



Riverhill Estate

ERF 1275, WILDERNESS

HOME OWNERS CONSTITUTION

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1. **DEFINITIONS**

In this constitution, unless inconsistent with or otherwise indicated by the context:-

1.1	"association"	means the Riverhill Estate Home Owners Association;
1.2	"communal property"	means all communal property (if any) forming part of the Development;
1.3	"constitution"	means this constitution as now drawn or as amended from time to time;
1.4	"the Developer"	means IMT Property (Pty) Ltd, Registration Number 2002/017405/07;
1.5	"the Development"	means the property development known as "the Riverhill Estate" situated on the bulk land situated at Remainder Erf 1275 Wilderness
1.6	"erf"	means any of the erven which forms part of the Development;
1.7	"general meeting"	means a general meeting of the Association, including the Annual General Meeting;
1.8	"member"	means a member of the Association in terms of the constitution;
1.9	"officer(s)"	means officers of the Association, and shall be deemed to include any reference to trustee(s) of such Association in this Constitution and/or any other document making reference to the Association;
1.10	"owner"	means IMT Property (Pty) Ltd, also being the Developer.

2. FORMATION

- 2.1 There is hereby constituted a voluntary Association having the name, objects and powers herein set out.
- 2.2 The Association does not constitute a partnership.
- 2.3. This Home Owners Association is constituted in terms of Section 29 of the George Municipality Land Use Planning By-law, 2023

3. NAME

The name of the Association is the RIVERHILL ESTATE HOME OWNERS ASSOCIATION.

4. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business which the Association is to carry on is to control the character and architectural standards of buildings and other structures to be erected in the Township to be known as RIVERHILL ESTATE, in the Municipality and Division of George, Western Cape Province, and to administer the security in and relating to the said township and to devise and issue and thereafter vary, alter, retract or add to rules and regulations inter alia for the administration and control of properties and the owners and occupants of properties in the said townships and of the movement of vehicular traffic in the townships and the use of streets and open spaces in the townships, as well and other related matters or other matters which the Association deems appropriate, all the foregoing to the extent that it is legally possible. The Association will also be entitled to acquire (by any causa) and hold and/or lease or let out or dispose of other immovable property. In order to attain the aforesaid purposes, the Association is entitled and obliged to levy contributions from its members of such amounts and so regularly as the office bearers of the Association shall determine.

5. MAIN OBJECTIVE

The main objective of the Association is to protect the communal interests of owners, occupants and other users of erven in the township to be known as RIVERHILL ESTATE, in the Municipality and Division of George, Western Cape Province.

6. MEMBERSHIP

6.1 The first members of the Association, as nominated by the Developer, shall be:

CHRIS SURTEES

THERESA SURTEES

6.2 The following condition or such other similar condition as may be approved and/or required by the Registrar of Deeds, shall be embodied in the Deed of Transfer relating to each Erf resulting from the Development as a condition of title:

“The property shall not be transferred without the written consent of the RIVERHILL ESTATE HOME OWNERS’ ASSOCIATION, of which the Transferee and his successors in title shall be a Member.”

Such consent shall not be withheld provided that:

6.2.1 the Registered Owner of the Erf in question has fulfilled all his financial obligations to the Association in terms of this Constitution, both in respect of the Erf being transferred and any other Erven that are registered in the name of such Registered Owner; and

6.2.2 the Agreement of Sale concluded between the Registered Owner and such purchaser of the said Erf contains the following contractual provision:

“The Purchaser shall, if he elects to take transfer of the Erf be required to remain a member of the Association consisting of all Registered Owners of Erven in the Development, and be subject to the Constitution and Rules and Regulations governing the said Association. The Purchaser

further acknowledges that his successors in title shall be similarly obliged to become and remain a member of the said Association.

- 6.3 Every party who receives transfer of an erf in the township will upon registration of transfer automatically become a member of the Association and be bound to the rules and regulations promulgated by the Association. If the party taking transfer is not a natural person, it will be obliged prior to transfer to nominate a natural person to represent it and to notify the Association of the full names, street address and postal address of the said representative, failing which the Association may choose the identity of the representative from amongst the directors, members, trustees, partners or other similar office bearers of the owner.
- 6.4 Every party who shall have become a member of the Association shall automatically cease being a member as soon as such party ceases being the registered owner of an erf in the township.
- 6.5 The Developer shall be a member of the Association until the owner of the bulk land no longer owns any stands in the township and shall at meetings of the Association be entitled to one vote for every stand registered in the name of the owner of the bulk land.
- 6.6 Subscribers to the Association shall be deemed to be agents of the developer and shall be entered as such in the Association's register of members in respect of the erven held by the Developer from time to time.
- 6.7 Where an erf is owned by more than one party, all the registered owners shall jointly be deemed to be one member of the Association and shall together have the rights of one member of the Association, shall jointly and severally be liable for the member's obligations and shall jointly exercise one vote at meetings of the Association.
- 6.8 A registered owner may not resign as a member of the Association.

7. CERTIFICATES

Certificates of membership may be issued under the authority of the officers in such manner and form as the officers may determine from time to time.

8. GENERAL MEETINGS AND PROCEEDINGS THEREAT

- 8.1 Subject to the proviso that a general meeting of the members shall be held within 6 (Six) months after the end of each financial year as the Association's Annual General Meeting, general meetings shall be held at such times and places as may be determined by the officers. An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 15 (Fifteen) business days' notice in writing and any other general meeting shall be called by not less than 10 (Ten) business days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given and it shall specify the place, the date and the hour of the meeting and shall state the general nature of the business to be transacted at such meeting. Notice shall be given to all officers and members of the Association. A meeting of members shall, notwithstanding the fact that it is called by shorter notice than that specified above in this clause, be deemed to have been duly called if it is so agreed by not less than 51% (Fifty One percent) of the members having a right to attend and vote at the meeting. The officers may, whenever they deem it fit, convene a general meeting.
- 8.2 The Annual General Meeting shall deal with the consideration of the annual financial statements, the election of officers, the noting of the levy in respect of which such Annual General Meeting takes place, the appointment of an auditor and may deal with any other business laid before it. All business laid before any other general meeting shall be considered special business.
- 8.3 At every general meeting, which can only be convened by the officers or by 51% (Fifty One percent) of the members:
- 8.3.1 every member present in person or by proxy and entitled to vote, shall have one vote for each erf registered in his/her name;
 - 8.3.2 if an erf is registered in the name of more than one party, then all such co-owners shall jointly have one vote. The developer shall have one vote in respect of each property remaining registered in the name of the owner of the bulk land, even after the sale of such property but before it shall have

been transferred to the purchaser thereof. No person other than a member, duly registered and who shall have paid every levy and other sum due by it to the Association, shall be entitled to be present or to vote at any general meeting. No objection shall be raised to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is cast and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

- 8.4 A member shall be entitled to appoint a proxy to attend, speak and vote (whether on a show of hands or on a poll) in his/her stead at any general meeting or adjourned meeting. A proxy, together with the original or a notarially certified copy of any power of attorney or other authority under which it is signed, must be lodged with the Association at least 24 (Twenty Four) hours prior to the commencement of the meeting or adjourned meeting concerned, but the officers may from time to time determine that such documents:
- a) are to be lodged at a particular place; or
 - b) are to be lodged a certain number of hours not exceeding 48 (Forty Eight) hours prior to the meeting; or
 - c) may be lodged at any time before or during the meeting.

Notwithstanding the aforementioned, the chairman of the meeting may agree to accept a proxy tendered at any time before or during the meeting. A proxy shall be valid for an indefinite period unless it is stated on the proxy that it is only valid for a shorter period. The instrument appointing a proxy shall be in such format as the officers may determine from time to time and, failing such determination, it shall be in writing, shall reflect the full name of the giver of the proxy and the full name of the holder of the proxy, as well as the property registered in the name of the giver of the proxy, and shall indicate the resolutions in respect of which the proxy is to vote and whether the proxy is to vote in favour or against the resolution or to abstain. The proxy shall be signed by the giver thereof and his

- signature shall be dated and witnessed. The proxy must be a member of the Association.
- 8.5 Unless a general meeting determines that there shall be a greater quorum, a quorum for a general meeting shall be one third ($\frac{1}{3}$) of the members of the Association.
- 8.6 Should a quorum not be present within thirty minutes after the appointed time for a general meeting, the general meeting, if convened by or on a requisition of officers, shall be dissolved and in any other case shall stand adjourned to the same day (or if that day is a public holiday, the next business day) in the next week at the same time and place, and a quorum at the resumption of the general meeting shall be the members present in person or by proxy at that meeting.
- 8.7 The chairman or, failing him, a deputy chairman of the officers (or if more than one of them is present and willing to act, the most senior of them) shall be the chairman of each general meeting, provided that if no chairman or deputy chairman is present and willing to act, the members present shall elect one of the officers or, if no officer is present and willing to act, a member, to be chairman of that general meeting.
- 8.8 The chairman of a general meeting may, in his discretion, adjourn that general meeting from time to time.
- 8.9 It shall not be necessary to give notice of any adjournment of a general meeting.
- 8.10 No business shall be transacted at the resumption of any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- 8.11 At any general meeting, each member who is present in person, by authorised representative or by proxy shall have one vote on a show of hands or on a poll.
- 8.12 A member whose levy, imposed by the Association and which is due, is not fully paid up shall not attend nor vote at any general meeting of members.
- 8.13 At any general meeting of members a resolution put to the vote shall be decided by a show of hands, unless a poll is demanded by the majority of members present at that meeting.

- 8.14 On a show of hands at a general meeting a declaration by the chairman as to the result of the voting on any particular resolution and an entry to that effect in the minutes shall be conclusive proof of that result, without proof of the number or proportions of votes recorded in favour of, against and as abstaining from such resolution.
- 8.15 If a poll is demanded at a general meeting:-
- 9.15.1 on the election of a chairman or on an adjournment, the poll shall be taken immediately and in such manner as the general meeting determines, and a poll on any other question shall be taken at such time and in such manner as the chairman of the general meeting directs;
 - 8.15.2 the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded;
 - 8.15.3 the demand shall not preclude the general meeting from considering any question other than that on which the poll has been demanded unless the general meeting decides otherwise;
 - 8.15.4 the demand may be withdrawn at any time.
- 8.16 No objection shall be taken to the admission or rejection of any vote except at the general meeting at which the vote in dispute is cast, or, if it is adjourned, the resumption thereof. The chairman of that general meeting or resumed general meeting shall determine any issue raised by such objection and his determination shall be final and binding.
- 8.17 A resolution in writing signed by all members entitled to receive notice of and to attend and vote at a general meeting shall be as valid and effective as if it had been passed at a general meeting properly called and held. Any such resolution may consist of several documents, each of which may be signed by one or more members and shall be deemed to have been passed on the date on which it was signed by the last member who signed it, unless a statement to the contrary is made in that resolution.

9. **OFFICERS**

- 9.1 Unless otherwise determined by a general meeting, the number of officers shall be not less than two, nor more than five.
- 9.2 The first officers may be appointed by the developer and they shall hold office until the first annual general meeting of the Association when their term as officers shall terminate, but they shall be capable of re-election provided only that for so long as the owner is the registered owner of the majority of the properties in the Riverhill Estate, the owner shall be entitled to appoint a majority of the officers.
- 9.3 A general meeting of the officers shall have the power from time to time to appoint anyone as an officer, either to fill a vacancy in the officers or as an additional officer provided that the total number of officers shall not at any time exceed the maximum number fixed by or in accordance with this constitution, and the appointment of any officer so appointed shall cease at the conclusion of the next annual general meeting, unless it is confirmed at that annual general meeting.
- 9.4 The continuing officers may act, notwithstanding any vacancy in their number, but if and for so long as their number is reduced below the minimum number of officers required to act as such for the time being, the continuing officers may act only to:-
 - 10.4.1 increase the number of officers to the required minimum; or
 - 10.4.2 summon a general meeting for that purpose, provided that if there is no officer able or willing to act then any member may convene a general meeting for that purpose.
- 9.5 The officers shall not be paid any remuneration for their services as such.
- 9.6 The officers may be paid any travelling, subsistence and other expenses properly incurred by them in the execution of their duties in or about the business of the association and which are authorised or ratified by the officers.

10. ALTERNATE OFFICERS

10.1 Each officer may by notice to the Association:-

10.1.1 nominate anyone or more than one person in the alternative (including any of his co-officers) to be his alternate subject to the approval of the other officers of that alternate, which approval shall not be unreasonably withheld;

10.1.2 at any time terminate any such appointment.

10.2 The appointment of an alternate officer shall terminate:-

10.2.1 when the officer to whom he is an alternate officer-

10.2.1.1 ceases to be an officer; or

10.2.1.2 terminates his appointment; or

10.2.2 if the officers reasonably withdraw their approval to his appointment.

10.3 An alternate officer shall:-

10.3.1 only be entitled to attend or act or vote at any meeting of officers if the officer to whom he is an alternate is not present, provided that:-

10.3.1.1 he may attend a meeting of officers at which the officer to whom he is an alternate is present if the other officers agree thereto;

10.3.1.2 any person attending any meeting of officers as a officer in his own right and/or as an alternate for one or more officers shall have one vote in respect of each officer whom he represents, including himself if he is a officer;

10.3.2 only be entitled to sign a resolution passed otherwise than at a meeting of officers in terms of this Constitution if the officer to whom he is an alternate is then absent from the town in which the office is situate, or if incapacitated.

- 10.3.3 subject to the foregoing, generally exercise all the rights of the officer to whom he is an alternate in the absence or incapacity of that officer;
- 10.3.4 in all respects be subject to the terms and conditions existing with reference to the appointment, rights and duties and the holding of office of the officer to whom he is an alternate, but shall not have any claim of any nature whatever against the association for any remuneration of any nature whatever.

11. POWERS AND DUTIES OF THE OFFICERS

- 11.1 Subject to any limitation imposed by this Constitution, the management of the business and the control of the Association shall be vested in the officers who may exercise or delegate to any one or more persons all such powers and do or delegate to any one or more persons the doing of all such acts (including the right to sub-delegate) as may be exercised or done by the Association and are not in terms of the Act or by this Constitution expressly directed or required to be exercised or done by a general meeting, subject, nevertheless, to that management and control:-
 - 11.1.1 not being inconsistent with; and
 - 11.1.2 being in compliance with, any resolution passed by a general meeting. No such resolution passed by a general meeting shall, invalidate any prior act of the officers or any delegatee.
- 11.2 An officer shall not be liable (in the absence of any agreement to the contrary) to account to the Association for any profit or other benefit arising out of any contract entered into by the Association in which he is directly or indirectly interested.
- 11.3 An officer shall, if he has disclosed his interest (if it is material) in the relevant contract or arrangement:-
 - 11.3.1 be counted in a quorum for the purpose of a meeting of officers at which he is present to consider any matter, and

11.3.2 be entitled to vote in regard to any matter, relating to any existing or proposed contract or arrangement in which he is interested, other than a contract or arrangement regulating his holding of an office or place of profit under the association or a subsidiary of the Association.

12. DISQUALIFICATION OF OFFICERS AND TERMINATION OF OFFICERSHIP

An officer shall cease to hold office as such if he:-

- 12.1 gives notice to the association of his resignation as a officer with effect from the date of, or such later date as is provided for in, such notice;
- 12.2 absents himself from meetings of officers for six consecutive months without the leave of the other officers, and they resolve that his office shall be vacated, provided that this provision shall not apply to an officer who is represented by an alternate who does not so absent himself;
- 12.3 is given notice, signed by members holding in the aggregate more than 50% of the total voting rights on a poll of all members then entitled to vote on a poll at a general meeting, of the termination of his appointment.

13. PROCEEDINGS OF OFFICERS

13.1 The officers may:-

- 13.1.1 meet, adjourn, and otherwise regulate their meetings as they think fit and any director shall be entitled to convene or direct the secretary to convene a meeting of the officers;
- 13.1.2 determine what notice shall be given of their meetings and the means of giving that notice, provided that any such prior determination may be varied, depending on the circumstances and reasons for the officers' meeting in question.

13.2 Unless otherwise determined by the Association in general meeting, or by a meeting of the officers at which all the officers are present, the quorum necessary for the transaction of the business of the officers shall be a

majority of the officers for the time being in office. A resolution of officers shall be passed by a majority of the votes of the officers present at the meeting at which it is proposed.

- 13.3 The officers may elect a chairman and a deputy chairman or deputy chairmen of the officers and determine the period for which each is to hold office. If more than one deputy chairmen are elected, the officers shall, upon their election, determine the order of their seniority. At any meeting of officers, the chairman of the officers, or if he is not present or willing to act as such, the most senior deputy chairman present and willing to act as such, shall act as chairman. If no chairman or deputy chairman has been elected, or is present and willing to act as such, the officers present at any officers' meeting shall choose one of their number to be chairman of the meeting.
- 13.4 A resolution signed by officers (or their alternates, if applicable) whose number is not less than that of a quorum for a meeting of officers, and inserted in the minute book, shall be as valid and effective as if it had been passed at a meeting of officers. Any such resolution may consist of several documents, each of which may be signed by one or more officers (or their alternates, if applicable) and shall be deemed to have been passed on the date on which it was signed by the last officer who signed it (unless a statement to the contrary is made in that resolution).

14. EXECUTIVE OFFICERS

- 14.1 The officers may from time to time appoint one or more of the officers as executive officers or as managing officers of the Association, on such terms and conditions as may be determined by the officers from time to time.
- 14.2 The appointment of an executive officer or managing officer shall, without prejudice to any claim of any nature whatever which any such officer may have against the Association, cease if for any reason he ceases to be a officer.

15. DISTRIBUTION OF INCOME

Save as is provided in clause 16 below, no part of the income or property of the Association shall be distributed to its members, and same shall be applied solely towards the pursuit of the Association's objectives, provided that this clause shall not be construed as prohibiting the payment of expenses to officers, as provided for in clause 9.6 above.

16. WINDING-UP

If the Association is wound up, whether voluntarily or compulsorily, or dissolved, the assets remaining after payment of the liabilities of the Association and the costs of winding-up shall be distributed on a pro rata basis to the members.

17. INDEMNITY

17.1 Every officer, whether alternate, executive and/or management officer, as well as secretary and other officer of the Association and any person employed by the association as its auditor shall be indemnified out of the association's funds against all liability incurred by him/her in defending any proceedings (whether civil, criminal or otherwise) arising out of any actual or alleged negligence, default, breach of duty or breach of trust on his/her part in relation to the Association in which judgment is given in his favour or in which he is acquitted or in connection with any matter in which relief is granted to him by the court.

17.2 Every officer, servant, agent or employee of the Association shall be indemnified by the Association, against (and it shall be the duty of the officers to from the funds of the association pay) all costs, losses and expenses (including travelling expenses) which such person(s) may incur or become liable for by reason of any contract entered into or any act or deed done by such person(s) in the discharge of any of his/her/their respective duties.

18. NOTICES

18.1 Subject to the provisions of this Constitution, a notice shall be in writing and shall be given or served by the Association upon any member or officer either by hand delivery or by dispatching same by mail, properly addressed, to:-

18.1.1 a member at his address shown in the register of members, or if no such address is so recorded, then at the property owned by the member in the township;

18.1.2 a officer at his postal address shown in the officers' register.

18.2 A member may by written notice require the Association to record an address within the Republic which shall be deemed to be his address for the purpose of the service of notices.

18.3 Every notice to a member shall be deemed, until the contrary is proved, to have been received:-

18.3.1 if it is delivered to the member, on the date on which it is so delivered whether such delivery is to an address of which the member notified the Association or in the absence of such notice, then is delivered at the property owned by the member in the township;

18.3.2 if it is sent by post, on the seventh day after the date on which it is posted.

18.4 When a given number of days' notice or notice over any period is required to be given, the date on which it is deemed to be received shall not be counted in such number of days or period.

18.5 The failure or omission to give notice of a general meeting or of a meeting of officers or the non-receipt of or delay in transmission through the post of any such notice by or to any member or officer or director (as the case may be) shall not invalidate any resolution passed at any such meeting.

19. LEVIES IMPOSED ON MEMBERS

- 19.1 The Association, through its officers, shall levy contributions from its members in order to fund the Association's business and to attain its objectives.
- 19.2 The Association, through its officers, shall issue a written consent to transfer and a clearance certificate prior to registration of transfer to enable a member to transfer a property only if such member has paid all levies due to the Association.
- 19.3 In addition to the provision contained in clause 19.2 above, in the event of a member owning another property(ies) in the Development and such member being in arrears in any levies, fines and/or penalties due to the Association in respect of such other property(ies), then the Association may in its sole discretion refuse to issue the consent to transfer and clearance certificate (stipulated in clause 19.2 above) in respect of such member's property sold and being transferred until such member has also settled or sufficiently arranged settlement of all such other outstanding levies, fines and/or penalties with the Association.

20. COMMON AREA AND OPEN SPACE

- 20.1 Neither the whole nor any portion of the common area and open space of the Development shall be:
- 20.1.1 sold, let, alienated, subdivided, transferred or otherwise disposed of; or
- 20.1.2 mortgaged or encumbered; or
- 20.1.3 subjected to any rights of use, occupation or servitude, whether registered in a Deeds Registry or not (save those enjoyed by the Members in terms hereof);
- without the sanction of a Special Resolution of the Association.
- 20.2 The Association is hereby specifically empowered to acquire ownership and take transfer of the Erf or Erven comprising the Common Property

and, if applicable, the common area and open space (if any) from the Developer without compensation once the Developer has effected transfer of all Erven in the Development to registered owners.

- 20.3 The Association shall specifically authorize two (2) trustees or officers of the Association to sign all documents and perform all acts necessary to acquire ownership of the Erf or Erven comprising the Common Property and/or the common area and open space on behalf of the Association, by means of a Special Resolution.
- 20.4 The transfer of the Erf or Erven comprising the common area and/or open space shall be effected by the Developer's Attorneys, and all costs relating to such transfer shall be borne by the Developer.
- 20.5 The Association is wholly responsible for the management of the Public Open Space (conservation area) as guided by the Environmental Management Plan of the Development.

21. AMENDMENT TO CONSTITUTION AND RULES AND REGULATIONS

- 21.1 Any provision of the Constitution or the House Rules and regulations can only be amended by a 51% (Fifty One percent) majority vote of the members.
- 21.2 Any Architectural Guidelines) to the Development, which form a part of this Constitution, can only be amended by a vote approved by 80% (Eighty percent) of the members.

22. SIGNATURE

CHRIS SURTEES AND THERESA SURTEES by their signature hereto before the Notary Public,, hereby constitute the Association.

THUS DONE AND EXECUTED at _____ on this ____ day of _____ 2025.

QUOD ATTESTOR

NOTARY PUBLIC