



Constitution of
the friends of the
Sea Point Pavilion

As approved June 19th, 2014

When we come **together** to **play** and **be**
we are truly ourselves.
When we are truly ourselves it is **wonderful**
and when we **act collectively** in that wonder
we do **transformative** work
for our **community** and **our world**.

Brad Colby

I N D E X

1. Preamble
2. Definitions
3. Name
4. Address
5. Corporate Status
6. Aims and Objectives
7. Registration
8. Policy
9. Membership
10. Composition of the Board
11. Election of Officers of the Bard
12. Functions of the Chairman
13. Functions of the Vice-Chairman
14. Functions of the Treasurer
15. Functions of the Secretary
16. Functions of the Community Development Officer
17. Functions of the Safety and Security Officer
18. Powers of the Organisation
19. Committees
20. Proceedings
21. Finance
22. Indemnity
23. Amendment of the Constitution
24. Dissolution
25. Certification

1 PREAMBLE

- 1.1 The Sea Point Pavilion Swimming Pool property is an iconic structure in the Cape Town landscape and among the most beautifully sited public amenities in the world.
- 1.2 The Facility is situated on the Public Open Space Erven 151, 153 and 318, Sea Point West, and is owned and operated by the City of Cape Town.
- 1.3 The communities of Cape Town and the Western Cape use and enjoy this Facility and it provides a much needed community resource.
- 1.4 Financial pressure on the community poses a serious threat to the sustainability of leisure resources.
- 1.5 Concerned citizens have identified the need to protect and maintain this communally, economically and environmentally treasured Facility for the benefit of present and future generations.
- 1.6 The Friends of Sea Point Pavilion (FSPP) is a voluntary association formed by these concerned citizens.
- 1.7 The Organisation aims to support the social and development needs of the Pool Community.
- 1.8 The Friends will also provide support and guidance to the City in the management of the Swimming Pools and the City's stated aims to provide clean sea water and a neat, safe, clean and effectively managed pool environment.
- 1.9 The City has indicated that, in order to optimise the potential of the Facility and more effectively sustain its operation, an association with the Friends can add significant value and can also contribute to positioning the Facility as a world class public amenity.
- 1.10 Acting in accordance with the philosophy, guidelines and the responsibilities of its constitution, the Friends of Sea Point Pavilion will work closely with the City of Cape Town to ensure the sustainable operation of the facility.
- 1.11 The Organisation's role is a collaborative one that will protect the interests of and encourage participation by all who use and have an interest in the pools.

2 DEFINITIONS

- | | | |
|------|-----------------|---|
| 2.1 | Board | The Board of Directors |
| 2.2 | City | The City of Cape Town and its elected or official representatives |
| 2.3 | Constitution | The Constitution, as adopted on October 6 th , 2009 and as amended from time to time |
| 2.4 | Director | An elected Director or one appointed in terms of the Constitution |
| 2.5 | Facility | The Sea Point Pavilion Swimming Pools and related amenities within the boundary of the Pavilion Property as set out in Annexure A |
| 2.6 | Founding Member | A Member present at the Founding Meeting on October 6 th , 2009 as recorded in Annexure B |
| 2.7 | Friends | The Friends of Sea Point Pavilion |
| 2.8 | Member | A member of the Friends of Sea Point Pavilion |
| 2.9 | Organisation | The Friends of Sea Point Pavilion |
| 2.10 | Pool Community | All those who use the Sea Point Pavilion Swimming Pools |
| 2.11 | PBA | Public Benefit Activity |
| 2.12 | PBO | Public Benefit Organisation |
| 2.13 | Year | The twelve-month period commencing 1 March |

3 NAME

The name of this Voluntary Association is the Friends of Sea Point Pavilion (FSPP), hereinafter also referred to as "the Organisation" or "the Friends".

4 ADDRESS

- 4.1 The physical address and domicilium citandi et executandi of the Organisation shall be as determined, from time to time, by the Directors of the Organisation.
- 4.2 Until such time as the Directors have determined otherwise, the address of the Organisation is c/o The National Sea Rescue Institute (NSRI), 1 Glengariff Road, Sea Point.

5 STRUCTURE

The Organisation shall -

- 5.1 Be a non profit Voluntary Association with a legal identity distinct from its members, enjoying perpetual succession and the right to sue or be sued in its own name;
- 5.2 Continue to exist even when it's Membership or Directorship changes;
- 5.3 Be controlled and managed by Directors.

6 AIMS and OBJECTIVES

- 6.1 The sole objectives of the Organisation are to carry out the following Public Benefit Activities -
 - 6.1.1 The administration, development, co-ordination and promotion of sport or recreation at the Sea Point Pavilion Swimming Pools in which the participants take part on a non-professional basis as a pastime;
 - 6.1.2 The provision of community projects relating to capacity building and skills development;
 - 6.1.3 Outreach and swimming education projects to benefit the poor or needy members of the Pool Community.
- 6.2 The Friends will achieve these objectives by -
 - 6.2.1 Serving as a community resource group for the Sea Point Pavilion Swimming Pools and related amenities;
 - 6.2.2 Carrying out activities of benefit to the Pool Community including holding meetings, organising and promoting events, organising 'learn to swim' projects, training and carrying out such activities as are appropriate to the Organisation's objectives;
 - 6.2.3 Working with the City, as the Facility's controlling authority, to ensure the sustainable operation of the Facility;
 - 6.2.4 Working with the City on various operational matters including, but not limited to maintenance, finance, safety, security, buildings, refuse control and the general good governance of the resource;
 - 6.2.5 Internationally promoting the Facility as a world class swimming and recreational amenity;
 - 6.2.6 Promoting and conducting training programmes to ensure safe use of the Facility;
 - 6.2.7 Ensuring ready access by all;
 - 6.2.8 Serving as a watchdog for any proposed development of the Facility which would negatively impact upon the Pool Community.

7 REGISTRATION

The Organisation shall be registered with the Department of Social Development as a Non Profit Organisation and shall apply for such other registrations as further the aims and objectives of the Organisation.

8 POLICY

- 8.1 The Organisation shall, in carrying out its objects and in its activities and functions at all levels observe the principles that -
 - 8.1.1 Its activities should be conducted, administered and promoted in a non-racial, non-political and democratic basis;
 - 8.1.2 All persons, irrespective of race, colour, creed or gender, should have the right, in whatever capacity, to join and participate in the Organisation;
 - 8.1.3 There shall be no discrimination based on race, gender, sex, pregnancy, marital status, ethnic or social origin, colour, sexual orientation, age, disability, religion, conscience, belief, culture, language and birth.
- 8.2 Any reference to the male form of address includes the female form and vice versa and any reference to plural also connotes the singular and vice versa.
- 8.3 In terms of Section 30(3)(b)(v) of the Income Tax Act, the Organisation is prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation.

9 MEMBERSHIP

- 9.1 Membership of the Organisation shall be open to all persons, natural or juristic, who support the aims and objectives of the Organisation.
- 9.2 Decisions of the Members shall, as far as possible, be made by consensus but, where this is not achievable, shall be made by simple majority.
- 9.3 Members will be required to uphold the aims and objectives and must at all times act in the best possible interests of the Organisation.
- 9.4 The fee for membership will be as determined from time to time by the Directors and shall be ratified by the Members at the Annual General Meeting or at a meeting called for that purpose.
- 9.5 The right to membership of the Friends of Sea Point Pavilion shall be reviewed annually at the discretion of the Members.
- 9.6 If a Member has failed to act in good faith, or has acted against the interests of the Organisation and/or its aims and objectives, and has failed to remedy such breach after notice in writing by the Directors, his/her membership of the Organisation may be terminated by decision of the Members.
- 9.7 This decision may be appealed by written application to the Board which shall, with the members, review the decision and advise the applicant of the outcome.

10 COMPOSITION of the BOARD

- 10.1 The Organisation shall be governed by a Board of not less than six and not more than ten elected Directors.
- 10.2 The Organisation shall have at least three unconnected persons to accept fiduciary responsibility for the Organisation.
- 10.3 No single person may have the authority to directly or indirectly control the decision-making powers relating to the Organisation.
- 10.4 At least six members of the Board shall be elected at first General Meeting and at subsequent Annual General Meetings.
- 10.5 The Board shall have the right to co-opt Directors to replace any Directors who may resign during the year.
- 10.6 The Board shall have the right to co-opt two Directors on the understanding that the Board at no time will number more than ten Directors.
- 10.7 The Members may resolve to co-opt and name a suitable person or persons as patron/s of the Organisation where they are of the opinion that the person's stature would entitle them to that honour.
- 10.8 The City of Cape Town may nominate an ex officio representative to the Board of the Friends.

11 ELECTION of OFFICERS of the BOARD

- 11.1 The first Board of Directors shall be elected at the first General Meeting and shall hold office until the first Annual General Meeting after such appointment when all of them shall resign but will all be eligible for re-election.
- 11.2 At the first Annual General meeting, a new Board of Directors shall be elected and, thereafter, a new board shall be elected at each succeeding Annual General Meeting.
- 11.3 The Board shall elect from their number the following officers -
 - 11.3.1 Chairman
 - 11.3.2 Vice-Chairman
 - 11.3.3 Secretary
 - 11.3.4 Treasurer
 - 11.3.5 Community Development Officer
 - 11.3.6 Safety and Security Officer

12 FUNCTIONS of the CHAIRMAN

- 12.1 The Chairman shall hold the chair at all meetings.
- 12.2 In his/her absence, the Vice-Chairman shall hold the chair.
- 12.3 The Chairman shall present a report at the Annual General Meeting of the Organisation.

- 12.4 The Chairman shall exercise a casting vote in the event of deadlock.
- 12.5 The Chairman shall ensure effective communication with the City of Cape Town.

13 FUNCTIONS of the VICE-CHAIRMAN

- 13.1 The Vice-Chairman shall support the Chairman in his/her duties.
- 13.2 In the absence of the Chairman, the Vice-Chairman shall act in his/her stead.

14 FUNCTIONS of the TREASURER

The Treasurer shall -

- 14.1 Report at each Board meeting on the financial management of the Organisation.
- 14.2 With the prior authority of the Board, invest funds received by the Organisation and not immediately required for distribution to the Organisation's beneficiaries with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act 97 of 1990);
- 14.3 Ensure the good financial governance of the Organisation.
- 14.4 Ensure that the day-to-day financial needs of the Organisation are managed and met.
- 14.5 Ensure that the Organisation keeps accurate records of income and expenditure.
- 14.6 Ensure that the Annual Financial Statements are presented to the Board and are certified by an accounting professional who shall not be a member of the Organisation.
- 14.7 Ensure that Annual Financial Statements are prepared within six months of the year end of the Organisation, as set out below.
- 14.8 Ensure that income is acknowledged by receipt and deposited into the Organisation's bank account within three working days of receipt.
- 14.9 As far as possible ensure that all expenditure shall be made by cheque or electronic transfer with EFTs/cheques authorised and signed by two of three signatories, one of whom shall be the Treasurer and one of whom shall be the Chairman or, in his/her absence, the Vice-Chairman.

15 FUNCTIONS OF THE SECRETARY

The Secretary shall -

- 15.1 Draw up the agenda for all meetings and give timeous notice of such meetings;
- 15.2 Ensure that minutes are kept of all Board meetings.
- 15.3 Ensure that a Minute Book is kept and that all Minutes and Resolutions are recorded therein.
- 15.4 Present to the Board minutes, notices, letters and other documents as may be relevant to Board meetings.

16 FUNCTIONS of the COMMUNITY DEVELOPMENT OFFICER (CDO)

The CDO shall -

- 16.1 Ensure as broad as possible an involvement of the Pool Community in activities.
- 16.2 Work with the Directors, the City and the Pool Community to evolve appropriate programmes and activities.

17 FUNCTIONS of the SAFETY and SECURITY OFFICER (SSO)

The SSO shall work closely with the City and the Pool Management with regard to -

- 17.1 Appropriate safety and security at the Facility.
- 17.2 When safety, security or maintenance issues require closure of the Facility, that the Organisation is consulted prior to such closure.
- 17.3 That any closure is kept to the minimum period possible.

18 POWERS of the ORGANISATION

The Organisation, through its duly elected officials –

- 18.1 May take on and exercise the power and authority that it believes reasonable to achieve the aims, objectives and strategy stated in Section 6 of this constitution.

- 18.2 Shall have the power to borrow, and in connection therewith, to pledge or mortgage any assets, or to enter into any suretyship, but shall only do so while furthering the aims and objectives of the Organisation.
- 18.3 Has the power and authority to raise funds or to invite and receive contributions.
- 18.4 Has the power to buy, hire or exchange for any property that it needs to achieve its objectives.
- 18.5 Has the right to make by-laws for proper management, including the procedure for application, approval and termination of membership;
- 18.6 May only conduct such trading activity as does not affect the Organisation's status as a PBO and as falls within the specific parameters set out in the Income Tax Act, 1962 as amended.

19 COMMITTEES

- 19.1 The Board may appoint such Committees as it deems fit to carry out certain of its functions such Committees having the power to co-opt persons who are not members of the Board.
- 19.2 Committees shall be obliged to regularly report to the Board.
- 19.3 The decisions of Committees shall require the ratification of the Board unless otherwise previously stipulated.

20 PROCEEDINGS

20.1 **Activities of the Board**

- 20.1.1 The Board shall submit copy of this Constitution and any amendments to the City of Cape Town.
- 20.1.2 The Board shall, on 14 days notice, meet at least every three months during each calendar year and shall keep formal records of such meetings.
- 20.1.3 Decisions of the Board will, as far as possible, be made by consensus but, where this is not possible, a simple majority will be sufficient.
- 20.1.4 A quorum for any Board meeting will consist of 50% plus one of the Members of the Board.
- 20.1.5 No voting by proxy shall be allowed at Board meetings.

20.2 **Annual General Meetings**

- 20.2.1 The Board shall, within six months of the Organisation's year end, convene an Annual General Meeting of the Members for the purposes of
 - 20.2.1.1 Reviewing the Chairman's annual report and the financial statements of the Organisation.
 - 20.2.1.2 Reviewing the financial statements of the Organisation;
 - 20.2.1.3 Appointing or reappointing Directors;
 - 20.2.1.4 Considering other reports or items of business appropriate to the Organisation's activities.
- 20.2.2 The notice period for the Annual General meeting or a Special General Meeting shall be 21 clear days.
- 20.2.3 A list of candidates for the Board of Directors and proxy forms shall be circulated to members at least 21 clear days prior to the meeting.
- 20.2.4 The functions of the Chairman of the AGM shall be to:
 - 20.2.4.1 Chair proceedings;
 - 20.2.4.2 Determine whether a quorum exists'
 - 20.2.4.3 Act as the Electoral Officer for elections to the Board;
 - 20.2.4.4 Ensure that the proceedings are minuted.
- 20.2.5 A quorum shall be 50% plus one of the members of the Organisation present in person or by proxy.
- 20.2.6 A proxy shall be lodged 48 hours before the meeting on the prescribed form.
- 20.2.7 If, 30 minutes after the start of a meeting, a quorum has not assembled, the meeting shall adjourn and reconvene no less than 14 days and no more than 21 days hence;
- 20.2.8 The rules for a quorum shall apply at the reconvened meeting save that, if a quorum has not gathered by 30 minutes after the intended start of the meeting, those members present in person or by proxy shall constitute a quorum;

- 20.2.9 Minutes of the Annual General Meeting shall be electronically circulated to Members within 21 clear days of the meeting.
- 20.3 **Special General Meetings**
 - 20.3.1 The Board may convene a Special General Meeting of the Members for the purposes of considering extraordinary items of business;
 - 20.3.2 The Board shall convene a Special General meeting of the Members on written application supported by the signatures of 25% plus one of the members;
 - 20.3.3 The rules for Annual General Meetings shall apply in all other respects.
- 20.4 **Ordinary Meetings**
 - 20.4.1 The notice period for an Ordinary Meeting of the Organisation shall be 14 days.
 - 20.4.2 A quorum shall consist of those members present in person.
- 20.5 **General**
 - 20.5.1 In the interests of efficient administration, the Secretary is expressly authorised to deliver notice of meetings by email.
 - 20.5.2 The Board is expressly authorised to made decisions by round robin provided that a resolution supporting such decision shall be signed by all members of the Board. Such resolution shall be as valid as if passed at a duly convened meeting of the Board.
 - 20.5.3 Supervision of all financial matters shall rest with the Board.

21 FINANCE

- 21.1 **Application of Funds**
 - 21.1.1 The Board may only apply the funds of the Organisation in the reasonable achievement of the identified aims and objectives of the Organisation.
 - 21.1.2 The Board may apply funds for the reasonable day to day operations of the Organisation, including, but not limited to reasonable salaries and/or professional fees, approved beforehand by the Board.
 - 21.1.3 No Director of the Board shall receive a fee for serving on the Board.
 - 21.1.4 No Director of the Board shall conduct Organisation's business for the object of personal gain.
 - 21.1.5 The Organisation may not distribute its funds to any person unless it is in the course of undertaking a PBA.
- 21.2 **Banking Account**

The financial transactions of the Organisation shall be conducted by means of banking account/s opened and maintained at the direction of the Board.
- 21.3 **Financial Year**

The financial year of the Organisation shall commence on 1 March of each year.
- 21.4 **Non-Distribution of Income and Property**
 - 21.4.1 The income and the property of the Organisation shall not be distributable in any way, save as proper and reasonable compensation for persons entitled thereto and save to reimburse expenses reasonably incurred on behalf of the Organisation and as approved of and consented to by the Board prior to the expenditure being incurred and as fulfilling the aims and objectives of the Organisation.
 - 21.4.2 All property and assets of the Organisation shall be held in the name of the Organisation and shall not form part of the assets of any Director nor Member of the Organisation.
 - 21.4.3 Members and Directors have no rights in the property or other assets of the Organisation solely by virtue of their being Members or Directors.
- 21.5 **Rights to Property or Assets**

The Board may elect to register its assets in the name of a Trust formed for that purpose but no personal rights shall accrue to the Board nor to any of its members in their personal capacity.

22 INDEMNITY

- 22.1 All Directors of the Board are indemnified by the Organisation in regard to any liability arising out of any decisions taken in the bona fide course of carrying out their responsibilities.
- 22.2 No Member nor Director shall become liable for any of the obligations and liabilities of the Organisation solely by virtue of their status as a Member or Director.

23 AMENDMENT of the CONSTITUTION

- 23.1 This Constitution may be amended by a two thirds majority of the members present at an Annual or Special General Meeting.
- 23.2 Any amendments to the Constitution shall be submitted to the City of Cape Town and to the Department of Social Development and to such other authorities as the Organisation's registration may require.

24 DISSOLUTION

- 24.1 The Organisation may make the decision to close down only after an Annual or Special General Meeting of the Members and only after two thirds majority of the Members or the Organisation have agreed.
- 24.2 If, upon the dissolution of the Organisation, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be handed over to nor shall proceeds from the sale thereof be distributed amongst the Members or to an individual or a company but shall be given and transferred to a registered PBO with similar goals and objectives.
- 24.3 For the purpose of carrying to its final end and termination any dissolution of the Organisation, and notwithstanding anything to the contrary contained in this Constitution, the persons then constituting the Board shall remain in office until their respective resignations or other disqualification and any vacancies thus occurring on the Board shall be filled by nomination of the remaining Board so that the number of members of the Board shall remain undiminished until the completion of such dissolution.
- 24.4 The Directors shall notify the City of Cape Town and the Department of Social Development and such other authorities as the Organisation's registration may require.

25 CERTIFICATION

- 25.1 We, the undersigned, do hereby certify that this document is the adopted Constitution of the Friends of Sea Point Pavilion.
- 25.2 Our signature hereto was unanimously agreed and ratified by the Founding Members of the Organisation at a properly convened meeting called for this purpose in Cape Town on October 6th, 2009.
- 25.3 A schedule of the Founding Members is appended hereto.