

# **CONSTITUTION OF THE**

## **FALSE BAY TOURISM AND BUSINESS ASSOCIATION**

P.O. Box 302, MUIZENBERG 7950

(incorporating the False Bay Business and Publicity Association and the Muizenberg Business Association)

### **1. TITLE**

The name of the Association shall be -

**FALSE BAY TOURISM AND BUSINESS ASSOCIATION**

(hereinafter referred to as the "Association").

### **2. LEGAL POSITION OF THE ASSOCIATION**

2.1 The Association is not formed for the purpose of carrying on any business or enterprise that has for its object the acquisition of gain by the members of the Association in their capacities as such.

2.2 The Association is a body corporate under the common law of South Africa, having perpetual succession and legal personality distinct from its members. The Association may sue or be sued in its own name in any Court of Law. The liability of each member shall be limited to his/her subscription and to any other liability incurred by him/her with the Association.

2.3 Save where the contrary is clearly apparent from the context, wherever the words "the Area" appear in this Constitution, they shall be construed as a reference to Ward S18.

### **3. OBJECTS**

The objects of the Association shall be -

3.1 To monitor, encourage, foster and promote development and tourism in the Area so as to create circumstances favourable to the general growth and well-being of the Area;

3.2 To publicise the Area and its potential for tourism, investment and development as widely and as effectively as possible;

3.3 To seek the removal of factors which impede the growth and general well-being of the Area;

3.4 To encourage the fullest utilisation of all local resources,

3.5 To conduct investigations and compile information which is likely to assist in the promotion of development in the Area;

- 3.6 To act as the overall voice of business and tourism in the Area;
- 3.7 To evaluate the needs of tourism and of the local business community,
- 3.8 To mobilise the opinion of business and tourism on local issues and to act as a facilitator;
- 3.9 To disseminate information useful to the business fraternity, thereby allowing for the creation of opportunities to improve business skills and development.
- 3.10 To liaise and co-operate with other business, tourism and publicity organisations on matters of common interest.

#### **4. MEMBERSHIP**

Membership of the Association shall consist of the following -

- Ordinary Members
- Ex Officio Members
- Such other categories of members, including Honorary Life Members, which the Committee may in its discretion from time to time determine

#### **5. CLASSIFICATION OF MEMBERS**

5.1 "Ordinary Member" means

- (i) any individual over the age of 18 years who is engaged in or carries on business or tourist-related activities within the Area, or who, in the opinion of the Committee, has any such interests within the Area;
- (ii) any company, close corporation or other form of enterprise which is engaged in or carries on business or tourist-related activities within the Area or which, in the opinion of the Committee, has any such interests within the Area,
- (iii) an environmental or conservation organisation operating within the Area.

5.2 "Ex Officio Committee Member" means the Councillor for Ward S18 and any other Councillor or representative from a local, business or tourism authority who, or which, may be so designated by the Committee from time to time, by virtue of his/her/its capacity as such.

#### **6. ORDINARY MEMBERSHIP**

- 6.1 An application for ordinary membership shall be made to the Secretary of the Association in writing on a prescribed form.
- 6.2 Such application shall be submitted to the Committee for approval or rejection.

## **7. MEMBERSHIP FEES**

Ordinary Members shall pay an entrance fee and/or annual subscription fees, the amounts of which shall be determined and reviewed by the Committee from time to time, and ratified at a General Meeting.

## **8. DEFAULT**

- 8.1 Any member who shall fail to discharge any liability due to the Association within fourteen days after final written demand sent to his/her last known address by registered post, shall ipso facto cease

to be a member, the Association, however, reserving its rights to proceed against such member for recovery of such sums as may then be owing.

- 8.2 No member shall be eligible for election to the Committee or be entitled to take part in or vote at any meeting or propose or second any resolution or propose or second any candidate for membership whilst in arrear with his/her subscription or any other liability to the Association.

## **9. SUSPENSION AND EXPULSION**

- 9.1 Any member who shall wilfully break or disregard any of the Rules of the Association, or who shall refuse or neglect to conform to any resolution duly passed by the Committee or who shall be found to have been guilty of conduct (whether in or out of the Association's premises) unbecoming a member or conduct which, in the opinion of the Committee, is injurious to the good name, character and interests of the Association, may either be suspended by the Committee for such period as it may determine, or for an indefinite period, or may be expelled from the Association.

- 9.2 Written notice of an intention to consider suspension or expulsion of a member shall be sent by the Secretary, in advance, to the member concerned.

- 9.3 Any member suspended or expelled in terms of 9.1 above shall have a right of appeal to the general body of members at an Annual General Meeting or at a Special General Meeting. Any Notice of Appeal shall be submitted to the Secretary at least 14 days before the General Meeting concerned.

## **10. SUBMISSION TO THE RULES OF THE ASSOCIATION**

- 10.1 The signed application for membership shall be a distinct acknowledgment on the part of any person that he or she is bound by the Rules and Regulations of the Association and all Bye-Laws that have been or may hereafter be made, and that he or she accepts the ruling of the Committee in all cases and no person shall be absolved from the effect of these Rules on the plea of not having received a copy of them or any of them.

5. *Ratification of Clause 8.2.1 to now read "Individuals not representing an Association, Organisation, Business or Establishment, who are elected on to the committee for their expertise are exempt from paying an Annual Subscription, while serving on the committee".*

10.2 Any paid-up member of the Association shall be entitled to a copy of this Constitution on request.

## 11. VOTING

Ordinary and Honorary Life Members shall be competent to vote on any occasion. Proxies shall be allowed from any paid up member in good standing to reach the Secretary within 48 hours of the said meeting.

## 12. RESIGNATION OF MEMBERSHIP

Any member intending to resign his/her membership of the Association, shall notify such intention by letter to the Secretary prior to the date upon which his/her next subscription becomes due, otherwise he/she shall be liable for payment of his/her subscription for the balance of the current year. Any member may be reinstated by the Committee at its discretion, and on such conditions as it may deem fit. Any refund of subscriptions shall be at the discretion of the Committee.

## 13. EXECUTIVE COMMITTEE

13.1 The affairs of the Association shall be managed by an Executive Committee (herein referred to as "the Committee"), consisting of the Chairperson (alternatively two Co-Chairpersons), up to two Vice Chairpersons, a Secretary, a Treasurer (the "Office Bearers") and up to eight (8) additional members (excluding Ex Officio Committee members) elected and/or co-opted as set out herein.

13.2 Save where the context clearly indicates otherwise, any reference to the "Chairperson" in this Constitution shall, in the event of there being two Co-Chairpersons, be construed as a reference to the "Co-Chairpersons".

13.3 Save where the context clearly indicates otherwise, any reference to the "Vice Chairperson" in this Constitution shall, in the event of there being two of them, be construed as a reference to the "Vice Chairmen".

13.4 Wherever possible, in the election and appointment of Committee members every effort shall be made to have at least one representative from each of the following areas :  
Muizenberg, Lakeside, Marina Da Gama, St James and Kalk Bay.

## 14. DUTIES OF OFFICE-BEARERS

The Office Bearers and Officers of the Association shall perform such functions as customarily

attach to their respective portfolios and such other functions as may be delegated to them by the Committee from time to time. Without derogating from the generality of the foregoing, the following Office Bearers shall, more specifically, have the following duties :

14.1 **The Chairperson:**

shall open, control and adjourn all meetings of the Association, and shall generally promote the affairs of the Association.

14.2 **The Vice Chairperson:**

shall assist the Chairperson in carrying out his/her duties, and shall act for him/her in his/her absence.

14.3 **The Secretary:**

shall carry out all secretarial duties necessary for the efficient running of the Association, shall record the minutes of all meetings and ensure that the procedures prescribed by this Constitution and in terms of any Resolutions and Bye-Laws of the Association are duly followed.

14.4 **The Treasurer:**

shall be responsible for the handling of the Association's funds, shall record all receipts and expenses and prepare and preserve monthly Income and Expenditure Accounts, shall ensure the collection of all subscriptions and other monies due to the Association and shall arranged for an audited Income and Expenditure Account and Balance Sheet or presentation at each Annual General Meeting.

**15. OFFICE BEARERS ELIGIBLE FOR RE-ELECTION**

15.1 At every Annual General Meeting, the Chairperson and Vice Chairperson, Secretary and Treasurer, shall retire from office, but shall be eligible for re-election, subject to 15.2 below.

15.2 No Office Bearer shall hold the same Office for an unbroken period of more than three years, provided that should there be no other nominations for the Office concerned in terms of clause 16.1 hereunder (in the case of a Chairperson or Vice Chairperson) or otherwise (in the case of a Secretary or Treasurer), the Committee may put forward for re-election the name of an incumbent Office Bearer for re-election to the same Office, notwithstanding the fact that he/she has already served in such capacity for three years without interval.

**16. CHAIRPERSON AND VICE CHAIRPERSON**

16.1 No one, unless he/she be a retiring Chairperson or Vice Chairperson, elected at a General Meeting, may be elected as Chairperson or Vice Chairperson, unless he/she is an Ordinary or Honorary Life Member who has been nominated in writing by two members of the Association (who shall be Ordinary, Honorary Life Members) and shall have accepted such nomination in writing. No member whose subscription for the current year is unpaid shall be eligible for election as a candidate or be entitled to propose or second a candidate. All

nominations shall be delivered to the Secretary not less than 8 (eight) days before the Annual General Meeting. If the number of members nominated does not exceed the number to be elected, the members so nominated shall be declared elected by the Chairperson at the Annual General Meeting. If the number of nominations exceeds the number to be elected, the elections shall be by means of ballot papers which shall be handed to every member who is entitled to receive the same at the Annual General Meeting. Any ballot paper on which the voter has not cast votes for as many candidates as there are vacancies will be invalid. Scrutineers shall be appointed at the Annual General Meeting by open nomination and shall declare the result of the election as soon as possible during the meeting.

- 16 .2 The members in General meeting may, at the instance of the Committee, appoint a second Vice Chairperson. Alternatively, the members in General meeting may, at the instance of the Committee, appoint two (2) persons as "Co-Chairpersons", instead of one (1) Chairperson, and one (1) person as Vice Chairperson.

## **17. CHAIRPERSON AND VICE CHAIRPERSON OF COMMITTEE**

The Chairperson and Vice Chairperson of the Association shall ipso facto be the Chairperson and Vice Chairperson respectively of the Committee for their term of office. Should the Chairperson and Vice Chairperson not be present at any meeting of the Committee, the members present shall elect a Chairperson of the meeting.

## **18. VACANCIES ON THE COMMITTEE**

- 18 .1 In the absence of the Chairperson, or in the event of the Chairperson ceasing to act for any cause, the committee shall appoint a Vice Chairperson as Acting Chairperson. In the event of a Vice Chairperson becoming the Acting Chairperson or ceasing to act for any cause, the Committee may from its members, elect an Acting Vice Chairperson. The member so elected shall hold office on the same terms as the member whose place he/she takes.

- 18.2 Should there at any time be two Co-Chairpersons and should one of them for any reason cease to act as such, the Committee may fill the vacancy by electing an Acting Co-Chairperson from amongst its members. If such a vacancy is filled, the member so elected shall hold office on the same terms as the member whose place he/she takes.

## **19. COMMITTEE MEMBERS ABSENT WITHOUT LEAVE**

No member of the Committee shall absent himself/herself from more than two consecutive ordinary meetings of the Committee without leave of absence; provided that the Committee may grant him/her leave of absence.

## **20. COMMITTEE MEETINGS : REGULATION OF**

The Committee may meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit, and until otherwise determined by a general meeting of

members, 50% plus one of the total membership of the Committee shall be a quorum.

## **21. COMMITTEE MEETINGS : CONVENING**

The Committee shall meet regularly and at least once every four weeks. The Secretary on the instructions of the Chairperson or on a written request of at least 50% of the members of the Committee shall convene a Committee meeting.

## **22. VOTING AT COMMITTEE MEETINGS**

Questions arising at any meeting of the Committee, except where a ballot is called for by the Chairperson, shall be decided upon by a majority of votes on show of hands, and in the case of equality of votes, the Chairperson shall have a casting vote in addition to his/her deliberative vote.

## **23. MINUTES OF MEETING**

The Committee shall cause minutes of the appointment of Officers, and the names of the Committee present at each meeting with the resolutions and proceedings of General Meetings of Members, to be duly entered in the books provided for the purpose. Any such Minutes or extract therefrom, signed by the Chairperson and the Secretary, shall be received as prima facie evidence of the matter stated in such minutes or extract.

## **24. POWERS OF COMMITTEE**

The Committee shall have full power and authority to do any act, matter or thing which could or might be done by the Association excepting such matters as are in these rules specially reserved to be dealt with at a General Meeting of members; and in addition to the general powers and authorities hereby conferred on the Committee and without in any way limiting such powers and authorities, the Committee shall have the following special powers-

### **24.1 Acquisition of Property**

to acquire for the Association any movable or immovable property, calculated to benefit the Association, provided that no immovable property shall be acquired without the prior consent of members in General Meeting;

### **24.2 Fulfillment of Contract**

to enter into leases on behalf of the Association whether as Lessor or Lessee, and further to sell, alienate or deal with the movable property or assets of the Association as it shall deem expedient in the interest of the Association;

### **24.3 Disposition of Property**

to dispose of and to deal with in any manner whatsoever, real rights of any kind, and to borrow against the security of the Association's property, whether by mortgage, pledge, cession or otherwise, such sums of money as may be required by the Association for any purpose whatsoever;

#### **24.4 Appointment of Agents, Servants, etc.**

to appoint such attorneys, agents, officers, clerks and servants for permanent, temporary or special services, as it may think expedient, and to determine their duties and to fix, vary and pay their salaries or emoluments (if any) and to require security in such instances and to such amounts as it thinks fit, and to suspend or discharge any such persons at its discretion;

#### **24.5 Information Bureaux/Centres**

to operate any information/publicity bureau(x)/centre(s) in order to give effect to any of the objects of the Association within the parameters of any legislation or regulations which may from time to time be prescribed.

#### **24.6 Legal proceedings**

to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association, and also to compound and allow time for payment of satisfaction of any debts due, and of any claims or demands by or against the Association;

#### **24.7 Arbitration**

to refer any claim or demand by or against the Association to arbitration, in terms of the Arbitration Act;

#### **24.8 Receipts, Discharges, etc.**

to make and give receipts, releases and other discharges, for monies payable to the Association and for the claims and demands of the Association and except where otherwise provided for in these Rules, such receipts shall be signed by the Treasurer, or some person lawfully acting in the place of such Treasurer;

#### **24.9 Banking Account**

all monies of the Association shall be paid into such Bank(s) as the Committee may decide upon, and shall be drawn there from by cheques signed by the Chairperson or such member or members of the Committee as the latter may from time to time decide as well as by the Treasurer. All payments by the Association shall be made by cheque, signed as aforesaid, save for petty cash payments to a maximum of R100.00 which may be made in cash;



#### **24.10 Bye-Laws/Rules of Procedure**

to make, vary and repeal bye-laws for the regulation of the affairs and procedures of the Association, its officers and servants, or the members of any class of the Association, provided that such bye-laws do not conflict with the Rules of the Association. Immediately after any bye-law is made, varied or repealed, notice to that effect shall be given to members;

#### **24.11 Investment of Money**

to invest and deal with any monies of the Association not immediately required for the purposes of the Association upon such securities and on such terms as it may think fit, and from time to time to vary or realise, such investments;

#### **24.12 Use and Management of Association's Property**

to grant permission for the use the Association's property, or to enter the grounds or buildings used or controlled by the Association, upon such terms as it may think fit, or to refuse consent at its discretion;

#### **24.13 Appointment of Sub-Committees/Ad Hoc Committees**

to appoint from amongst its own number and from the general body of members such sub-/ad hoc committees as it may from time to time consider necessary provided that the Chairperson of any such sub-/ad hoc committee shall be a member of the Committee, and provided further that there shall at all times be at least two permanent sub-committees, one for Business and one for Tourism/Publicity.

#### **24.14 Delegation of Powers to Sub-Committee/Ad Hoc Committee**

to delegate to any Sub-Committee or Ad Hoc Committee all or any of the powers as may be conferred on it at the time of its appointment, or thereafter, by the Committee of the Association,

#### **24.15 Co-option of Members**

to co-opt new members to replace members ceasing to be members of the Committee in terms of this Constitution, and to co-opt additional members with particular skills to its number for such periods or purposes as it may determine;

24.16 to collaborate with other organisations on matters which are likely to further the objects set out above;

24.17 to appoint such personnel and to establish such machinery as might be necessary for the furtherance of the above objects;

- 24.18 to confer with State, Provincial, Local and other authorities, and in particular the Southern Local Authority, on matters concerning business, tourism and the general well-being of the Area;
- 24.19 to appoint any person qualified in terms of 5 .2 above as an Ex Officio member of the Committee;
- 24.20 to borrow or raise and give security for money in such manner as the Association shall think fit and in particular by means of subscriptions, bonds, mortgage bonds, debenture stock, charged upon the whole or any part of the property, assets and revenue of the Association both present and future, promissory notes, bills of exchange and to give and grant to the subscribers, mortgagors, debenture holders and others, all such rights, benefits and privileges as the Association may deem fit;
- 24.21 to buy, sell and deal in all kinds of apparatus, and all provisions, liquid and solid, required by persons frequenting any premises belonging to the Association;
- 24.22 to let or hire grounds, premises and building or any portion thereof for any purpose whatsoever;
- 24.23 to construct, inaugurate or promote affiliated bodies and to grant to such affiliated bodies any benefits or privileges which may be requisite or necessary, and to enter into arrangements or contracts with any persons or body, for the promotion of the objects of the Association;
- 24.24 to invest funds of the Association in interest-bearing securities as specified in clause 24.20 supra,
- 24.25 to collect and to accept subscriptions, donations, bequests, endowments and benefits of any nature for the Association from any persons or body and from any source whatsoever;
- 24.26 to assist in the provision of business, tourist-related, cultural and social activities for members by making its buildings and/or grounds and other facilities which may be available to organised bodies within the Area or elsewhere at the discretion of the Committee at a fee or otherwise with the consent of the Committee;
- 24.27 to charge for admission to grounds, premises and buildings or any portion thereof;
- 24.28 to design, register and issue any badges, emblems or uniforms;
- 24.29 to do all such things as are conducive to the attainment of the above objects and

generally without limitation by reason of any of the foregoing objects to take all such steps as may, in the opinion of the Committee, further the interest, welfare and development of the Area.

## **25. ANNUAL GENERAL MEETING**

A General Meeting of the members shall be held within the Area once in every calendar year during the first quarter of the year. 14 days notice of such meeting shall be given to members. The business to be transacted at the Annual General Meeting shall be -

- 25.1 To confirm the Minutes of the previous General Meeting;
- 25.2 To receive and consider the report on the affairs of the Association and Statement of Accounts as at 30 December of each year, which day shall be the end of the Association's financial year;
- 25.3 To elect a Chairperson, Vice Chairperson, Treasurer, Secretary and up to eight (8) other members to serve on the Committee and such patrons as may be deemed desirable from members of the Association or others for the ensuing year,
- 25.4 To elect the Association's Auditor or Auditors and to fix their remuneration (if any);
- 25.5 To elect the additional Trustees;
- 25.6 To elect an Honorary Life Member or Members, if any proposed by the Committee;
- 25.7 To consider any resolutions concerning the affairs of the Association, of which due notice has been given and any business concerning the affairs of the Association, which is brought under consideration by the Committee.

## **26. NOTICE OF ANNUAL GENERAL MEETING**

A notice of the day, hour and venue of the Annual General Meeting shall be sent by post and local press to each member. The accidental omission to send such notice to any member or a delay in doing so, shall not invalidate the meeting. Notice of any resolution to be proposed at the Annual General Meeting, other than ordinary business, must be lodged with the Secretary at least seven (7) days before the date fixed for such Meeting.

## **27. SPECIAL GENERAL MEETING**

The Committee may at any time call a Special General Meeting of members by giving not less than seven days notice, specifying for what object the meeting is called. The Committee shall in like manner, call a Special General Meeting upon receipt of a requisition signed by 20 members of the Association specifying the object for which such meeting is to be called. Subject to the powers of the Committee hereafter stated, no business other than that specified shall be transacted at such meeting, but any resolution

strictly relating to such business may be submitted to such meeting.

## **28. BUSINESS**

The Committee may, however, at any meeting of members bring forward any business which it considers urgently requires decision or action by members.

## **29. QUORUM AT GENERAL MEETING**

A quorum for an Annual General Meeting or a Special General Meeting called by the Committee shall be 15 (fifteen) members, provided that if no quorum be present, within fifteen minutes after the time fixed for the meeting, the meeting shall in the case of an Annual General Meeting or Special General Meeting called by the Committee, be postponed to the same day and hour in the following week and at such adjourned meeting the members present shall be deemed to be a quorum for the transaction of all business of the meeting. In the case of a Special General Meeting, called by requisition of members, if no quorum be present, it shall be definitely dissolved.

## **30. HONORARY LIFE MEMBERS : ELECTION OF**

At any Annual General Meeting, or at a Special General Meeting of the Association called for that purpose, the Committee may propose an Honorary Life Member or Members of the Association, to be elected by the majority of the members present at such meeting, and such Honorary Life Member or Members shall be subject to the Rules of the Association and shall be entitled to the privileges of membership of the Association but shall pay no subscription.

## **31. CHAIRPERSON**

The Chair, at all meetings of the Association and of the Committee, shall be taken by the Chairperson of the Association, or in his/her absence by the Vice Chairperson, or failing him/her, by one of the members of the Committee so elected.

## **32. ADJOURNMENT OF MEETINGS**

The Chairperson of the meeting may, with the consent of the meeting, adjourn the same from place to place and from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **33. VOTING AT GENERAL MEETINGS**

Every question submitted to a meeting shall be decided by a show of hands, except where the Chairperson thereof calls for a ballot. The Chairperson shall have a second or casting vote in the case of equality.

## **34. TRUSTEES**

- 34.1 The immovable property of the Association shall be vested in the Trustees for the time being. The Chairperson of the Association during his/her period of office or in his/her absence, the Vice Chairperson, together with such other persons as may be decided upon by resolution of the Association shall be the Trustees for the time being of the Association.
- 34.2 The Committee shall determine, prior to each Annual General Meeting, how many additional Trustees there shall be in terms of 34.1 above.

## **35. POWER OF TRUSTEES**

The Trustees shall stand possessed of the property of the Association and shall apply and dispose of the same for the benefit of the Association, in such manner as the Committee shall, in conformity with the Rules, direct. The Association's funds and assets shall be devoted solely to the objects of the Association and no member shall be entitled to any portion of the funds or assets thereof.

## **36. AMALGAMATION AND DISSOLUTION**

- 36.1 The Association may enter into partnership or amalgamate with any entity or association with the same or similar objects, or the movable property of the Association may be sold and the Association wound up, or reconstituted, by the resolution of a majority of not less than two-thirds of the votes of the members present in person at a Special General Meeting; provided, however, that not less than 30 (thirty) days special notice of the meeting to consider such question of partnership, amalgamation, winding-up or reconstruction shall be given and that such notice clearly set forth the objects of the meeting and provided further that no less than 20% (twenty percent) of members eligible to vote shall be present at any such meeting. If at any meeting properly called, as aforesaid, the requisite number of members shall fail to attend, then the meeting shall stand adjourned to the same time and place in the next following week, and special notice of the adjourned meeting shall be given by the Secretary and at such adjourned meeting any member or members present shall be deemed to be a quorum and shall have full power to act.
- 36.2 If upon dissolution of the Association, there remain any assets whatsoever after the satisfaction of all its debts, liabilities and obligations, such assets shall not be paid to or distributed among its members, but shall be given to a similar public organisation operating in the Area.

## **37. ALTERATION OF RULES**

These Rules or any other Rules that the Association may adopt may be added to, varied, altered or amended or modified by resolution of a majority of two-thirds of the votes of the members present in person at an Annual General Meeting or Special General Meeting.

## **38. TRANSITIONAL PROVISIONS**

- 38.1 In this clause 38 a reference to the "Organisations" shall be construed as a reference to the False Bay Business and Publicity Association and the Muizenberg Business Association.
- 38.2 When this Constitution takes effect all rights and duties which attached to any of the Organisations shall immediately attach to the Association.
- 38.3 Any bye-laws or resolutions of the Organisations in force when this Constitution takes effect shall, to the extent to which they are consistent with this Constitution, continue in force until amended or revoked as the case may be.
- 38.4 Any person who is an ordinary or honorary life member of any of the Organisations when this Constitution takes effect shall be deemed to be an ordinary or honorary life member of the Association, as the case may be, and any subscriptions or monies owing to any of the Organisations by such member shall be deemed to be owing to the Association.
- 38.5 A reference to a retiring Chairperson or Vice Chairperson shall, for the purposes of sub-clause 16.1 above, be construed as including a reference to a retiring Chairman/person or Vice Chairman/person of any of the Organisations.
- 38.6 The time period referred to in sub-clause 15.2 shall be deemed to commence on the date upon which this Constitution takes effect.
- 38.7 A reference to "the Committee" shall, for the purposes of sub-clauses 16.2 and 34.2 above, be construed as including a reference to the Executive Committees of the Organisations.
- 38.8 The constitutions of the Organisations shall continue in force until this Constitution has been duly adopted by both Organisations in terms of the procedures laid down in the constitutions of such Organisations - and unless and until this Constitution has been duly adopted by such Organisations. This Constitution shall thus take effect the moment both Organisations have adopted it.

### **39. INTERPRETATION OF CONSTITUTION**

In case of doubt as to the meaning or interpretation of anything contained in this Constitution, the Committee shall be the final arbiter, and its decisions shall be binding on members.

I/we hereby certify that the above Constitution, was duly adopted at MUIZENBERG on this the 4th day of NOVEMBER 1996.

.....  
Chairperson(s)

I/we hereby certify that the above Constitution, was duly adopted at MUIZENBERG on this the 4th day of NOVEMBER 1996.

.....  
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