS.

8 POWERS

- 8.1 THE MANAGEMENT AND ADMINISTRATION OF THE ASSOCIATION SHALL BE EXERCISED BY A BOARD OF TRUSTEES WHICH SHALL CONSIST OF 5 (FIVE) MEMBERS.
- 8.2 EVERY TRUSTEE MUST BE A PAID UP MEMBER OF THE ASSOCIATION
- 8.3 THE BOARD OF TRUSTEES SHALL BE ELECTED AT AN ANNUAL GENERAL MEETING.
- 8.4 EACH TRUSTEE SHALL CONTINUE TO HOLD OFFICE UNTIL THE ANNUAL GENERAL MEETING NEXT FOLLOWING HIS SAID APPOINTMENT, AT WHICH MEETING SUCH TRUSTEES SHALL BE DEEMED TO HAVE RETIRED FROM OFFICE AS SUCH, BUT WILL BE ELIGIBLE FOR RE-ELECTION TO THE TRUSTEE COMMITTEE AT SUCH MEETING. A TRUSTEE SHALL BE DEEMED TO HAVE VACATED HIS OFFICE AS SUCH UPON:
 - 8.4.1 HIS ESTATE BEING SEQUESTERED, WHETHER PROVISIONALLY OR FINALLY, OR HIS SURRENDERING HIS ESTATE.
 - 8.4.2 HIS MAKING ANY ARRANGEMENT OF COMPROMISE WITH HIS CREDITORS
 - 8.4.3 HIS CONVICTION FOR ANY OFFENCE INVOLVING DISHONESTY.
 - 8.4.4 HIS BECOMING OF UNSOUND MIND OR BEING FOUND LUNATIC.
 - 8.4.5 HIS RESIGNING FROM SUCH OFFICE IN WRITING DELIVERED TO THE SECRETARY.
 - 8.4.6 HIS DEATH
 - 8.4.7 HIS BEING REMOVED FROM OFFICE BY A SPECIAL RESOLUTION OF THE MEMBERS PROVIDED THAT ANYTHING DONE IN THE CAPACITY OF A TRUSTEE IN GOOD FAITH, BY A PERSON WHO CEASES TO BE A TRUSTEE, SHALL BE VALID UNTIL THE FACT HE IS NO LONGER A TRUSTEE HAS BEEN RECORDED IN THE MINUTE BOOK OF THE TRUSTEE COMMITTEE.
 - 8.4.8 HE NO LONGER OWNS A PROPERTY IN THE DEVELOPMENT.
- 8.5 UPON ANY VACANCY OCCURRING ON THE TRUSTEE COMMITTEE PRIOR TO THE ANNUAL GENERAL MEETING, THE VACANCY IN QUESTION SHALL BE FILLED BY A PERSON NOMINATED BY THOSE REMAINING FOR THE TIME BEING OF THE TRUSTEE COMMITTEE.
- 8.6 THE CHAIRMAN OF THE ASSOCIATION SHALL BE ELECTED AT EACH ANNUAL GENERAL MEETING AND HE SHALL REMAIN IN OFFICE, UNLESS HE VACATES IN TERMS OF THE PROVISIONS OF THIS CONSTITUTION, UNTIL THE FOLLOWING ANNUAL GENERAL MEETING WHEN HE SHALL RETIRE BUT BE ELIGIBLE FOR RE-ELECTION. THE CHAIRMAN SHALL CEASE OFFICE AS SUCH IF:-
 - 8.6.1 IN NOTICE IN WRITING TO THE ASSOCIATION HE RESIGNS HIS OFFICE.
 - 8.6.2 HE IS OR BECOMES OF UNSOUND MIND.
 - 8.6.3 HE SURRENDERS HIS ESTATE AS INSOLVENT OR HIS ESTATE IS SEQUESTERED.
 - 8.6.4 HE IS CONVICTED OF AN OFFENCE WHICH INVOLVES DISHONESTY.
 - 8.6.5 HE ALIENATES HIMSELF FROM TWO CONSECUTIVE BOARD MEETINGS.
 - 8.6.6 BY RESOLUTION OF TWO THIRDS OF ALL MEMBERS OF A SPECIAL GENERAL MEETING, HE IS REMOVED FROM OFFICE.
 - 8.6.7 HIS ANNUAL SUBSCRIPTION BECOMES DELINQUENT.
 - 8.6.8 HE NO LONGER OWNS A PROPERTY IN THE DEVELOPMENT.
- 8.7 WITHIN FOURTEEN (14) DAYS OF AN ANNUAL GENERAL MEETING THE CHAIRMAN WILL MEET WITH HIS BOARD OF TRUSTEES AND ELECT THE VICE-CHAIRMAN AND SUCH OTHER OFFICERS AS DEEMED NECESSARY, I.E. SECRETARY, TREASURER AND OTHERS.
- 8.8 ADDITIONAL MEMBERS MAY BE CO-OPTED TO THE BOARD BY THE BOARD OF TRUSTEES TO ENSURE MAXIMUM EXPERTISE TO FULFIL THE DUTIES OF THE BOARD; SUCH A CO-OPTED TRUSTEE SHALL HAVE THE SAME RIGHT AND PRIVILEGE OF AN ELECTED TRUSTEE.
- 8.9 SAVE AS OTHERWISE PROVIDED IN THESE PRESENTS, THE CHAIRMAN SHALL PRESIDE AT ALL MEETINGS OF THE TRUSTEE COMMITTEE, AND ALL GENERAL MEETINGS OF MEMBERS, AND SHALL PERFORM ALL DUTIES INCIDENTAL TO THE OFFICE OF CHAIRMAN AND SUCH OTHER DUTIES AS MAY BE PRESCRIBED BY THE TRUSTEE COMMITTEE OR OF MEMBERS, AND TO ALLOW OR REFUSE TO PERMIT INVITEES TO SPEAK AT ANY SUCH MEETINGS, PROVIDED HOWEVER, THAT ANY SUCH INVITEES SHALL NOT BE ENTITLED TO VOTE AT ANY SUCH MEETINGS.
- 8.10 THE VICE-CHAIRMAN SHALL ASSUME THE POWERS AND DUTIES OF THE CHAIRMAN IN THE ABSENCE OF THE CHAIRMAN, OR HIS INABILITY OR REFUSAL TO ACT AS CHAIRMAN, AND SHALL PERFORM SUCH OTHER DUTIES AS MAY FROM TIME TO TIME BE ASSIGNED TO HIM BY THE CHAIRMAN OF THE TRUSTEE COMMITTEE.
- 8.11 TRUSTEES SHALL BE ENTITLED TO BE REPAID ALL REASONABLE AND BONA FIDE EXPENSES INCURRED BY THEM RESPECTIVELY IN OR ABOUT THE PERFORMANCE OF THEIR DUTIES AS TRUSTEES AND/OR CHAIRMAN,

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- VICE-CHAIRMAN, AS THE CASE MAY BE, BUT SAVE AS AFORESAID, SHALL NOT BE ENTITLED TO ANY OTHER REMUN-
ERATION FEES OR SALARY IN THE RESPECT OF THE PERFORMANCE OF SUCH DUTIES.
- 8.12 SUBJECT TO THE EXPRESS PROVISIONS OF THESE PRESENTS, THE TRUSTEE COMMITTEE SHALL MANAGE AND CONTROL THE BUSINESS AND AFFAIRS OF THE ASSOCIATION, SHALL HAVE FULL POWERS IN THE MANAGEMENT AND DIRECTION OF SUCH BUSINESS AND AFFAIRS AND, SAVE AS MAY BE EXPRESSLY PROVIDED IN THESE PRESENTS, MAY EXERCISE ALL SUCH POWERS OF THE ASSOCIATION AS MAY BE EXERCISED AND DONE BY THE ASSOCIATION, AND AS ARE NOT BY THESE PRESENTS REQUIRED TO BE DONE BY THE ASSOCIATION IN GENERAL MEETING, SUBJECT NEVERTHELESS TO SUCH REGULATIONS AS MAY BE PRESCRIBED BY THE ASSOCIATION IN GENERAL MEETING FROM TIME TO TIME, PROVIDED THAT NO REGULATION MADE BY THE ASSOCIATION IN GENERAL MEETING SHALL INVALIDATE ANY PRIOR ACT OF THE TRUSTEE COMMITTEE WHICH WOULD HAVE BEEN INVALID IF SUCH REGULATION HAD NOT BEEN MADE.
- 8.13 THE TRUSTEE COMMITTEE MAY MAKE REGULATIONS AND BY-LAWS NOT INCONSISTENT WITH THIS CONSTITUTION, OR ANY REGULATIONS OR BY-LAWS PRESCRIBED IN THE ASSOCIATION IN GENERAL MEETING, OR ANY REGULATIONS OR BY-LAWS OF THE MUNICIPALITY: ...
- 8.14 THE TRUSTEE COMMITTEE MAY, SHOULD IT SO DECIDE, INVESTIGATE ANY SUSPECTED OR ALLEGED BREACH BY ANY MEMBER OR TRUSTEE OF THESE PRESENTS IN SUCH REASONABLE MANNER AS IT SHALL DECIDE FROM TIME TO TIME.
- 8.15 THE TRUSTEE COMMITTEE MAY MAKE REGULATIONS AND BY-LAWS, NOT INCONSISTENT WITH THIS CONSTITUTION, OR ANY REGULATIONS OR BY-LAWS PRESCRIBED IN THE ASSOCIATION IN GENERAL MEETING, OR ANY REGULATIONS OR BY-LAWS OF THE MUNICIPALITY:
- 8.15.1 AS TO DISPUTES GENERALLY
 - 8.15.2 FOR THE FURTHERANCE AND PROMOTION OF ANY OF THE OBJECTIVES OF THE ASSOCIATION
 - 8.15.3 FOR THE BETTER MANAGEMENT OF THE AFFAIRS OF THE ASSOCIATION
 - 8.15.4 FOR THE ADVANCEMENT OF THE INTERESTS OF MEMBERS
 - 8.15.5 FOR THE CONDUCT OF TRUSTEE COMMITTEE MEETINGS AND GENERAL MEETINGS
 - 8.15.6 TO ASSIST IT IN ADMINISTERING AND GOVERNING ITS ACTIVITIES GENERALLY AND SHALL BE ENTITLED TO CANCEL, VARY OR MODIFY ANY OF THE SAME FROM TIME TO TIME
- 8.16 THE TRUSTEE COMMITTEE MAY MEET TOGETHER FOR THE DISPATCH OF BUSINESS, ADJOURN AND OTHERWISE REGULATE THEIR MEETINGS AS THEY THINK FIT, SUBJECT TO ANY PROVISIONS OF THESE PRESENTS.
- 8.17 MEETINGS OF THE TRUSTEE COMMITTEE SHALL BE HELD AT LEAST ONCE EVERY QUARTER, PROVIDED THAT IF ALL THE TRUSTEES SHALL IN WRITING HAVE WAIVED THE ABOVE REQUIREMENT IN RESPECT OF A PARTICULAR QUARTER, THEN NO MEETING OF THE TRUSTEE COMMITTEE NEED BE HELD FOR THAT QUARTER.
- 8.18 THE QUORUM NECESSARY FOR THE HOLDING OF ANY MEETING OF THE TRUSTEE COMMITTEE SHALL BE THREE (3) TRUSTEES
- 8.19 THE CHAIRMAN SHALL PRESIDE AS SUCH AT ALL MEETINGS OF THE TRUSTEE COMMITTEE PROVIDED THAT SHOULD AT ANY MEETING OF THE TRUSTEE COMMITTEE THE CHAIRMAN NOT BE PRESENT WITHIN 5 (FIVE) MINUTES AFTER THE TIME APPOINTED FOR THE HOLDING THEREOF, THEN THE VICE-CHAIRMAN SHALL ACT AS CHAIRMAN AT SUCH MEETING, PROVIDED FURTHER THAT SHOULD THE VICE-CHAIRMAN ALSO NOT BE PRESENT WITHIN 5 (FIVE) MINUTES OF THE TIME APPOINTED FOR THE HOLDING OF SUCH MEETING, THOSE PRESENT OF THE TRUSTEE SHALL VOTE TO APPOINT A CHAIRMAN FOR THE MEETING, WHO SHALL THEREUPON EXERCISE ALL THE POWERS AND DUTIES OF THE CHAIRMAN IN RELATION TO SUCH MEETING.
- 8.20 A TRUSTEE SHALL TAKE MINUTES OF EVERY TRUSTEE COMMITTEE MEETING, ALTHOUGH NOT NECESSARILY VERBATIM, WHICH MINUTES SHALL BE REDUCED TO WRITING WITHOUT UNDUE DELAY AFTER THE MEETING WILL HAVE CLOSED AND SHALL THEN BE CERTIFIED CORRECT BY THE CHAIRMAN OF THE MEETING. ALL MINUTES OF THE TRUSTEE COMMITTEE MEETING SHALL AFTER CERTIFICATION AS AFORESAID, BE PLACED IN A TRUSTEE COMMITTEE MINUTE BOOK, TO BE KEPT IN ACCORDANCE MUTATIS MUTANDIS, WITH THE PROVISION OF THE LAW RELATING TO THE KEEPING OF MINUTES OF MEETINGS OF DIRECTORS OF COMPANIES. THE TRUSTEE COMMITTEE MINUTE BOOK SHALL BE OPEN FOR INSPECTION AT ALL REASONABLE TIMES BY A TRUSTEE, THE ASSOCIATION MEMBERS AND LOCAL AUTHORITY.
- 8.21 ALL COMPETENT RESOLUTIONS RECORDED IN THE MINUTES OF ANY TRUSTEE COMMITTEE MEETING SHALL BE VALID AND OF FULL FORCE AND EFFECT AS THEREIN RECORDED, WITH EFFECT OF THE PASSING OF SUCH RESOLUTIONS, AND UNTIL VARIED OR RESCINDED, BUT NO RESOLUTION OR PURPORTED RESOLUTION OF THE TRUSTEE COMMITTEE SHALL BE OF ANY FORCE OR EFFECT, OR SHALL BE BINDING UPON THE MEMBERS OR ANY OF THE TRUSTEES UNLESS SUCH RESOLUTION IS COMPETENT WITHIN THE POWERS OF THE TRUSTEE COMMITTEE
- 8.22 SAVE AS OTHERWISE PROVIDED IN THESE PRESENTS, THE PROCEEDINGS AT ANY TRUSTEE MEETING SHALL BE CONDUCTED IN SUCH REASONABLE MANNER AND FORM AS THE CHAIRMAN OF THE MEETING SHALL DECIDE.
- 8.23 A RESOLUTION SIGNED BY ALL THE TRUSTEES SHALL BE VALID IN ALL RESPECTS AS IF IT HAD BEEN DULY PASSED AT A MEETING OF THE TRUSTEE COMMITTEE DULY CONVENED.

9 INDEMNITY

NO DULY AUTHORISED MEMBER TO WHOM THE WHOLE OR ANY ASPECTS OF MANAGEMENT AND ADMINISTRATION OF THE ASSOCIATION HAS BEEN DELEGATED SHALL BE LIABLE TO THE ASSOCIATION OR TO ANY MEMBER THEREOF OR TO ANY OTHER PERSON WHOMSOEVER FOR ANY ACT OR ADMISSION BY HIMSELF OR BY THE SERVANTS, AGENTS, CONTRACTORS OR EMPLOYEES OF THE ASSOCIATION. SUCH MEMBERS SHALL BE INDEMNIFIED BY THE ASSOCIATION AGAINST ANY LOSS OR DAMAGE SUFFERED BY HIM IN CONSEQUENCE OF ANY PURPORTED LIABILITY, PROVIDED THAT SUCH MEMBER HAS, UPON THE

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BASIS OF INFORMATION KNOWN TO HIM, OR WHICH SHOULD REASONABLY HAVE BEEN KNOWN TO HIM ACTED IN GOOD FAITH AND WITHOUT GROSS NEGLIGENCE.

10 MEETINGS OF THE ASSOCIATION

10.1 ANNUAL GENERAL MEETINGS -

ANNUAL GENERAL MEETINGS OF MEMBERS SHALL BE HELD ONCE IN EVERY YEAR AT SUCH TIME AND PLACE AS THE BOARD OF TRUSTEES MAY AGREE, BUT SO THAT NO MORE THAN FIFTEEN MONTHS SHALL BE ALLOWED TO LAPSE BETWEEN ANY TWO SUCH SUCCESSIVE MEETINGS .

THE BUSINESS TO BE CONDUCTED AT THE ANNUAL GENERAL MEETING SHALL INCLUDE:-

10.1.1 THE RECEIPT OF A REPORT ON THE AFFAIRS OF THE ASSOCIATION.

10.1.2 THE ADOPTION OF THE MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING.

10.1.3 THE ADOPTION OF THE BALANCE SHEET AND ACCOUNTS.

10.1.4 THE CONSIDERATION OF ANY RESOLUTIONS CONCERNING THE AFFAIRS OF THE ASSOCIATION OF WHICH DUE NOTICE HAS BEEN GIVEN TO ALL MEMBERS.

10.1.5 THE ELECTION OF A BOARD OF TRUSTEES.

10.1.6 THE ELECTION OF A CHAIRMAN OF THE BOARD OF TRUSTEES

10.1.7 ANY OTHER BUSINESS.

10.2 SPECIAL GENERAL MEETINGS

ANY FOUR MEMBERS MAY CALL A SPECIAL GENERAL MEETING OF MEMBERS

10.3 PRESENCE AT MEETINGS

EACH MEMBER SHALL BE OBLIGED TO BE PRESENT IN PERSON OR REPRESENTED BY PROXY AT THE ANNUAL GENERAL MEETING AND AT ANY SPECIAL GENERAL MEETING, FAILING WHICH, SUCH MEMBERS SHALL BE DEEMED TO HAVE VOTED IN FAVOUR OF ANY RESOLUTION PASSED AT SUCH MEETING BY THE REMAINING MEMBERS.

10.4 NOTICE OF MEETINGS

AN ANNUAL GENERAL MEETING SHALL BE CONVENED ON NOT LESS THAN 21 (TWENTY-ONE) DAYS NOTICE IN WRITING. THE NOTICE SHALL BE INCLUSIVE OF THE DAY ON WHICH IT IS GIVEN AND SHALL SPECIFY THE PLACE, THE DAY, AND THE HOUR OF THE MEETING AND THE GENERAL NATURE OF THE MATTERS TO BE DISCUSSED, PROVIDED THAT ANY MEETING SHALL, NOTWITHSTANDING THAT IT IS CALLED BY SHORTER NOTICE THAN THAT SPECIFIED, BE DEEMED TO HAVE BEEN CORRECTLY CALLED IF IT IS SO AGREED BY ALL THE MEMBERS.

10.5 VALIDITY OF MEETING

THE NON-RECEIPT OF A NOTICE OF THE MEETING BY ANY PERSON OR MEMBER ENTITLED TO RECEIVE SUCH NOTICE, SHALL NOT INVALIDATE THE PROCEEDINGS OF THAT MEETING, EXCEPT TO THE EXTENT THAT SUCH PROCEEDINGS HAVE PREJUDICED, OR ON THE BALANCE OF PROBABILITY WOULD MATERIALLY PREJUDICE, THE FINANCIAL OR PROPRIETARY INTEREST OF THE RELEVANT MEMBER WHO DID NOT RECEIVE, NOR HAVE RECEIVED ON HIS BEHALF, THE AFORESAID NOTICE.

10.6 QUORUM

NO MATTERS SHALL BE DISCUSSED AT ANY MEETING UNLESS A QUORUM IS PRESENT WHEN A MEETING COMMENCES. FOR ALL PURPOSES, THE QUORUM SHALL BE MEMBERS PRESENT IN PERSON OR BY PROXY AND BE NOT LESS THAN ONE FOURTH OF PAID UP MEMBERS OF THE ASSOCIATION.

10.7 ADJOURNMENT

IF WITHIN HALF AN HOUR OF THE TIME APPOINTED FOR THE HOLDING OF A MEETING A QUORUM IS NOT PRESENT, THE MEETING SHALL STAND ADJOURNED TO THE SAME DAY IN THE NEXT WEEK, AT THE SAME PLACE AND TIME OR AT ANY OTHER PLACE AS THE CHAIRMAN OF THE MEETING SHALL APPOINT. IF A QUORUM IS STILL NOT

PRESENT WITHIN HALF AN HOUR FROM THE TIME APPOINTED FOR HOLDING THIS MEETING, THE MEMBERS PRESENT SHALL BE A QUORUM. ALL MEMBERS OF THE ASSOCIATION SHALL BE INFORMED OF SUCH AN ADJOURNED MEETING.

10.8 VOTES

AT ALL GENERAL MEETINGS, RESOLUTIONS PUT TO THE VOTE SHALL TAKE PLACE BY A SHOW OF HANDS. VOTING SHALL TAKE PLACE IN ACCORDANCE WITH THE FOLLOWING POSITIONS.

10.8.1 EACH MEMBER PRESENT IN PERSON SHALL HAVE ONE VOTE FOR EVERY ERF REGISTERED IN HIS NAME.

10.8.2 EACH PERSON PRESENT AS PROXY FOR A MEMBER SHALL HAVE ONE VOTE FOR EVERY ERF REGISTERED IN THE NAME OF THE MEMBER FOR WHOM HE IS A PROXY.

10.8.3 EACH MEMBER AND PERSON PRESENT AS PROXY FOR A MEMBER SHALL INDICATE CLEARLY HOW HE CASTS EACH VOTE TO WHICH HE IS ENTITLED AS AFORESAID.

10.8.4 ALL RESOLUTIONS SHALL, EXCEPT AS OTHERWISE PROVIDED HEREIN, DO BY SIMPLE MAJORITY BY THOSE MEMBERS PRESENT IN PERSON OR PROXY AT THE MEETING AND VOTING.

10.8.5 THE CHAIRMAN OF THE MEETING SHALL COUNT THE VOTES CAST FOR AND AGAINST THE RESOLUTION AND SHALL DECLARE IT CARRIED OR LOST AS THE CASE MAY BE.

10.8.6 A DECLARATION BY THE CHAIRMAN OF A RESULT OF THE VOTING BY SHOW OF HANDS AND AN ENTRY THEREOF IN THE MINUTE BOOK OF THE ASSOCIATION SHALL BE CONCLUSIVE OF THE VOTE.

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- 10.8.7 THE CHAIRMAN SHALL NOT HAVE THE CASTING VOTE IN ADDITION TO HIS ORDINARY VOTE.
- 10.9 INCAPACITY
SHOULD ANY MEMBER BE DECLARED INCAPABLE OF MANAGING HIS OWN AFFAIRS, OR A PROTOCOL, OR INSOLVENT, OR IN THE CASE OF A COMPANY PLACED INTO LIQUIDATION, SUCH MEMBER MAY BE REPRESENTED BY HIS CURATOR, TRUSTEE, OR LIQUIDATOR AS THE CASE MAY BE, WHO SHALL BE ENTITLED TO VOTE ON HIS BEHALF, EITHER PERSONALLY OR BY PROXY.
- 10.10 CO-OWNERSHIP
IF TWO OR MORE PERSONS ARE JOINT REGISTERED OWNERS OF AN ERF, THEN IN VOTING UPON ANY QUESTION, THE VOTE OF THE SENIOR, WHO TENDERS A VOTE EITHER IN PERSON OR BY PROXY SHALL BE ACCEPTED TO THE EXCLUSION OF VOTES OF THE OTHER REGISTERED OWNERS OF THE ERF, AND FOR THIS PURPOSE, SENIORITY SHALL BE DETERMINED BY THE DATES OF BIRTH OF THE JOINT OWNERS AS RECORDED IN THE DEEDS REGISTRY CAPE TOWN. IN THE EVENT OF AN ERF BEING JOINTLY OWNED BY A NATURAL PERSON, A COMPANY, A CLOSE CORPORATION OR A TRUST, THEN IN SUCH EVENT A NATURAL PERSON SHALL CAST A VOTE ON BEHALF OF SUCH MEMBERSHIP.
- 10.11 PROXY
10.11.1 VOTES MAY BE GIVEN PERSONALLY OR BY PROXY.
10.11.2 THE INSTRUMENT APPOINTING A PROXY SHALL BE IN WRITING IN THE COMMON FORM, OR ANY FORM APPROVED BY THE CHAIRMAN OF THE MEETING UNDER THE HAND OF THE APPOINTER, OR HIS ATTORNEY OR AGENT DULY AUTHORISED IN WRITING, OR IF SUCH APPOINTER IS A COMPANY OR A CLOSE CORPORATION, UNDER THE HAND OF AN OFFICER/MEMBER DULY AUTHORISED ON THEIR BEHALF.
- 10.12 COMPANIES, CLOSE CORPORATIONS OR OTHER ASSOCIATIONS
ANY COMPANY, CLOSE CORPORATION OR TRUST OR OTHER ASSOCIATION WHICH IS A MEMBER OF THE ASSOCIATION MAY BE BY RESOLUTION OF ITS DIRECTORS, MEMBERS OR OTHER GOVERNING BODY, AUTHORISE SUCH PERSON TO ACT AS ITS REPRESENTATIVE AT ANY MEETING OF THE ASSOCIATION AND THE PERSON SO AUTHORISED SHALL BE ENTITLED TO EXERCISE THE SAME POWERS ON BEHALF OF THE COMPANY, CLOSE CORPORATION, OR OTHER ASSOCIATION WHICH HE REPRESENTS AS THAT COMPANY, CLOSE CORPORATION OR ASSOCIATION COULD EXERCISE IF IT WERE AN INDIVIDUAL MEMBER OF THE ASSOCIATION.
- 10.13 RESOLUTIONS
RESOLUTIONS MAY BE TAKEN BY THE ASSOCIATION OTHER THAN IN GENERAL MEETING, PROVIDED THAT THEY ARE SIGNED BY ALL MEMBERS OR BY THEIR REPRESENTATIVES.

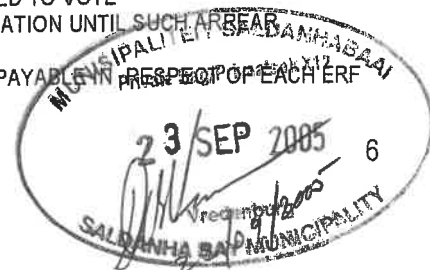
11 THE STATUS OF THE ASSOCIATION

THE ASSOCIATION SHALL BE AN ASSOCIATION:-

- 11.1 WITH LEGAL PERSONALITY, CAPABLE OF SUING AND BEING SUED IN ITS OWN NAME
- 11.2 OF MEMBERS WHO IN THEIR PERSONAL CAPACITIES SHALL HAVE NO RIGHT, TITLE OR INTEREST IN THE PROPERTY, FUNDS OR ASSETS OF THE ASSOCIATION.
- 11.3 NOT FOR PROFIT, BUT FOR THE BENEFIT OF THE OWNERS OF THE PROPERTY IN THE DEVELOPMENT.
- 11.4 WITH THE RIGHT TO ACQUIRE, HOLD AND ALIENATE PROPERTY BOTH MOVEABLE AND IMMOVABLE.

12 ANNUAL SUBSCRIPTIONS

- 12.1 THE ASSOCIATION SHALL BE ENTITLED TO LEVY AN ANNUAL SUBSCRIPTION FROM ITS MEMBERS TO DEFRAY THE COST OF MANAGING AND ADMINISTERING THE ASSOCIATION AND FOR THE PURPOSE OF MEETING ALL THE EXPENSES THE ASSOCIATION HAS INCURRED OR WILL INCUR. SUCH SUBSCRIPTION MAY BE FIXED AND COLLECTED ANNUALLY IN ADVANCE OR PAID MONTHLY BY WAY OF DEBIT ORDER. A MEMBER SHALL, HOWEVER, ONLY BE OBLIGED TO PAY A PRO RATA PORTION OF THE ANNUAL SUBSCRIPTION WHERE HIS MEMBERSHIP HAS BEEN FOR A PORTION OF A YEAR.
- 12.2 THE ASSOCIATION SHALL BE ENTITLED, AT ITS DISCRETION, TO INCREASE THE ANNUAL SUBSCRIPTION FROM TIME TO TIME, PROVIDED THAT THE INCREASE WILL NOT BE GREATER THAN 20% PER ANNUM.
- 12.3 THE ANNUAL SUBSCRIPTION FOR ANY YEAR SHALL BECOME DUE AND PAYABLE ON THE 1ST DAY OF JANUARY OF THE SAID YEAR.
- 12.4 ANY AMOUNT DUE BY A MEMBER BY WAY OF AN ANNUAL SUBSCRIPTION SHALL BE DUE BY HIM TO THE ASSOCIATION. A MEMBER'S SUCCESSOR ENTITLED TO AN ERF IN THE DEVELOPMENT SHALL BE LIABLE AS FROM THE DATE UPON WHICH HE BECOMES A MEMBER PURSUANT TO TRANSFER OF THAT ERF, TO PAY THE ANNUAL SUBSCRIPTION ATTRIBUTABLE TO THAT ERF. NO MEMBER SHALL TRANSFER HIS ERF IN THE DEVELOPMENT UNTIL THE ASSOCIATION HAS CERTIFIED THAT THE MEMBER HAS, AT THE DATE OF TRANSFER, FULFILLED ALL HIS FINANCIAL OBLIGATIONS TO THE ASSOCIATION.
- 12.5 IF THE ANNUAL SUBSCRIPTION OF A MEMBER IS NOT PAID WITHIN NINETY (90) DAYS OF DUE DATE, THEN SUCH SUBSCRIPTION SHALL BECOME DELINQUENT AND THE ASSOCIATION MAY INSTITUTE LEGAL PROCEEDINGS AGAINST THE MEMBER FOR THE RECOVERY THEREOF AND THE COSTS OF SUCH PROCEEDINGS (OF AN ATTORNEY/CLIENT SCALE) SHALL BE ADDED TO THE SUBSCRIPTION.
- 12.6 A MEMBER WHOSE SUBSCRIPTION IS DELINQUENT SHALL NOT BE ENTITLED TO VOTE AT ANY GENERAL MEETING OR TO SERVE AS A CHAIRMAN OF THE ASSOCIATION UNTIL SUCH APPEARANCE HAS BEEN PAID
- 12.7 THE ANNUAL SUBSCRIPTION SHALL APPLY TO ALL ERVEN AND SHALL BE PAYABLE IN RESPECT OF EACH ERF OWNED BY A MEMBER.



12.8 THE SUBSCRIPTION FOR THE YEAR 2004 SHALL BE R (RAND)
IRRESPECTIVE WHETHER THE STAND IS VACANT OR IMPROVED.

13 ACCOUNTS

- 13.1 PROPER BOOKS OF THE ACCOUNTS OF THE ADMINISTRATION AND FINANCES OF THE ASSOCIATION SHALL BE KEPT BY THE ASSOCIATION AT THE DOMICILIUM OF THE ASSOCIATION OR SUCH OTHER PLACE OR PLACES AS DECIDED ON BY THE BOARD OF TRUSTEES.
- 13.2 THE CHAIRMAN OF THE ASSOCIATION SHALL CAUSE TO BE LAID BEFORE THE ASSOCIATION IN GENERAL ANNUAL MEETING, BOOKS OF ACCOUNT, BALANCE SHEETS AND REPORTS OF THE ASSOCIATION.

14 DOMICILIUM

- 14.1 FOR ALL PURPOSES ARISING OUT OF THIS CONSTITUTION, INCLUDING THE GIVING OF NOTICES AND SERVING OF LEGAL PROCESS, THE ASSOCIATION AND EACH MEMBER CHOOSES DOMICILIUM CITANDI ET EXECUTANDI AS FOLLOWS:-

14.1.1 THE ASSOCIATION AT AND THE ADDRESS OF THE
CHAIRMAN OF THE BOARD OF TRUSTEES.

14.1.2 EACH MEMBER AT THE ERF REGISTERED IN HIS NAME PROVIDED A DWELLING HOUSE HAS BEEN ERECTED THEREON, AND IN THE EVENT OF SUCH ERF BEING VACANT LAND, THEN AT THE ADDRESS AS RECORDED BY THE LOCAL AUTHORITY FOR THE PURPOSES OF RENDERING ACCOUNTS FOR RATES IN RESPECT OF THAT ERF; PROVIDED THAT THE ASSOCIATION OR ANY MEMBER MAY AT ANY TIME BY NOTICE CHANGE HIS DOMICILIUM CITANDI ET EXECUTANDI TO SOME OTHER ADDRESS, WHICH NEW ADDRESS SHALL BE IN THE REPUBLIC OF SOUTH AFRICA AND MAY BE A POST OFFICE BOX AND PROVIDED FURTHER THAT SUCH CHANGE WILL BECOME EFFECTIVE ONLY 14 (FOURTEEN) DAYS AFTER RECEIPT OF THE NOTICE IN QUESTION.

- 14.2 ANY NOTICE WHICH MAY BE REQUIRED TO BE GIVEN IN TERMS OF THIS CONSTITUTION MAY BE GIVEN BY THE DISPATCH WITH SUCH NOTICE IN WRITING BY POST, IN WHICH EVENT, SUCH NOTICE SHALL BE DEEMED TO HAVE BEEN RECEIVED 14 (FOURTEEN) DAYS AFTER THE POSTING THEREOF FROM ANY POST OFFICE WITHIN THE REPUBLIC OF SOUTH AFRICA. ANY NOTICE AS AFORESAID MAY ALSO BE GIVEN BY TELEFAX TRANSMISSION IN WHICH CASE SUCH NOTICE SHALL BE DEEMED TO HAVE BEEN RECEIVED 7 (SEVEN) DAYS AFTER TRANSMISSION THEREOF. THE TELEFAX NUMBER OF THE ASSOCIATION MAY VARY FROM YEAR TO YEAR BUT SHALL BE CONVEYED TO ALL MEMBERS BEFORE 31 MARCH OF EACH YEAR.

15 WINDING UP

THE ASSOCIATION MAY BE WOUND UP BY AN UNANIMOUS RESOLUTION OF ALL MEMBERS IN GENERAL MEETING, IN WHICH EVENT IT SHALL BE THE DUTY OF THE CHAIRMAN OR A RECEIVER TO BE APPOINTED BY THE MEMBERS IN GENERAL MEETING, TO CONVERT THE ASSOCIATION'S ASSETS INTO CASH, PAY ALL THE LIABILITIES OF THE ASSOCIATION AND THEREAFTER TO DISTRIBUTE THE REST TO ALL THE MEMBERS IN ACCORDANCE WITH THE NUMBER OF ERVEN REGISTERED IN THE NAME OF EACH MEMBER. IF, WITHIN A PERIOD OF 4 (FOUR) MONTHS FROM SUCH DISTRIBUTION THE CHAIRMAN OR THE RECEIVER IS UNABLE TO FIND, LOCATE OR TRACE ANY MEMBER, SUCH MEMBER'S SHARE SHALL THEN BE PAID TO THE GUARDIANS FUND OF THE MASTER OF THE SUPREME COURT AT CAPE TOWN

16 DECISION REQUIRING A UNANIMOUS RESOLUTION OF ALL THE MEMBERS

NOTWITHSTANDING ANYTHING IN THIS CONSTITUTION TO THE CONTRARY, BUT SUBJECT, HOWEVER, TO THE PROVISIONS OF CLAUSE 12 ABOVE. ANY DECISION OF THE ASSOCIATION:-

- 16.1 WHICH WOULD HAVE THE EFFECT OF AMENDING AND REPEALING ANY PART OF THIS CONSTITUTION.
- 16.2 WHICH WOULD HAVE THE EFFECT OF AMENDING OR REPEALING ANY PART OF THE INITIAL OR SUBSEQUENT RULES, OR
- 16.3 WHICH WOULD RESULT IN MATERIAL PREJUDICE TO THE FINANCIAL OR PROPRIETARY INTEREST OF ANY MEMBER
- SHALL REQUIRE THE UNANIMOUS RESOLUTION OF ALL THE MEMBERS

17 ARBITRATION

IN THE EVENT OF A DISPUTE BETWEEN ANY OF THE MEMBERS, THAT DISPUTE SHALL BE RESOLVED BY ARBITRATION. THE ARBITRATOR SHALL BE AN INDEPENDENT PERSON AGREED UPON BETWEEN THE PARTIES AND FAILING AGREEMENT, NOMINATED BY THE CHAIRMAN OF THE LAW SOCIETY OF THE WESTERN CAPE PROVINCE. THE ARBITRATOR SHALL BE ENTITLED TO RESOLVE THE DISPUTE ACCORDING TO WHAT HE REGARDS AS BEING JUST AND EQUITABLE AND IN ACCORDANCE WITH THE SPIRIT AND THE OBJECTIVES OF THE ASSOCIATION AND HE SHALL THEREFORE NOT BE BOUND BY THE STRICT RULE OF LAW. THE DECISION OF THE ARBITRATOR SHALL BE FINAL AND BINDING ON BOTH PARTIES.

