



Driving Change and Good Governance through a Collective Voice

Constitution

Formally adopted during OCAN's Inaugural Annual General Meeting
held on 23 October 2025

Preamble

Against the backdrop of a sector that has imploded nationally, civil society must become involved in matters pertaining to local government or face the consequences of inaction.

Representing group interests, civil society organisations (CSOs) can be a catalyst for longer-term transformative change – by defending collective interests, demanding increased accountability, promoting comprehensive public participation, influencing decision-making, monitoring good governance and sound financial management, and sharing of information

CSOs play a critical role in addressing the gap between government and ordinary people to strengthen a democracy that supposedly ensures robust, accountable and effective partnerships and representation.

Constitution

1. ESTABLISHMENT IN TERMS OF STATUTE

The Overstrand Community Action Network (OCAN) is constituted as a Non-Profit Company (NPC). CIPC registration number 2024 / 646049 / 08.

2. INTERPRETATION

In this Constitution the following words shall have the following meanings assigned to them, unless otherwise determined by the context:

- a. 'Advisory Board' means the Executive Committee of OCAN
- b. 'AGM' means the Annual General Meeting
- c. 'Associated interest groups' means organised groups within civil society, which subscribe to the constitution and objectives of OCAN and who voluntarily wish to affiliate with OCAN with a view to assisting OCAN to achieve its objectives
- d. 'CIPC' means Companies and Intellectual Property Commission
- e. 'Day' means a calendar day unless otherwise stated.
- f. 'Financial Year' means the financial year of OCAN, which starts on 1 July each year and ends on 30 June of each year.
- g. 'Geographic Area' means the jurisdiction area of the Overstrand Local Municipality.
- h. 'Key issue' means an issue or practice that impacts citizens across ward boundaries, and which requires collective action. Examples include finance, governance and service delivery.
- i. 'Local Authority' means the Overstrand Municipality.
- j. 'Member' means an Overstrand-citizen who is entitled to be an OCAN-member in terms of clause 5 hereof
- k. 'NPC' means Non-Profit Company.
- l. 'OCAN' means the Overstrand Community Action Network.
- m. 'OM' means Overstrand Local Municipality.

- n. 'SGM' means a Special General Meeting.
- o. 'SME' means subject matter expert.
- p. 'Virtual meeting' means a meeting which is held via a technology platform.
- q. 'Year' means a financial year.

3. MAIN BUSINESS

- a. Representing ratepayers, residents and associated interest groups, the main business of OCAN is to exercise oversight and coordinate efforts to drive meaningful change, transparency and accountability within the Overstrand Municipality (OM) through a collective and legitimate citizen voice.
- b. OCAN's aim is to promote, advance, and protect the common interests of its constituency within the geographic area, with a special focus on sound financial management and good governance by the Overstrand Municipality.
- c. OCAN can own movable or immovable property and acquiring rights and obligations in its own name and of suing and being sued in its own name.
- d. OCAN's activities shall be conducted in a non-profit manner and with an altruistic intent.
- e. No activity of OCAN will directly or indirectly promote the economic self-interest of any fiduciary of OCAN.
- f. At least three persons who accept fiduciary responsibility for OCAN, will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision-making powers relating to the organisation.
- g. The funds of OCAN will be used solely for the objectives for which it was established.
- h. On dissolution, the remaining assets shall be taken into possession by a liquidator, appointed by a Special General Meeting, who will discharge all liabilities incurred by OCAN and shall transfer all remaining assets thereafter to one or more society or association with objectives similar to those of OCAN.
- i. No resources will be used, directly or indirectly, to support, advance, or oppose any political party.

4. MAIN OBJECTIVES

OCAN's main objectives are:

- a. Represent the collective interests of ratepayers, residents and associated interest groups across the Overstrand (in respect of key issues)
- b. Exercise oversight of the OM's fiduciary duties and responsibilities
- c. Strategic campaigning on high-impact issues (unlawful decisions, wasteful expenditure, irrational rates and tariff increases, poor service delivery, lack of accountability, transparency)
- d. Engage the OM to gain a perspective on development, financial management and related affairs
- e. Perform IDP and budget reviews, address areas of concern and make constructive contributions

- f. Challenge the mismanagement of resources and report maladministration and corruption to the appropriate investigative authorities
- g. Challenge the OM when property valuations, rates and tariff increases are excessive
- h. Provide strategic support and advice in areas where the OM may require input from civil society
- i. Collectively influence decision-making and policy setting
- j. Conduct benchmark research
- k. Facilitate educational sessions (webinars or in-person) relating to Local Government for OCAN-stakeholders
- l. Perform an annual electronic stakeholder satisfaction survey of the OM's performance (against key metrics)

5. MEMBERSHIP

- a. Any supporter, who makes a financial contribution of whatever kind, automatically becomes a member of OCAN for the duration of the financial year during which the voluntary contribution was made.

6. MEMBERSHIP FEES AND VOTING RIGHTS

- a. Any supporter, who becomes an OCAN-member by virtue of a voluntary financial contribution, will have voting rights.

7. TERMINATION OF MEMBERSHIP

A member shall *ipso facto* cease to be a member of OCAN upon:

- a. Voluntary resignation
- b. Death
- c. No longer owning or leasing property in the Geographic Area
- d. A resolution by the Advisory Board relating to frivolous demands or vexatious behaviour on the part of the member.

8. ELECTION OF ADVISORY BOARD MEMBERS

- a. Members of the Advisory Board shall be elected at an AGM to serve for three years.
- b. Retiring members may offer themselves for re-election for a further term of two years.
- c. Candidates standing for election to the Advisory Board shall be nominated in a written document, signed by two members as proposer and seconder.
- d. The written nominations together with a letter of acceptance shall be lodged with OCAN at least ten days before the date of the AGM.
- e. Candidates shall accept their nomination in writing.
- f. If more nominations are submitted than existing vacancies, an election shall be held by ballot at the AGM.
- g. An Advisory Board member, who by reason of having submitted or been awarded a tender for consulting with, or contracting to the Overstrand Municipality, and/or who

receives or expects to receive some benefit or remuneration from the OM, shall immediately notify the Board in writing of such conflict of interest and shall resign from the Board. Should the conflict-of-interest situation no longer exist, the Board, on receiving written notification to this effect, may at its discretion co-opt the member back on to the Advisory Board.

9. ROLE OF THE ADVISORY BOARD

- a. The management and control of OCAN is vested in the Board, which shall have full power to take whatever steps it considers necessary in pursuance of OCAN's main objectives.
- b. The Board shall consist of no more than eight members. The Board shall elect a Chairperson from its members to serve until the next AGM. The election of a Vice-Chairperson shall be at the discretion of the Board.
- c. The Board shall draw on the voluntary pro bono services of members and supporters to provide administrative or technology support and data-analysis services.
- d. The Board may appoint a member or members to fill any vacancy on the Board that may occur during the year. Such appointments shall only extend until the next AGM.
- e. The Board may appoint SME work streams for specific projects, or to make specialist contributions, for such a period as the Board may decide, but for a period no longer than until the next AGM.
- f. The Board shall decide on how funds are to be invested.
- g. The Board shall receive and consider suggestions and complaints put forward by members.
- h. The Board may appoint members to represent it at meetings, or functions of other institutions.
- i. The Board shall be the 'face' of OCAN and interact with the Overstrand Municipality as and when needed.

10. FINANCIAL MANAGEMENT

- a. A suitably qualified professional shall submit quarterly statements of receipts and payments to OCAN.
- b. All drawings incurred in respect of necessary expenses shall be in accordance with the limits of authority policy approved by the Board.
- c. Annual financial statements shall be prepared by a suitably qualified professional and separately checked and signed by the Chairperson, who shall vouch that to the best of their knowledge and belief, that these fairly present the financial position of OCAN and the results of its operations for the year then ended.

11. ADVISORY BOARD MEETINGS

- a. The Board shall meet as and when needed to transact the business of OCAN.
- b. Given OCAN's virtual operating model, these meetings will happen via a technology platform.
- c. Special meetings may be called by the Chairperson, or upon request of at least three Board members.

- d. Fifty percent of Board members shall form a quorum.
- e. A Board member who absents himself/herself from three consecutive Board meetings without apology shall cease to be a member of the Board.

12. DUTIES AND POWERS OF THE CHAIRPERSON

- a. The Chairperson shall, at meetings, have a deliberative vote and, in the event of an equality of votes, may exercise a casting vote.
- b. In the event of the absence of the Chairperson from a meeting, the meeting must appoint a Chairperson for that meeting only.

13. LIABILITY OF BOARD MEMBERS

- a. No member of the Board shall be liable to OCAN, or to any of its members or third parties for any loss or damage arising directly or indirectly out of, or flowing from any act or omission of OCAN, or its Board members, unless same was caused by bad faith or gross negligence of that Board member.
- b. OCAN shall indemnify and hold harmless all Board members in respect of any loss or damage arising either directly or indirectly out of, or flowing from any act or omission on the part of a Board member carried out in the course and scope of his/her activities as a Board member, unless same was caused by bad faith or gross negligence.

14. REPRESENTATION ON THE WARD COMMITTEE SYSTEM

- a. OCAN will not form part of the Municipal Ward Committee System.
- b. Acting as an umbrella organisation that operates across all 14 municipal wards, OCAN will seek membership of OMAF (Overstrand Municipality Advisory Forum).

15. ANNUAL GENERAL MEETINGS

- a. OCAN's AGM shall be held within three months following the end of OCAN's financial year, unless circumstances necessitate a change of date.
- b. The meeting will be conducted via a virtual platform.
- c. Notice of the date and time of the AGM, together with an Agenda for the meeting and a copy of the Minutes of the previous AGM and of the Chairperson's Report, shall be available on OCAN's website at least twenty-one days prior to the meeting. The meeting may also be advertised in the press and/or in such other manner as the Board deems fit.
- d. Twenty members present at a virtual meeting, shall form a quorum at an AGM. If there is no quorum, the meeting cannot proceed and must, there and then, be postponed to a date at least one week hence, and no more than three weeks hence, when it will reconvene as a Postponed AGM. All members will be notified of the date and time of the Postponed AGM within five days of the Proposed AGM in such manner as the Board deems adequate.
- e. Once an AGM has been found to have a quorum and the meeting has commenced, the transaction of business may continue regardless of whether the specified number of members forming that quorum remains present, or not.

- f. The report by the Chairperson and the annual financial statements for the past year shall be submitted for acceptance by those members present at the AGM.
- g. The annual financial statements, if accepted by the members attending the AGM, will not be required to be submitted for audit; if not accepted, the members present shall decide upon and appoint an auditor, and the accounts shall be submitted to the appointed auditor for auditing.

16. SPECIAL GENERAL MEETINGS (SGM)

- a. An SGM may be convened at any time by the Board, or upon receipt of a written request signed by at least fifteen members.
- b. Notice of the date and time shall be given at least fourteen days before the meeting, in such manner as the Board deems adequate.
- c. Fifteen members present at a virtual meeting shall form a quorum at an SGM. If there is no quorum the meeting cannot proceed and must, there and then, be postponed to a date at least one week hence, and no more than three weeks hence, when it will reconvene as a Postponed SGM. All members will be notified of the date and time of the Postponed SGM within five days of the Proposed SGM in such manner as the Board deems adequate.
- d. Once a SGM has been found to have a quorum and the meeting has commenced, transaction of business may continue, regardless of whether the specified number of members forming that quorum remains present.
- e. The business transacted at an SGM shall be restricted to the business set out in the notice of the meeting.

17. COMMUNICATION and SURVEYS

- a. The Board shall produce e-newsletters and conduct e-surveys (including pulse surveys and flash polls) as and when deemed necessary.
- b. OCAN shall employ technology for ease of communication (e.g. WhatsApp Groups, e-mail broadcasts, website postings) and to increase its reach.

18. PROXY VOTES – AGMs and SGMs

- a. The name of a proxy, signed by the appointer or his/her duly authorised agent, shall be submitted via e-mail to OCAN not less than forty-eight hours prior to the meeting at which the proxy who has been named proposes to vote.

19. AMENDMENT OF THE CONSTITUTION

- a. Any member wishing to propose an amendment to the Constitution shall submit its proposal via e-mail to the Chairperson, by no later than thirty days prior to the AGM or an SGM. Such a proposal shall be supported by at least two additional members.
- b. The Board may submit proposals for amendments to the Constitution to the AGM or to an SGM convened for that purpose.
- c. No amendment to the Constitution shall be made without the consent of at least two-thirds of the members present at the AGM, the SGM, or at the Postponed AGM or Postponed SGM convened for that purpose.