CONSTITUTION

of the

DOLPHINS CREEK COUNTRY ESTATE HOMEOWNERS ASSOCIATION

As approved by Members of the HOA at the Special General Meeting held on 26 May 2026

This Constitution has been drafted in both English and Afrikaans. Should any inconsistency arise between the two versions, the English version shall take precedence and be deemed authoritative.

MUNICIPALITY MOSSEL BAY
MUNISIPALITEIT MOSSELBAAI
28-09-2026
Privaatsak / Private Bag X29
Mosselbaai , Bay 6500

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THE NATURE AND OBJECTIVES OF THE ASSOCIATION

1. The Association is known as the Dolphins Creek Country Estate Homeowners' Association, that was established as a legal entity in terms of –

1.1. section 29 of the Land Use Planning Ordinance No. 15 of 1985; and

1.2. the conditions imposed by the Groot Brakrivier Municipality during the approval of the subdivision of Portion 15 of the Farm Searles No. 252;

and it shall continue to exist as a legal entity in terms of –

1.3. the provisions of this constitution;

1.4. section 29 of the Mossel Bay Municipal Land Use Planning By-Law, 2021.

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2. The Association –

2.1. is a legal entity independent of its members;

2.2. shall enjoy perpetual succession;

2.3. is capable of entering into agreements with any person;

2.4. may, independently of its members, own and dispose of property, and acquire or alienate any other rights;

2.5. may incur and discharge obligations;

2.6. is competent to sue and be sued in respect of –

2.6.1. any agreement it has concluded;

2.6.2. any damage to any property of the Association;

2.6.3. any matter arising from or connected with the powers and competencies of the Association as set out in this constitution;

2.7. shall not pursue profit in conducting its affairs, activities, or operations. Income shall only be applied to achieve the objectives of the Association.

2.8. exists to own and manage the common area for the benefit of the members as a group, so that members may use and enjoy the common area.

3. The main objectives of the Association are to ensure –

3.1. the preservation and maintenance of the high-quality indigenous coastal shrubland and the eradication of invasive and alien vegetation;

3.2. the maintenance, repair, improvement, and management of the common area;

3.3. the payment of expenses, tariffs, taxes, and fees to the local authority or service providers arising from the provision of any type of services or products in respect of the common area;

3.4. the payment of taxes, interest, and penalties to the South African Revenue Service;

3.5. the strict compliance by members with the development requirements as set out in the architectural guidelines;

3.6. the enforcement, drafting and submission to the members for adoption, of house rules for the purpose of maintaining and promoting harmonious cohabitation among members;

3.7. the enforcement, drafting and submission for adoption by the members, of amendments to the architectural guidelines.

4. No member shall have any interest in, or claim against, the Association's property or funds. Members may use and enjoy the common area as determined by the Association's house rules.

5. This constitution, the house rules, and the architectural guidelines together provide the foundation upon which the Association shall exist and function.

Restrictions on members' property rights

6. A member may not sell or transfer their erf unless the Association has consented thereto in writing. The Association may only withhold such consent if the member concerned –

6.1. owes money to the Association; or

6.2. is otherwise in default of their obligations towards the Association.

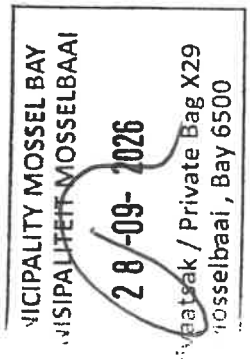
7. The Association's written consent shall take the form of a certificate confirming that –

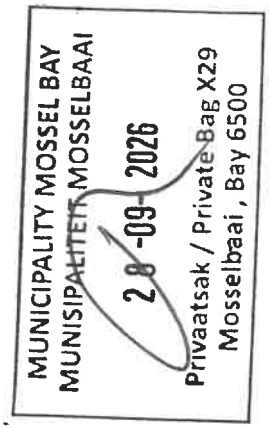
7.1. transfer of the erf is authorised; and

7.2. the member owes no amount to the Association.

Dealings with the common area

8. The common area may not, wholly or partially, be –





8.1. alienated;

8.2. encumbered with a mortgage bond;

8.3. subjected to a right of occupation or any type of servitude;

8.4. destroyed;

unless –

8.5. such action is approved and adopted by the members by way of a special resolution; or

8.6. the action is in favour of the local authority as a result of generally applicable law relating to the erven or the common area.

DEFINITIONS AND INTERPRETATION

9. In this constitution, unless the context indicates otherwise, the following words shall have the meanings given in this paragraph 9:

9.1. **"a day"** means any day of the week, excluding Saturdays, Sundays, and public holidays;

9.2. **"erf" or "erven"** means the erven (excluding the common property) created through the subdivision of the development;

9.3. **"common area"** means those portions of the development earmarked for communal use by members, or used as part of the golf club, and which are not erven, which includes buildings, roads, all boundary fences, access gates, and structures on such common area;

9.4. **"constitution"** means this document together with the house rules and architectural guidelines issued in terms hereof;

9.5. **"majority decision"** means –

9.5.1. in the case of a trustee committee decision, a decision adopted by the majority of trustees present at a trustee committee meeting; or

9.5.2. in the case of a members' decision, a decision adopted by the majority of voting members present, in person or by proxy, at any general meeting;

9.6. **"the development"** means the subdivision of Portion 15 of the Farm Searles No. 252;

9.7. **"the local authority"** means the Mossel Bay Municipality;

9.8. **"special resolution"** means a decision adopted by the majority of voting members present, in person or by proxy, at any general meeting, provided that at least 50% of all the Association's members are present, in person or by proxy, at that general meeting, and limited to –

9.8.1. the alienation, encumbering with a mortgage bond or servitude, and destruction of the common area, as dealt with in paragraph 8 above;

9.8.2. amendment of this constitution, as dealt with in paragraph 147 below.

9.9. **"voting member" or "voting members"** means a member or group of members who owes no amounts to the Association.

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10. In this constitution –

10.1. the plural includes the singular, and vice versa;

10.2. one gender includes the other;

10.3. a reference to natural persons includes legal entities or similar bodies (such as trusts);

10.4. where any period of days must be calculated, the day on which an act was performed or had to be performed is excluded, and the last day is included.

MEMBERSHIP

Commencement of membership

11. All owners of erven shall be members of the Association, and membership is restricted to erf owners.

12. A person becomes a member of the Association upon becoming the owner of an erf.

13. Where more than one person owns an erf, each owner shall be deemed a member.

Termination of membership

14. A member may not resign from the Association.

15. A person remains a member of the Association until their erf is transferred in the Deeds Office to another person.

16. The termination of a person's membership shall not release them from liability for debts already due to the Association on the date that their membership ended.

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General obligations of Members

17. Each member undertakes to, dutifully and punctually –

17.1. pay all levies, interest, and imposed fines to the Association;

17.2. pay all taxes, rates, or fees to the local authority, for which they may be liable;

17.3. comply with all other provisions of this constitution. Each member further undertakes to take all steps that may be necessary to ensure that all persons in their household, tenants, guests, employees, or contractors comply with the provisions of this constitution;

17.4. comply with, or refrain from conduct that would cause the Association to fail to comply with, the provisions of relevant laws or agreements to which the Association is subject or a party;

17.5. refrain from acts or omissions that would otherwise breach the provisions of this constitution.

18. A member may not transfer their obligations to another person.

Right to information

19. Each member may inspect the following documents and information at the Association's clubhouse –

19.1. minutes of general meetings and trustee committee meetings;

19.2. all reports and supporting documents published by the trustee committee.

20. A member may also receive electronic copies of such documents at no further cost. The Association may, however, charge a fee for providing physical copies.

21. The trustee committee must comply with a request for information within fourteen (14) days after a member has made such a request.

LEVIES

22. The Association's primary source of income shall consist of general and special levies, which must be applied to achieve the objectives of the Association and to cover expenses. The Association may also earn an income from the Golf Club.

23. The Association may charge interest on levies not paid punctually, at a rate of prime plus 4% per annum on the outstanding amount, calculated from the date the levy became due until payment

is received. The interest rate may be confirmed by a certificate issued by an authorised representative of the Association's banker, confirming the bank's prime lending rate. The authority and appointment of the representative need not be proven for the certificate to be binding and valid.

24. The total amount of general levies required for a financial year shall be divided in equal parts among the total number of erven.

25. The Association's financial year shall run from 1 March to the last day of February of the following year.

26. All levies, imposed interest, and imposed fines are debts due to the Association.

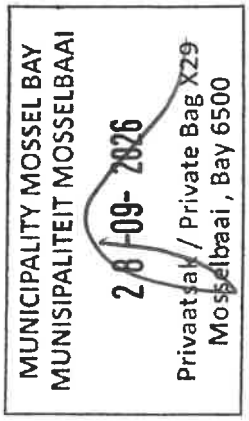
27. A member is responsible for paying general levies monthly or annually in advance from the date on which –

27.1. the general levy was approved; or

27.2. a person becomes a member of the Association;

until their membership is terminated as contemplated in paragraph 15 above.

28. A member is responsible for paying special levies as determined and approved.



Budgeting and presentation of general levies

29. The trustee committee must prepare a budget for the upcoming financial year and present it to the members for adoption by majority decision at the annual general meeting.

30. The budget must –

30.1. indicate the expected income and expenditure of the Association for the coming financial year;

30.2. take into account any shortfalls from previous or current financial years;

30.3. provide for a reserve fund to cover unexpected or unplanned future expenses;

30.4. provide for the repair, replacement, acquisition, or improvement of any assets or the common area.

31. The trustee committee must propose a general levy based on the budget, which will be payable by members for the upcoming financial year.

32. The general levy must be sufficient to cover, during the coming financial year –

32.1. the expenses of the Association relating to its administration and management;

32.2. expenses arising from the maintenance, repair, replacement, or improvement of the common area or assets;

32.3. all and any taxes, as well as municipal rates for services in respect of the common area;

32.4. expenses arising from services and hardware needed to secure the common area.

33. The general levy may also be applied towards –

33.1. build a reserve fund for future maintenance, repairs, replacements, improvements, or acquisitions of the common area or assets;

33.2. cover any other expense deemed necessary by the trustee committee.

Adoption of General Levies

34. A general levy shall be deemed adopted and determined if the members of the Association approve the budget and proposed levy by majority decision.

35. If the budget or proposed levy is not approved, the annual general meeting must be adjourned to allow for the adjustment of the budget and levy, after which they shall be presented again for approval.

36. A general levy, once established, remains in force until replaced with a new general levy by a general meeting.

Levies other than general levies

37. The trustees may propose one or more special levies for a financial year, which shall be additional to the general levies. Such special levies shall be adopted and imposed by majority decision of the members at any general meeting.

38. A special levy shall be payable over a period or in instalments as determined.

39. A special levy may be imposed and applied when –

39.1. an unforeseen expense arises that could not reasonably have been anticipated;

39.2. there is an urgent need to incur the expense;

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39.3. the budgeted amount proves insufficient;

39.4. the budget made no provision for the expense.

TRUSTEE COMMITTEE

40. The Association shall be managed by a committee of trustees. The trustee committee is generally responsible for the day-to-day management and administration of the Association.

41. The trustee committee must carry out the decisions of the members.

42. Unless this constitution requires that members must first adopt or approve an action, or unless the members have prohibited an action, the trustee committee may perform any act necessary to manage the affairs of the Association as if it were a natural person.

Duties and powers of the Trustee Committee

43. The duties and powers of the trustee committee are –

43.1. in respect of financial matters –

43.1.1. to prepare, present for adoption at an annual general meeting, and monitor the annual budget and a general levy based thereon;

43.1.2. to prepare and present any special levies for adoption at a general meeting.

43.1.3. to appoint service providers and pay them in accordance with the approved annual budget, or in terms of an approved special levy, or as otherwise permitted in this constitution;

43.1.4. to purchase goods for the maintenance, repair, replacement, or improvement of the common area in line with the approved annual budget, an approved special levy, or this constitution;

43.1.5. to create and maintain a reserve fund for essential or unforeseen expenses. The committee may use up to 30% of this fund for unforeseen events;

43.1.6. to keep records of income and other receipts;

43.1.7. to collect levies;

43.1.8. to charge interest on overdue levies;

43.1.9. to write off irrecoverable debts;

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43.1.10. to prepare annual audited financial statements for the Association;

43.1.11. to report to members at an annual general meeting on the Association's financial position.

43.2. in respect of the administration of the Association –

43.2.1. to provide prospective erf owners with the constitution;

43.2.2. to appoint a managing agent (if deemed necessary by the trustee committee) to assist with administration of the Association and operational duties;

43.2.3. to prepare and send invoices and statements to members;

43.2.4. to issue certificates for the transfer of erven.

43.3. in respect of the architectural guidelines, building styles, and image of the development –

43.3.1. to draft, amend, supplement, or withdraw architectural guidelines and prescripts, which must be adopted by members at a general meeting by majority decision;

43.3.2. to draft, amend, supplement, or withdraw a penalty schedule, which must be adopted by members at a general meeting by majority decision;

43.3.3. to enforce architectural guidelines, including by court order where necessary.

43.4. In respect of maintenance, repairs, and improvements –

43.4.1. to prepare a maintenance, repair, and replacement plan covering the expected maintenance or repairs needed over the next 3 (three) years, or those portions of the common area likely to require replacement during this period;

43.4.2. to identify improvements to the common area and prepare a capital expenditure budget as part of the maintenance, repair, and replacement plan;

43.4.3. to appoint contractors, suppliers, or employees who will see to the maintenance, repair, or replacement of components of the common area, and the supply of materials and other products;

43.4.4. to supervise the work of contractors and employees as mentioned in paragraph 43.4.3 above.

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43.5. in respect of breaches of house rules and this Constitution –

43.5.1. to draft, amend, supplement, or withdraw house rules, which must be adopted by members at a general meeting by majority decision;

43.5.2. To draft, amend, supplement, or withdraw a penalty schedule, which must be adopted by members at a general meeting by majority decision;

43.5.3. to enforce the house rules and the other provisions of this constitution;

43.5.4. to refer alleged breaches of the house rules and other provisions of this Constitution to the disciplinary subcommittee.

43.6. in respect of compliance with laws –

43.6.1. to identify relevant laws with which the Association must comply;

43.6.2. to take steps to ensure compliance with all applicable laws.

43.7. In general –

43.7.1. to determine the requirements that service providers should comply with;

43.7.2. to determine a fair compensation that would be payable to service providers and the terms of their service;

43.7.3. to keep records.

43.8. in respect of environmental management of the common Area, the trustee committee must appoint employees or service providers to ensure –

43.8.1. regular inspection of the common area for the germination, spread, and growth of invasive alien plants;

43.8.2. that measures to remove and prevent invasive plant growth are implemented;

43.8.3. regular inspection of the common area to prevent or reduce potential damage from fire, wind, or floods;

43.8.4. that measures are implemented to prevent, limit, and repair erosion and wind damage;

43.8.5. that the common area is kept clean and free of litter;

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43.8.6. planting of only indigenous vegetation.

Composition of the Trustee Committee

44. The trustee committee must consist of at least 3 (three) members but not more than 5 (five) members.

45. Only members of the Association may be elected to and serve on the trustee committee.

46. Where a company, trust, or close corporation is a member, the entity must nominate a representative to act on its behalf, and such nominated person may be appointed as a trustee.

47. A member shall not be eligible for election as a trustee if the disciplinary subcommittee has found that the member breached the provisions of this constitution and less than 1 (one) year has elapsed since that finding.

48. The trustee committee may, from time to time, set additional eligibility criteria for future trustees and submit them to the members of the Association for adoption by majority decision at any general meeting.

49. The trustee committee must include the following officers –

49.1. a chairperson;

49.2. a secretary; and

49.3. a treasurer.

50. The trustee committee must elect the officers from among its elected members within 7 (seven) days after the annual general meeting at which they were elected, or after a previous officer vacated their office.

51. After these officers have been elected, the trustee committee may also elect a Vice-Chairperson. If a Vice-Chairperson is not elected, the powers and duties of that office shall fall to the Secretary.

Vacant office

52. The trustee committee must fill a vacant office (that may arise during their term of service) within 20 (twenty) days after the vacancy arose.

53. The trustee committee must inform members when a vacancy arises and, at the same time, invite members to nominate candidates or make themselves available to fill the vacancy.

54. Members shall have 5 (five) days to submit nominations or make themselves available.

55. The trustee committee must publish the list of nominated members to the membership, and members will then have 5 (five) days to vote for the nominated candidates.

56. If no person is nominated or makes themselves available, the trustee committee may appoint any member to the vacant position after the initial 5 (five) days have passed.

Co-opted trustees

57. The trustee committee may co-opt any competent person to assist the committee with its functions.

58. The trustee committee must, by resolution, determine the rights and obligations of a co-opted member. Regardless of such resolution, a co-opted trustee may participate in trustee committee meetings but shall have no voting rights on the committee.

Term of office

59. Trustees must be appointed by the members at an annual general meeting. The trustees shall serve until the appointment of a new trustee committee at a subsequent annual general meeting.

60. Persons nominated as trustees, or intending to make themselves available, must provide a curriculum vitae to the Association, if requested by the trustee committee, to introduce themselves to the membership.

61. All trustees must retire from office at the following annual general meeting but may make themselves available for re-election at that meeting.

Removal of a Trustee from office

62. A trustee may resign from office. The resignation must be submitted in writing to the Secretary of the trustee committee (or to the Chairperson if it is the Secretary who intends to resign).

63. The committee must remove a trustee from office if any of the following events occur. A trustee –

63.1. has applied for the surrender of her estate;

63.2. was provisionally or finally sequestrated by a competent court;

63.3. has entered into a general arrangement or compromise with her creditors;

63.4. has been convicted of a crime involving dishonesty;

63.5. has had their estate placed under the control of a curator;

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63.6. has died;

63.7. was found guilty by the disciplinary subcommittee of breaching the provisions of this constitution;

63.8. was found guilty by the disciplinary subcommittee of improper conduct, mismanagement of the Association's affairs, or behaviour causing harm to the Association;

63.9. has ceased to be a member of the Association.

Trustee committee decisions

64. The trustee committee must perform their duties by taking and implementing decisions.

65. The trustee committee may at any time recall or amend any of its previous decisions (including decisions that were made by a previous trustee committee)

66. Each trustee has 1 (one) vote, which may be cast for or against a proposed decision. All proposed trustee committee decisions must be supported by a majority decision before they become binding and effective.

67. If the number of trustees is at any time is fewer than 3 (three), the trustee committee will not be able to make valid decisions until the necessary vacancy(ies) are filled. The trustee committee may, however, implement existing decisions while their number is fewer than 3 (three).

68. A trustee may choose to vote for or against a proposed decision. A trustee may also abstain from voting, but in that case, only those votes cast for or against a proposed decision will be counted, and the abstaining trustee's vote will be disregarded when calculating a majority.

69. In the event of a tied vote, the chairperson will have a casting vote. If the chairperson has a conflict of interest, the casting vote will be forfeited.

70. Unless the trustee committee determines a date on which a certain decision will become binding and take effect, trustee committee decisions will be valid, binding, and effective from the moment the decision was made.

Written decisions

71. The trustee committee may make written decisions without convening a formal meeting.

72. A proposed written decision must be circulated to all trustees, and the trustees must be given a reasonable period to consider the proposed decision, the background to it, and its consequences.

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The proposed decision must be accompanied by all relevant information, and a trustee may request further or improved information to enable her to consider the decision.

73. A written decision must be signed by all trustees to be valid.

Meetings

74. The trustee committee may determine how their meetings will be conducted and the procedures of such meetings. The trustee committee may, for this purpose, establish rules governing the conduct and procedure of their meetings, but such rules may not conflict with this constitution.

75. The committee may meet as often as they consider necessary, but must meet at least once every 3 (three) months.

76. The chairperson may convene a meeting at any time if she is of the opinion that the trustee committee should meet.

77. The chairperson must convene a trustee committee meeting if any 2 (two) other trustees request the chairperson in writing to convene such a meeting. Upon such request, the chairperson must convene the meeting within 7 (seven) days after delivery of the written request.

78. The trustee committee may use electronic platforms to meet, provided the platform allows all trustees to participate in the meeting concurrently. A trustee will be deemed present for purposes of quorum and voting if the trustee is online.

Notice of meetings

79. Written notice of the date, time, and place of a trustee committee meeting must be given to each trustee. If the meeting is to take place on an electronic platform, the notice must also contain the information necessary to access the electronic platform.

Procedure at meetings

80. The chairperson must preside over all trustee committee meetings in accordance with the procedure established by the trustee committee (if established as contemplated in paragraph 74 above). If no procedure has been established, the chairperson may preside over the meeting as she sees fit.

81. If the chairperson is not present at a trustee committee meeting after 5 (five) minutes have passed since the meeting was supposed to start, the secretary must preside over the meeting. If the secretary is also not present, the members present may elect a chairperson for the meeting.

Minutes of trustee committee meetings

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82. The secretary must take minutes of all trustee committee meetings. If a trustee committee meeting is recorded, the secretary must still prepare minutes of the meeting and present them at the next trustee committee meeting for approval. Minutes may be taken and stored electronically.

83. Minutes do not have to reflect the meeting verbatim. However, the minutes must indicate how many trustees voted for and against a proposed decision, and how many abstained.

84. A trustee may insist that the minutes show how she voted.

85. A signed minute of a trustee committee meeting must be available within 30 (thirty) days after the meeting took place.

Quorum

86. At least 3 (three) committee members must be present before any trustee committee meeting may commence

87. At least 3 (three) committee members must be present before the trustee committee may take decisions.

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Office and accompanying duties

88. The duties of the chairperson shall be –

88.1. to convene trustee committee meetings;

88.2. to preside over all trustee committee and general meetings and maintain order;

88.3. during general meetings, to grant speaking rights to members, maintain order, refuse access to persons not entitled to attend the general meeting, and request persons who disrupt such meetings to leave, ignoring their presence and vote for the purposes of a valid vote and quorum;

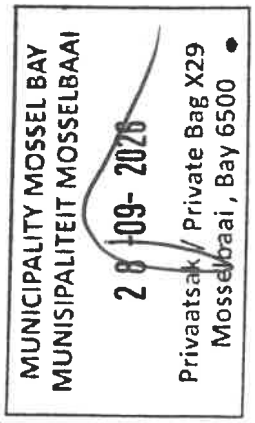
88.4. during trustee committee meetings, to grant speaking rights to trustees, refuse access to persons not entitled to attend the trustee committee meeting, maintain order, and request persons who disrupt such meetings to leave;

88.5. to certify minutes and extracts from minutes as a true and correct account of the underlying meeting or minutes;

88.6. to prepare an annual report for submission to members at a general annual meeting;

88.7. to perform such duties as imposed on her by the trustee committee.

89. The duties of the secretary are –



89.1. to perform the duties of the chairperson if the chairperson is unavailable;

89.2. to take minutes of all trustee committee meetings;

89.3. to prepare written decisions or extracts from the minutes of a meeting;

89.4. to maintain and securely keep the minute books and a register of decisions;

89.5. to perform such duties as imposed on her by the trustee committee.

90. The duties of the treasurer are –

90.1. to ensure that the financial transactions of the Association are recorded and audited;

90.2. to have financial statements for the Association prepared by an independent accountant;

90.3. to perform such duties as imposed on her by the trustee committee.

Remuneration of trustees and possible conflicts of interest

91. Trustees are not entitled to any remuneration for fulfilling their duties as trustees.

92. Trustees may be reimbursed for all reasonable and legitimate expenses incurred in fulfilling their duties as trustees.

93. The trustee committee may not appoint a member as an employee.

94. Tenders to members

94.1. A member may not do business with the Association unless the business was approved by the trustee committee following a tender process.

94.2. The trustee committee must notify all members of an opportunity to do business with the Association and invite members to tender for such business.

94.3. The criteria for awarding a tender must be stipulated in the notice and invitation to tender.

94.4. The successful applicant(s) will be appointed as independent contractor(s).

HOUSE RULES AND ARCHITECTURAL GUIDELINES

95. The house rules that the trustee committee may propose for adoption (as contemplated in paragraph 43.5.1 above) may cover –

95.1. a minimum standard of behaviour that members must be observe in their conduct among themselves, as neighbours, or when using or visiting the common area;

95.2. prohibited conduct in the common area;

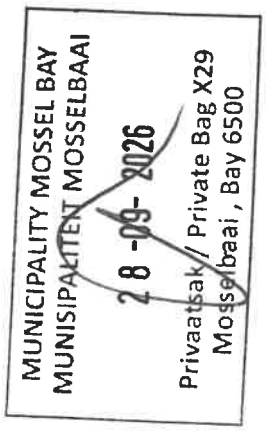
95.3. how many people may occupy a property;

95.4. keeping of pets;

95.5. how many people may be on a given erf regardless of the reason;

95.6. renting of homes and outbuildings (whether short- or long-term);

95.7. regulation of gatherings;



95.8. a penalty schedule determining disciplinary consequences if the house rules are breached.

96. Members may send proposals for amendment of the house rules to the trustee committee. Upon receipt, the trustee committee must acknowledge receipt of the proposal and indicate when the proposed house rule will be submitted to the Association for consideration and voting.

97. Members may send proposals for amendment of the architectural guidelines to the trustee committee. The proposal must be accompanied by drawings and photos (where possible) as well as a description of the proposed materials or building techniques.

Penalty schedule

98. The Association may adopt a penalty schedule intended to discourage breaches of the house rules, architectural guidelines, and other provisions of this constitution.

99. The establishment of a penalty schedule, as well as any amendments or repeal thereof, must be adopted by members through a majority decision taken at any general meeting.

100. A penalty is a debt payable to the Association only after the disciplinary subcommittee has imposed it.

BREACH OF THE PROVISIONS OF THIS CONSTITUTION

101. The trustee committee must establish an ad hoc disciplinary subcommittee to assess breaches of this constitution and determine an appropriate disciplinary sanction in accordance with an accepted penalty schedule. Such a subcommittee will only exist (and be formed from time to time) to adjudicate a specific breach, after which it will dissolve.

102. Each ad hoc disciplinary subcommittee must consist of 3 (three) members. The trustee committee may appoint 2 (two) of the subcommittee members and the accused member may appoint the other subcommittee member.

103. A member is entitled to bring an alleged breach of this constitution to the attention of the trustee committee. The trustee committee must then investigate the alleged breach, and if there is prima facie evidence that a breach has occurred, the trustee committee must refer it to a disciplinary subcommittee for adjudication and determination of a disciplinary sanction.

104. The trustee committee must notify a member who allegedly breached a provision of this constitution in writing of the alleged breach and appoint a date on which the disciplinary subcommittee will hear the alleged breach.

105. The disciplinary subcommittee may follow any procedure it deems fit provided that –

105.1. the subcommittee allows the accused member, if she so chooses, to be represented by a fellow member. However, a member is not entitled to legal representation unless the legal representative is also a member;

105.2. the accused member was notified of the alleged breach;

105.3. the accused member receives at least 7 (seven) days' notice of the charge and proceedings;

105.4. the accused member is given an opportunity to present her side of the case.

106. If a trustee is accused of a breach, that trustee must recuse herself as trustee pending the outcome of the subcommittee's process. The trustee committee must appoint an ad hoc member to the trustee committee to fulfil this trustee's duties until the subcommittee has finalised the disciplinary proceedings.

107. If the majority of the disciplinary sub-committee votes in favour of a decision finding that a member breached this constitution, the trustee committee must impose the penalty prescribed by the accepted penalty schedule.

108. The trustee committee may enforce the provisions of this constitution on behalf of the Association by obtaining a court order where imposing a penalty does not sufficiently protect the Association's rights.

109. Any member may, in terms of the provisions of the Community Schemes Ombud Service Act, No. 9 of 2011, refer a dispute to this Ombud for adjudication.

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GENERAL MEETINGS OF THE ASSOCIATION

110. The Association will have 2 (two) types of general meetings during which binding decisions may be taken –

110.1. an annual general meeting during which the business mentioned in paragraph 112 below must be dealt with; and

110.2. a special general meeting during which any other business may be dealt with.

The annual general meeting

111. The Association must hold at least 1 (one) annual general meeting in a financial year within one month after the audit report becomes available.

112. At the annual general meeting, the following business must be dealt with –

112.1. approval of the minutes of the previous annual general meeting, as well as the minutes of any special general meeting(s) held since the last annual general meeting;

112.2. presentation and consideration of the trustee committee's annual report;

112.3. consideration of any business placed on the agenda by members or the trustee committee, together with the resolution to be proposed by the member or the trustee committee;

112.4. consideration and approval of the Association's financial statements for the previous financial year and consideration and adoption of the Association's auditors' report;

112.5. consideration, adoption, or rejection of the budget and the proposed general levy for the next financial year;

112.6. consideration and determination of the remuneration of the auditors for the Association's previous financial year;

112.7. appointment of auditors for the forthcoming financial year;

112.8. acceptance or rejection of amendments to the house rules or architectural guidelines;

112.9. election of new trustee committee members.

Notice of the Annual General Meeting

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113. The trustee committee must determine the date, time, and place of an annual general meeting and must send a notice thereof to every member. Such notice must be sent at least 21 (twenty-one) days before the annual general meeting is to take place.

114. The notice of any annual general meeting must –

114.1. indicate that an annual general meeting is being convened;

114.2. state the date, time, and place where the annual general meeting will be held;

114.3. include an agenda indicating the business to be discussed, along with a general description of such business;

114.4. comply with the provisions of paragraph 121 below if one or more special resolutions will be presented for adoption at the annual general meeting.

Quorum

115. Before any annual general meeting may begin, at least 20% of all members of the Association must be present. If this quorum is present, the annual general meeting may commence regardless of whether a special resolution is to be tabled. The special resolution itself, however, remains subject to the requirements for a special resolution.

116. If within 30 (thirty) minutes after the scheduled start of an annual general meeting, a quorum is not present, the meeting must be adjourned for 7 (seven) days at the same time and place. If at such adjourned meeting a quorum is still not present, the members then present will constitute a quorum.

The Special General Meeting

117. There is no limit on the number of special general meetings that may be held.

118. The trustee committee –

118.1. may call a special general meeting at any time if it deems such a meeting necessary;

118.2. must call a special general meeting if at least one-third of all the Association's voting members request in writing that a special general meeting be convened.

Notice of Special General Meeting

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119. The trustee committee must determine the date, time, and place for a special general meeting and must send a notice thereof to every member. Such notice must be sent at least 21 (twenty-one) days before the meeting.

120. The notice of a special general meeting must –

120.1. indicate that a special general meeting is being convened;

120.2. state the date, time, and place where the special general meeting will be held;

120.3. include an agenda indicating the business to be discussed, along with a general description of such business;

120.4. comply with the provisions of paragraph 121 below if one or more special resolutions will be presented for adoption.

121. When one or more special resolutions are to be presented for adoption at a meeting, the notice must also state –

121.1. the state of affairs and its current effect;

121.2. why the proposed special resolution is necessary and how it will change the state of affairs;

121.3. the proposed final wording of the special resolution(s).

Quorum

122. Before any special general meeting may begin, at least 20% of all members of the Association must be present. If this quorum is present, the meeting may commence regardless of whether a special resolution is tabled. The special resolution itself remains subject to the requirements for a special resolution.

123. If within 30 (thirty) minutes after the scheduled start of a special general meeting, a quorum is not present, the meeting must be adjourned for 7 (seven) days at the same time and place, and the trustee committee must notify all members of the adjourned meeting. If at such adjourned meeting a quorum is still not present, the members then present will constitute a quorum.

Provisions that apply to both annual and special general meetings

124. If short notice of a general meeting is given but a quorum is present and the short notice is approved by a majority resolution, the general meeting will be deemed duly convened and binding and enforceable resolutions may be taken.

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125. No general meeting will be invalid, and no resolution taken at such a meeting will be invalid merely –

125.1. because notice of the meeting or any resolution proposed thereat was inadvertently not given to a particular member or members;

125.2. because any document required by the constitution to be presented to members was inadvertently not so presented; or

125.3. because a notice or such document sent to a member was not received by that member, provided the trustees can show that an attempt was made to send the notice to the relevant member.

Decisions of the Association

126. Except for resolutions requiring a special resolution (as provided by this constitution), all other decisions of the Association must be supported by a majority of members present at a general meeting before becoming binding and effective.

127. A member has 1 (one) vote for each erf owned.

128. Where an erf is jointly owned, the owners collectively have only 1 (one) vote, which may be exercised by one of the owners as a member.

129. A member who is not a voting member may attend the general meeting, but such presence will not count toward quorum, and such a member may not cast a valid vote.

Procedure at general meetings

130. The chairperson of the trustee committee must preside over all general meetings. If the chairperson is absent, the secretary must assume this role. If the secretary is also absent, the members present must elect a chairperson for the meeting, who will have all the rights and duties of the chairperson.

Adjourned Meetings

131. The chairperson may adjourn any general meeting if the meeting so resolves. If the meeting is adjourned for longer than 10 (ten) days, the trustee committee must notify all members in writing of the date, time, and place to which the meeting has been adjourned.

132. At an adjourned meeting, only business not concluded at the previous meeting may be dealt with.

Proxy to Vote on Behalf of a Member

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133. A member may be represented at a general meeting by another person. Such a representative need not be a member of the Association.

134. However, the member must authorise the person in writing to represent them at the general meeting. The proxy –

134.1. must be signed by the member. In the case of a company, trust, or association, the proxy must be accompanied by a resolution authorising a director or officer to sign it;

134.2. need not be in a specific form, but must at least identify the member and the representative by their respective names;

134.3. will only be valid for 12 (twelve) months from the date it was given.

135. A representative may not represent more than 4 (four) members.

136. The proxy and, if applicable, the supporting document proving the authority of the person granting it, must be submitted to the trustee committee before the start of the general meeting (or adjourned meeting) at which the representative intends to act.

GOLF CLUB

137. The Association may establish, own, and manage a golf club accessible to non-members.

138. The golf club will have its own constitution, that must be subject to the provisions of this constitution.

139. The Association will be the controlling body of the golf club, known as the Dolphins Creek Country Estate Golf Club.

140. The Golf Club Committee will act as an advisory body to the Association and its members on all operational matters relating to golf activities, but the Association will not be bound by such advice or decisions.

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141. The Golf Club Committee will consist of –

141.1. a chairperson appointed by the Association;

141.2. 4 (four) further members elected from the golf club membership.

142. The Association is exempt from, and will not accept or incur, any liability for property damage, injuries, or any other claims arising from or related to golf balls reasonably used in the normal playing of golf.

DELIVERY OF NOTICES AND LEGAL PROCESSES

143. The trustee committee may, from time to time, determine what contact details of members are required for communication.

144. All members must provide their contact details to the trustee committee.

145. By providing contact details, a member consents to receiving from the trustees committee, notices, letters, legal processes, and similar communications, using such contact details, on behalf of the Association.

146. If no contact details are provided, notices, letters, legal processes, and similar communications may validly be delivered to any erf owned by the member.

AMENDMENT OF THE CONSTITUTION

147. An amendment to this constitution, not otherwise provided for herein, may only be made if adopted by special resolution at a general meeting of the Association.

148. Within 30 (thirty) days after any amendment was adopted, the trustee committee must submit the amended constitution to the local authority for approval if required by applicable legislation.

149. The approval of any amendment will only take effect on the date that it is approved by the local authority.

DISSOLUTION OF THE ASSOCIATION

150. The Association may only be dissolved by the local authority as provided in section 30 of the Mossel Bay Municipal Land Use Planning By-law, 2021 or any successor thereto.

151. Upon dissolution, the Association's assets will be liquidated to settle its liabilities. Any remaining funds must be transferred to a similar association of persons enjoying exemption from income tax under section 10(1)(e)(iii) of the Income Tax Act, 58 of 1962.

