

Stronger Together + Sterker Tesame + Omelele Ndawonya

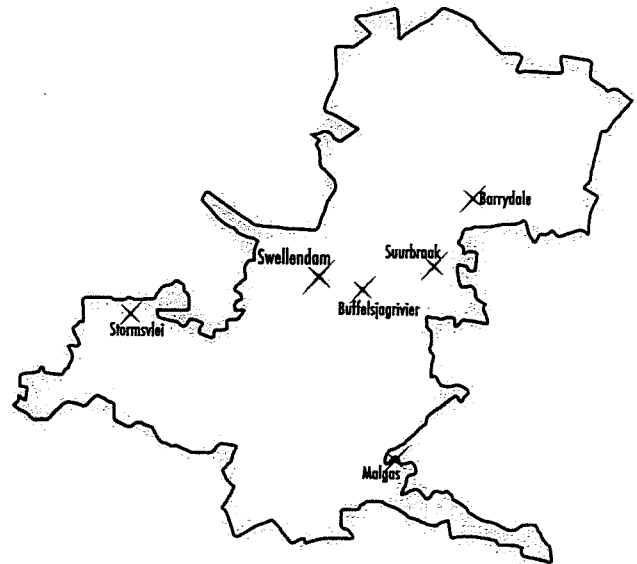
# SPARC

Swellendam People's Association of Ratepayers Collective

(NPC Reg. 2023 / 143189 / 08)

## CONSTITUTION

*October 2023*



*A knowledgeable, united and proactive Association representing residents and ratepayers*

**SMA (Swellendam Municipal Area)**

**Barrydale + Buffelsjags + Malgas + Stormsvlei + Suurbrak + Swellendam**

**We communicate in 3 languages, predominantly English, but are prepared to translate to Afrikaans or isiXhosa on request**

## INDEX

NO	ITEM	PAGE
1	Interpretation	3-4
2	Name	5
3	Vision, Mission, Objectives, Aims and Purpose	5-7
4	Membership: Non - Profit Org. // Public Benefit Org.	7-8
5	Management and Control	8 -10
6	Meetings	10 -11
7	Annual General Meeting (AGM)	11
8	Special General Meetings	12
9	Notice of Meetings	12
10	Quorum for Meetings	12
11	Voting	13
12	Duties of Chairperson	13
13	Finance (Budget/Controls/Fees)	13-14
14	Amendments to Constitution and By-Laws	14-15
15	Affiliation	15
16	Dissolution, Winding up or Liquidation	15
17	Liability of Members	15
18	Lodging of Constitution with Bankers	15
19	Procedure at Meetings	16
20	Directors (Act 71; Board; Comp; Auth; Rights; Quorum; Indemnity)	16
21	Extract Regarding Act 71: NPCs Regulations	17 - 18

Unless otherwise determined by the text of this Constitution, the understanding, interpretation and subdivision under various headings, shall be applicable with reference to institutions, persons and concepts.

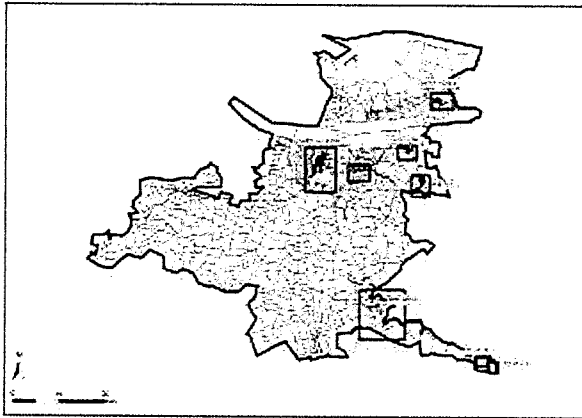
## 1. INTERPRETATION

- a. **ASSOCIATION or ORGANISATION** means Swellendam Peoples Association of Ratepayers Collective, which may be designated by the letters SPARC for practical purposes.
- b. **BOARD OF DIRECTORS** means the group of people who collectively decide how a company can operate and supervise its current activities.
- c. **COMMITTEE** means the duly appointed executives of the association who manages the day-to-day operations and functions of the company and reports to the Board of Directors.
- d. **MEMBER/MEMBER IN GOOD STANDING** means any person, qualifying for membership, who has paid the annual membership fees (subscription) as determined by SPARC.
- e. **ANNUAL GENERAL MEETING** (designated by the letters AGM) means the annual general meeting of the association which will be held not later than 30 April each year.
- f. **ELECTION** means the election of committee members to serve office as the executive body of the association as required by the conditions laid down in the constitution and to be held at the AGM.
- g. **COMMITTEE MEETINGS** shall be the monthly or bi-monthly meetings of the elected executives.
- h. **MEETINGS** shall be the regular meetings of members of the association which will be held as and when considered necessary by the committee.
- i. **SPECIAL GENERAL MEETINGS** (designated by the letters SGM) means a meeting convened by the chairperson, the executive committee or written request of not less than twenty (20) percent of the members in good standing, such request clearly stating the nature of the business to be discussed. Such meetings shall be convened by the committee within fourteen (14) days of receipt of such written petition. Not less than seven (7) days' notice, stating the purpose of the meeting, shall be given to all members.
- j. **ADJOURNED MEETINGS** means meetings without a quorum after the lapse of ten (10) minutes after the time stipulated in the notice convening the meeting. Such meetings will automatically stand adjourned for ten (10) days or to a date decided upon by those members present.
  - i. Notice of the adjourned meeting shall again be given to all members in a manner decided by the committee.
  - ii. At the subsequent adjourned meeting those members present shall constitute a quorum and proceed to transact the business for which the meeting was originally convened.

- k. **YEAR/FISCAL YEAR** means the period which will commence on 1 March until the last day of February in the following year.
- l. **TERM OF OFFICE** means the whole period delineated in clause 1(e) or part thereof, but shall not extend beyond the date of the AGM in the following year.
- m. **SUB-COMMITTEE** means a committee appointed by the chairperson in consultation with the committee and shall be of standing or temporary nature as deemed necessary by the committee.
  - i. The chairperson of any sub-committee shall be a member of the executive committee and shall report on the meetings held by, and the accomplishments of, the sub-committee at all regular committee meetings.
  - ii. No sub-committee shall in any way be inconsistent with the constitution in its composition, objectives, deliberations, conclusions and actions, and if it is it will be void to that extent.
- n. **AUTHORITIES, COMPETENT AUTHORITY/IES and RELEVANT AUTHORITY/IES** shall mean those government bodies or institutions or other constituted bodies or institutions with the specific function of administering the affairs of local authorities.
- o. **LOCAL AUTHORITY** shall mean the municipality of Swellendam.
- p. **AMEND** shall mean to amend, change, add to, delete from or effect alteration to the constitution and/or by-laws.
- q. **SECRETARY and TREASURER** shall mean the honorary secretary and honorary treasurer respectively.
- r. **SWELLENDAM/SWELLENDAM MUNICIPAL AREAS (SMA)** shall always mean, and include the areas commonly known as Barrydale, Buffeljags, Malgas, Stormsvlei, Suurbraak and Swellendam.

## 2. NAME

2.1 The organisation shall be referred to as SWELLENDAM PEOPLES ASSOCIATION OF RATESPAYERS COLLECTIVE and may be designated by the letters SPARC.



## 3. VISION, MISSION, OBJECTIVES, AIMS and PURPOSE

*NOTE: The word "Swellendam" always refers to the Swellendam Municipal Area (SMA) which incorporates Barrydale, Buffeljags, Malgas, Railton, Stormsvlei, Suurbraak and Swellendam, ie: the greater Swellendam*

### 3.a VISION

A knowledgeable, united and proactive Association representing the community of the greater Swellendam Municipal Area's (SMA) residents and ratepayers

### 3.b MISSION STATEMENT

We are an apolitical, community-driven, non-profit organisation representing and promoting the interests of SMA residents and ratepayers through communication, connectivity and collaboration.

Our involvement within the SMA community:

- ✓ **Service** – The SPARC will always strive to deliver a high level of service and support to the greater SMA community, working together in teams to face the challenges a growing community demands and create a positive legacy for generations to come.
- ✓ **Leadership** – The SPARC will constantly aim to be recognised for its expertise and leadership and for adding a valuable contribution to all stakeholders.
- ✓ **Impartiality** – The SPARC will focus on conducting itself in a fair and responsible manner and facilitating in a spirit of reconciliation and with integrity at all times.

### **Inclusivity**

- ✓ To foster active community involvement in all matters relating to our immediate environment.
- ✓ To ensure good communication with the community and with our other stakeholders.
- ✓ To take all steps necessary to protect, maintain and enhance our neighbourhood and environs.
- ✓ Through our actions to enhance and protect the value of our property
- ✓ within our area;
- ✓ To acknowledge that rights to services goes hand in hand with responsibility to ensure sustainability of the community as a unit.

### **3.c OBJECTIVES, AIMS AND PURPOSE**

The objectives, aims and purpose of the organization is aligned with the Vision, Mission Statements as per paragraph 3 above, which are summarized as below:

#### **Objective:**

To create a community co-operative *watchdog oversight role*, acting within the parameters of the applicable Municipal Acts, governing Local Government to the benefit of all parties involved, with particular emphasis on their Mandate and the constitutional rights of residents and ratepayers; taking into account sustainability and viability in its broadest interpretation for the benefit of everyone, regardless of the demographics.

#### **Aims:**

Provide a forum to discuss concerns of businesses, ratepayers and residents by drawing from members with business acumen to tackle important issues.

**Purpose:**

While any individual resident may interact with their municipality, a ratepayer's association is the officially mandated representative body of residents in these matters and is the collective voice for an informed and involved community.

**4. MEMBERSHIP**

**4.i** Membership shall be open to all registered ratepayers and residents in the Swellendam Municipal Area inclusive of businesses and farmers.

**4.ii** Categories of membership will be registered as follows:

**4.a Ratepayers** are those who own property within the SMA and pay municipal rates . They will have the right to vote at the AGM.

Application for membership on a dedicated application form and will supply erf number, and pay membership fees electronically. A certified copy of their rates account Statement and RSA ID shall be attached to the membership application.

**4.b Residents /Tenants** are those who live officially in the SMA, and pay membership fees. A certified copy of their municipal rates and or services account Statement and RSA ID shall be attached to their membership application. They will pay a lower membership fee and have no vote at the AGM but may vote at other official SPARC meetings.

**4.c Businesses** are those who operate in the SMA and pay municipal rates. A certified copy of their municipal rates and/or services account Statement, ID and Business License Registration Document shall be attached to the membership application.

They will nominate an individual to represent them in all SPARC issues. Business Owners have the right to vote at the AGM, while Tenants may only vote at other official SPARC meetings.

**4.d Farmers** who farm in the SMA. They will nominate an individual to represent them in all SPARC issues. Farmers shall have a vote at AGM and all other meetings. A certified copy of a Municipal or Eskom account or any other document that confirms their existence as a farm unit shall accompany their Membership application, including a certified ID.

**4.e Members of SPARC** will automatically be members of their local branch.

- 4.f Municipal employees and Council members** may be members but may not stand for election to any committee and will not have voting rights at AGM's but only at other official SPARC meetings.
- 4.g Non-profit organization** is according to the Companies Act, a company incorporated for a public benefit or another object, the income and property of which are not distributable to its incorporators, members or directors.
- 4.h Public Benefit Organization** status refers to any organization which is not for profit that can apply to SARS for tax exempt status that has been incorporated, that all activities are carried out in a philanthropic manner. This allows SPARC to take advantage of tax benefits to reduce their tax burden and obtain certain other benefits. Once registered as a PBO, donations made to the non-profit company are deductible from the donor's tax liability in terms of section 18 of ITA. Depending on the activities of the NPC, it's donors will be provided with a Section 18A receipt.

Naturally, together with any benefits a company may receive from registering as a PBO, there will be certain strict requirements that must be adhered to. An NPC is required to apply all its assets and income to advance its non-profit objectives. It may therefore, not dispose of any of its assets or business to a profit company, except for fair value, unless this occurs in the ordinary course of the activities of the NPC. The assets and income may not be distributed to the incorporators, members, directors or officers of a non-profit company, except as reasonable compensation for services rendered by them.

## **5. MANAGEMENT AND CONTROL**

### **5 a BOARD OF DIRECTORS**

The Board consists of four (4) Directors and the Chairman of the Board will also be Chairman of EXCO. The EXCO will report to the Board. **Refer paragraph 20 from page 17 for details** in terms of Companies Act, No 71 of 2008 ("the Act")

### **5.i EXECUTIVE COMMITTEE (EXCO)**

5.i (a) Management and control of the day-to-day affairs of the SPARC shall be vested in the Executive Committee which shall consist of not more than four (4) members of whom three (3) shall be elected at the AGM.

The Chairman of each of the branches will be members of EXCO bringing the total to 10. A Quorum will be 6.



5. i (b) The EXCO shall have the power to co-opt a further four (4) members and will elect, from its members, the following office bearers:

Vice-chairperson

Secretary

Treasurer (the secretary and the treasurer may be the same person)

5.i.(c) EXCO shall ratify all by-laws. Any member may propose a by-law to EXCO. By-laws will be applicable to all Branches, either for the Branch or the Association as a whole

5.i.(d) EXCO may appoint and pay expert consultants as and when needed

5.i.(e) The EXCO shall meet at least once every two (2) months, or as often as deemed necessary by the committee.

#### **5.ii BRANCH MANAGEMENT COMMITTEES (BRAMCO)**

5.ii (a) Management and control of the affairs of the Branches shall be vested in a management committee which shall consist of not more than six (6) members of whom three (3) shall be elected at the AGM.

The chairman of each of the branches shall be members of EXCO

5.ii (b) The committee shall have the power to co-opt a further two (2) members and elect, from its members, the following office bearers:

Chairperson

Vice-chairperson

Secretary

Treasurer (the secretary and the treasurer may be the same person)

BRAMCO will appoint / co-opt specialist sub-committees as and when needed. Only members of SPARC may serve on sub-committees

5.ii (c) No councillor or municipal employee of the Swellendam Municipality shall be eligible for nomination and election to the (any) committee.

5.ii.(d) BRAMCO will meet monthly

#### **EXCO and BRAMCO**

5.iii. (a) The committees shall have the power to adopt rules of procedure for meetings of the organisation and the conduct of business.

5 iii. (b) EXCO and BRAMCO members hold office for the fiscal year and shall have the power to fill any vacancy should such vacancy/ies result or occur during its term of office, by co-opting a member in good standing to fill the seat for the remainder of the original term of office.

5 iii (c) Should four (4) or more committee members resign or should, for whatever reason, four (4) or more seats become vacant during the term of office, the ECXO / BRAMCO shall call a special general meeting for the purpose of electing a new committee to serve out the unexpired term of office.

5 iii (d). Members of both EXCO and BRAMCO may not serve for more than three (3) continuous years. After the third year, they must step down to permit new members to be elected.

5 iii (e) Members of both EXCO and BRAMCO shall plan for continuity so that not all members step down at once. A schedule for resignations should be developed so that expertise/experience is maintained in the committees, inclusive of vacancies for any reason.

5 iii (f) Only the Board of Directors shall have the power to deal with assets, and open and conduct accounts with banking or deposit receiving institutions.

## **6 MEETINGS**

**Director's, Committee, Sub-committee, AGM, Extraordinary, SGM.**

**General notes for ALL meetings:**

Time is precious. Thus, ALL meetings have to be purposeful and attendees prepared.

Regular meetings are held in order to maintain momentum, however if circumstances dictate, then the Chairman has to initiate additional meetings. A committee member who absents himself/herself from three (3) or more consecutive meetings without leave, shall cease to be a member of the committee. (Refer 5 iii e above)

There are only 4 purposes:

- 1. To create and fuse a team**
- 2. To impart information**
- 3. To brainstorm ideas (and make decisions)**
- 4. To collect information (and make decisions)**

Therefore: Determine **objective, agenda and start on time.**

## Schedule of meetings

<b>Director's Meetings:</b>	Quarterly
<b>EXCO</b>	Monthly
<b>BRAMCO</b>	Monthly
<b>AGM</b>	Annually
<b>All other meetings</b>	As required.

## 7. AGM

7 (a) The AGM of the SPARC shall be held between 28 February and 30 April each year unless circumstances necessitate a later date; such later date to be determined by the Board of Directors. (2 months after end of financial year, 28 February)

7 (a) i Not less than fourteen (14) days written notice shall be given to members of good standing, stating the date, time and venue of such meeting.

7 (a) ii Business to be transacted at the AGM shall be:

- (1) Reading of notice convening the meeting.
- (2) Reading and confirming the minutes of the previous AGM.
- (3) Annual report of the Chairperson.
- (4) Financial report by the Treasurer
- (5) Election of EXCO committee members as provided for under clause 5 ii (a).
- (6) Appointment of auditor.
- (7) Any other business motions and resolutions submitted as in 7 (a) iii.

7 (a) iii Notice of any motion/resolution to be proposed at the AGM shall be lodged with the Secretary not later than thirty (30) days before the date of the meeting or by such date as approved by the committee, and a copy of such proposal shall be communicated to members at least ten (10) days before the AGM.

***The AGM venue will alternate between branches.***

Chairmen of branches to bring proxies of members who cannot attend

Branches may nominate members for EXCO

Members who cannot attend the AGM may submit written proxies, nominating a member to represent and vote for them at the AGM.

## **8. SPECIAL GENERAL MEETING**

8 (a) i An SGM may be requested by at least twenty percent (20%) of paid-up members, such written petition stating the objective or purpose of the requested meeting and shall be convened by the committee within fourteen (14) days of receipt of such request.

8 (a) ii The chairperson shall be empowered to convene an SGM.

8 (a) iii At least seven (7) days written notice shall be given of any SGM.

## **9. NOTICE OF MEETINGS**

9 (a) (i) The omission of the name/s or any member/s from the posting list of notices of any meeting of the organization shall not in any way invalidate such meeting.

9 (a) (ii) The committee shall be empowered to advertise any meeting in the local press, electronically and on SPARC's electronic products if deemed advisable to do so.

## **10. QUORUM FOR MEETINGS**

10 (a) **AGM, SGM and extraordinary general meetings:**

10 (a) (i) Ten (10) members, excluding the committee members. Should there be no quorum the meeting will be resolved into an adjourned meeting, see clause 1(h)(i).

10 (a) (ii) A quorum should be maintained throughout the meeting and it shall be the duty of the secretary, during the meeting, to draw to the attention of the chairperson to the fact that there is no longer a quorum, should this occur.

10 (a) (iii) Committee meetings: Four (4) members of the committee shall constitute a quorum and shall consist of the following: Chairperson or vice-chairperson Secretary or Treasurer plus a number of other committee members to bring the total up to four (4).

## **11 VOTING POWER**

11 (a) Only members in good standing shall be entitled and qualified to propose or second a candidate for election to the committee, the proposition of motions/resolutions, the discussion thereof, and voting thereon.

11 (b) In the event of an equality of votes, refer to the procedure as provided for under Clause 12 (a).

## **12. DUTIES AND POWERS OF THE CHAIRPERSON**

12 (a) The chairperson shall be a deliberative as well as a casting vote at all meetings of SPARC.

12 (b) Save as otherwise determined for committee meetings, in the event of the chairperson and vice-chairperson being absent at any meeting, the members present shall select, appoint or elect a chairperson from the members present for the purpose of that meeting.

12 (c) If for any reason the chairperson may feel that his/her personal interests may be involved and/ or conflict with his/her duties as chairperson in discussion of a specific matter at any meeting, he/she shall have the right to withdraw from active participation and voting on the matter under discussion.

12 (d) The chairperson shall have the right to convene special and extraordinary general meetings as well as special committee meetings as the need to do so may arise.

12 (e) All business shall be transacted through the Chairperson.

## **13 FINANCE**

13 (a) The Board of Directors (The Board) shall administer such funds as may be obtained from membership fees, donations, gifts or any other source.

13 (b) The Board shall have the right to open and conduct accounts with banking or other deposit receiving institutions and approve disbursements.

13 (c) Disbursements in line with SPARC Budget shall be made only after invoices/cash slips have been approved by the EXCO and submitted to The Board for a final decision.

13 (d) The treasurer shall be allowed to have on hand a petty cash float in the amount as may be determined by The Board from time to time and shall submit a financial overview and expenditure report to the EXCO at its regular meetings. An annual Budget for the SPARC shall be submitted to EXCO for approval by The Board at the AGM. The purpose, amongst others, is to determine membership fees, special projects and manage operational costs on an ongoing basis.

13 (e) All withdrawal documentation shall be signed by any two (2) of the following three (3) officers: Chairperson / Vice-chairperson / Treasurer.

13 (f) The Treasurer shall submit an audited statement of income and expenditure and a general report on the financial position of the SPARC at the AGM.

13 (g) The financial year of the SPARC shall be from 1 March to the last day of February in the following year.

13 (h) All membership fees will be deposited in one bank (The Board) account. EXCO will allocate to each Branch an amount as provided for in a budget submitted by BRAMCO to The Board. The Board will make payments on written advice from BRAMCO, (with relevant invoices) and their "account" will be debited accordingly.

13 (i) The management and Admin System, supported by OUTA and known as the CAN (Community Action Network) shall be applied to manage membership and financial issues as well as members' communications. At a cost of 10% of all SPARC income. This will include access to ancillary services and support as set out in the rules provided.

13 (j) Membership fees will be Ratepayers (Owners of property – Residential/Business/Agri) @ R50pm. Tenants/Residents @ R25pm.

#### **14. AMENDMENTS TO CONSTITUTION AND BY-LAWS**

14 (a) This constitution shall take effect from the date and hour of its ratification, at a Board of Director's meeting set aside for that purpose.

14 (b) This constitution may be amended at an AGM or any SGM convened for that purpose, not less than fourteen (14) days written notice having been given to all members, stating the purpose, time and venue of such meeting.

14 (c) No amendment shall be effective save by a two-thirds (2/3) majority vote of the members present and voting.

14 (d) No amendment shall be submitted, put to the vote and adopted unless all provisions as provided for under the various terms of the constitution are strictly adhered to.

14 (e) By-laws may be amended by a single majority vote at the AGM, SGM or general meeting of SPARC, provided all the provisions are adhered to and fourteen (14) days' notice has been given.

14 (f) Notice of any motion to be proposed at the AGM shall be lodged with the Secretary at least thirty (30) days before the date of the meeting or by such date as may be approved by the full Board and a copy of such proposal be communicated to all members at least ten (10) days before the AGM.

## **15 AFFILIATION**

15 (a) The SPARC may affiliate itself to any such body as may constitute an umbrella organisation for all neighbouring associations or organisations as The Board may approve from time to time.

15 (b) The terms of affiliation shall be incorporated in the by-laws in accordance with provisions laid down in/under clause 15.

15 (c) Should any affiliation fees be payable, the terms shall be agreed upon by two-thirds (2/3) of The Board.

## **16 DISSOLUTION, WINDING UP OR LIQUIDATION OF SPARC**

16 (a) Members of the organisation may by a two-thirds (2/3) majority vote at an extraordinary meeting to dissolve the organisation. Any funds that remain after dissolution shall be distributed amongst or donated to non-profit making bodies as decided by the members present at the dissolution.

## **17 LIABILITY OF MEMBERS**

17 (a) The liability of members to creditors or any other institution or person/s shall not be more than his/her membership fees unpaid and due for any one year at that point in time.

## **18 LODGING OF CONSTITUTION**

18. (a) A copy of the constitution shall be lodged with/at the organisation's bankers and this constitution shall be deemed the standard, master or original and only binding constitution of the SPARC. All properly proposed and duly approved amendments to the constitution and by-laws shall be similarly lodged.

## 19 PROCEDURE AT MEETINGS

19 (a) Unless otherwise delineated in the text of the constitution or by-laws, and if ever any doubt should arise as to rights and responsibilities of any officer or member of the organisation and the proper procedure at meetings, there shall be references in: "Procedure Meetings" by P.J. van Zyl Hattingh and J. Van Wyk de Vries (Perskor) 1984

We could consider a more modern version of *The Rules of Management* by Richard Templar 2015 which is also available in electronic format.

## 20. DIRECTORS

Refer para 5a on Page 8

In terms of the Companies Act 71 of 2008 which regulates the duties of Directors within a NPC as per the attached terms hereunder starting with **Rule 5 till Paragraph 2.1, 2.2, 2.3** which sets out the: Composition, Authority and Indemnification of the Board in detail.

In layman's terms it can be summarised as follows:

1. Appointing and evaluating the CEO or Chairman.
2. Creating the company's vision.
3. Defining strategies.
4. Allocating and protecting resources.
5. Ensuring legal compliance.
6. Overseeing finances.
7. Making financial decisions.
8. Managing board/EXCO members.
9. Improving public opinion.
10. Investing in company programs.
11. Setting company goals.
12. Establishing governance rules.

### NOTE:

Whatever and if any contradictions within this Constitution may become evident if and whenever, the rule of the applicable **Companies Act 71 of 2008** will apply.



## **21 : EXTRACT REGARDING Act 71 : NPC's REGULATIONS.**

### **Rule 5:**

1. If a non-profit company has members, the Memorandum of Incorporation must – (a) set out the basis on which the members choose the directors of the company; and (b) if any directors are to be elected by the voting members, provide for the election each year of at least one-third of those elected directors.
2. If a non-profit company has no members, the Memorandum of Incorporation must set out the basis on which directors are to be appointed by its board, or other persons.
3. A non-profit company must not provide a loan to, secure a debt or obligation of, or otherwise provide direct or indirect financial assistance to, a director of the company or of a related or inter-related company, or to a person related to any such director.
4. Sub-item (3) does not prohibit a transaction if it – (a) is in the ordinary course of the company's business and of fair value; (b) constitutes an accountable advance to meet – (i) legal expenses in relation to a matter concerning the company; (ii) anticipated expenses to be incurred by the person on behalf of the company; (c) is to defray the person's expenses for removal at the company's request; or (d) is in terms of an employee benefit scheme generally available to all employees or a specific class of employees.

### **21.1 Composition of the Board of Directors**

The Board of Directors of the Company comprises at least the number of directors, and alternate directors shown on the cover sheet, each of whom-

- (a) Is to be appointed in the manner set out on the cover sheet; and
- (b) Serves for an indefinite term until substituted by the person or entity that appointed the director.

### **21.2 Authority of the Board of Directors**

**(1) This memorandum of incorporation does not limit or restrict the authority of the Company's Board of Director's to –**

- (a) manage and direct the business and affairs of the Company, as set out in section 66(1);
- (b) consider a matter other than at a meeting, as set out in section 74;
- (c) conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3);

- (d) determine the manner and form providing notice of its meetings, as set out in section 73(4);
- (e) proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5);
- (f) appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1), or to include in any such committee persons who are not directors, as set out in section 73 (2) (a).

**(2) The right of the Company's directors to requisition a meeting of the Board**, as set out in section 73(1), may be exercised by at least 25% of the directors, if the board has 12 or more members, or by 2 (two) directors, if in any other case, as provided in that section.

**(3) The quorum requirement for a director's meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting**, are as set out in section 73 (5).

**(4) This Memorandum of Incorporation does not limit or restrict the authority of any committee appointed by the Company's Board of Directors**, as set out in section 72(2).

### 21.3 Indemnification of Directors

This Memorandum of Incorporation does not limit, restrict or extend the authority of the Company's Board of Directors to –

- (a) advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78(4);
- (b) indemnify a director in respect of liability, as set out in section 78 (5);
- (c) purchase insurance to protect the Company, or a director, as set out in section 78(7).

**SIGNED this.....day of October 2023 at SWELLENDAM by the 4 Founding Directors.**

\_\_\_\_\_  
H.D SMIT

\_\_\_\_\_  
RITA VAN VOLLENSTEE

\_\_\_\_\_  
JILL REINECKE

\_\_\_\_\_  
TAMARA ELIZABETH VICTOR

# SPARC ORGANOGRAM

<b>NON PROFIT COMPANY</b> <b>Board of Directors</b>
<b>Key Performance Areas</b> The Board collectively decides how the company can operate and supervises its current activities, makes decisions and defines strategy while ensuring legal compliance, finances and governance rules. Ensures that Organisation has the required skills base in terms of experience, professionalism and diversity.

**APPLICABLE ACTS**  
 Companies Act 71 of 2008  
 Public Benefit Organisation Act (old)  
 Income Tax Act, No 58 of 1962

<b>OPERATING ORGANISATION</b> <b>Executive Committee</b>
<b>Key Performance Areas</b> Appointed Office Bearers responsible for day to day management of Organisation's activities. Research, data collection, budgetary control and admin amongst other.

**APPLICABLE ACTS**  
 Municipal Management Act  
 Municipal Finance Mng. Act

<b>BRANCH MANAGEMENT COMMITTEES (SMA)</b> <b>Barrydale / Suurbraak / Railton / Swellendam /                  Malgas / Stormsvlei</b>
<b>Key Performance Areas</b> Establish branches in identified areas which focus on specific areas or groups within the greater community..

<b>MEMBERS WITHIN SWELLENDAM MUN. AREA</b> <b>Ratepayers / Residents / Business / Agri                  (Per Branch)</b>
<b>Key Performance Areas</b> Members from all sectors within branches are main clients regarding Municipal service delivery, inputs on GDP, tariffs and basic services,.(ie. Water,,electricity,,roads and all infrastructure.)

<b>AFFILIATIONS</b> <b>OUTA / SAKELIGA / Garden Route Route RPA Alliance                  Group 22</b>
<b>Key Performance Areas</b> Professional affiliations with established organisations pursuing a common goal at ground level.