

MEMORANDUM OF INCORPORATION

OF

GLENVISTA AND NEW SOUTH RESIDENTS ASSOCIATION (NPC)

Registration Number of Company: 2013/148817/07

(hereinafter referred to as the “Company”)

A. ADOPTION OF MEMORANDUM OF INCORPORATION

This Memorandum of Incorporation was adopted by the members of the **GLENVISTA AND NEW SOUTH RESIDENTS ASSOCIATION (NPC)** by Special Resolution of its members on the **16th of JANUARY 2017**.

This Company is a Non-Profit Company with no shareholding or issued share and with members and elected Directors in terms of the Companies Act of 2008.

1. NAME OF ASSOCIATION

1.1. The name of the Association is:

“Glenvista and New South Residents Association (NPC)”

Hereafter referred to as **“GANSRA”**.

2. GANSRA OBJECTIVES

2.1. The objectives of the GANSRA are:

2.1.1. To assist the authorities in the maintenance of peace, security and the well-being of all residents in the Glenvista and New South Areas;

- 2.1.2. To carry out or arrange the provision of all legal measures deemed feasible and necessary to reduce crime and establish and maintain relative security procedures in accordance with the needs and wishes of the residents in the area;
- 2.1.3. To work in close co-operation with the SAPS, CPF and any other body to achieve the objectives herein;
- 2.1.4. To assess the needs of the Glenvista and New South community and act thereon;
- 2.1.5. To promote strong community spirit, co-operation and awareness;
- 2.1.6. To suggest and promote improvements in policy and administration and to promote or oppose policy making or other regulations affecting GANSRA or any of its members or to contribute to the promotion or the opposing thereof;
- 2.1.7. To provide a platform for the exchange of information on local matters relevant to the residents of Glenvista and New South;
- 2.1.8. To watch over, promote and protect the interests of its members and to oppose any matter deemed detrimental thereto;
- 2.1.9. To represent the collective views of its members to related bodies, public authorities and other interested organizations or persons;

- 2.1.10. To keep itself informed of the affairs of the Johannesburg City Council and Metropolitan Municipality and other public bodies, especially on matters which affect property owners and/or residents in Glenvista and New South;
- 2.1.11. To instill in councilors and public officials an awareness of the wishes and needs of the residents of Glenvista and New South;
- 2.1.12. To protect, preserve and enhance the environment of the area in keeping with its present and open natural character, including all trees, flora and fauna which shall also include supporting the protection and maintenance of conservation, worthy buildings and other structures and natural resources and shall include all things which contribute to a sense of place; and further; to maintain the cultural and aesthetic integrity of the built environment; and
- 2.1.13. Propagate a positive change in attitude within the community.

3. **DECLARATION**

- 3.1. It is hereby specifically declared and recorded that nothing in the above, or any function or activity executed by GANSRA, shall in any way be construed or meant to be contradictive or incompatible with the provisions of policies or regulations as promulgated by Local Authorities, and shall not interfere or replace any order and control of another functional authority which has been established in accordance with such policy or regulation.

- 3.2. It is furthermore declared that the GANSRA does not directly provide security services and thus has no responsibility or liability (potential or otherwise) in this regard.
- 3.3. It is hereby further specifically declared and recorded that the members of GANSRA waive and abandon any claim against GANSRA, its Committee, officers and employees and/or agents, for any all and any loss or damage of whatsoever nature, which the member may at any time sustain or incur by reason of having participated in GANSRA or as a result of GANSRA performing its duties in terms of this Memorandum.

4. **DEFINITIONS**

- 4.1. For the purpose of this Memorandum:
 - 4.1.1. **“GANSRA”** – shall mean the body of residents concerned with the coordinated effort of ensuring the maintenance of peace, security and the prevention of crime in the neighbourhood and shall consist of all erven as detailed within ward 23 in the city of Johannesburg, Gauteng, South Africa. Any amendment to the area defined above must be approved by a quorum of committee members present at a monthly committee meeting.
 - 4.1.2. **“The Law”** – shall mean any statutory laws that may be applicable or any common-law principle in force.
 - 4.1.3. **“The Local Authority”** – shall mean the South African Police Services, Emergency Services, Metro Police, Municipal Services and shall for purposes hereof include the Johannesburg City Council and Municipality as well as any provincial arm of Government.

- 4.1.4. **“Member”** – shall mean a member of GANSRA who has paid all amounts due in terms of its policy and is in good standing.

5. **POWERS OF THE GANSRA**

- 5.1. The powers of the GANSRA shall be:
 - 5.1.1. To perform all such acts as are necessary or incidental to the carrying out of its objectives and the performance of its functions and duties in terms of this Memorandum including holding and alienating property;
 - 5.1.2. Taking, instituting and defending legal action if it deems necessary;
 - 5.1.3. To obtain annual subscriptions, donations, grants and all other revenues of GANSRA;
 - 5.1.4. To open and operate a bank account or accounts with any registered financial institution and to draw and accept cheques and other negotiable instruments and to invest monies of GANSRA for any of its purposes or commitments;
 - 5.1.5. To pay any person for services rendered or for goods and premises hired, or for necessary purchasers made in pursuance of the objectives of GANSRA;
 - 5.1.6. To appoint office bearers as provided for further herein.

6. **THE RESIDENTS COMMITTEE (“the Committee”)**

- 6.1. A Committee of no less than 7 and no more than 10 members elected annually at the Annual General Meeting shall manage the affairs of GANSRA. Such committee shall at all times consist of:
 - 6.1.1. a Chairperson;
 - 6.1.2. a Vice Chairperson;
 - 6.1.3. an Administrator/Secretary;
 - 6.1.4. a Bookkeeper/Treasurer; and
 - 6.1.5. a minimum of three (3) non-portfolio Committee Members.
- 6.2. Meetings of the Committee are to be convened on no less that 7 (Seven) days' notice, once a month by the Chairperson, or in the absence of the Chairperson, by any member of the Committee after consultation with the Committee or, upon the requisition of one third of the Members. On receipt of such a requisition, the Committee shall give the required notice for such meeting within fourteen days.

7. **POWERS OF THE COMMITTEE**

- 7.1. To receive, retain and use membership fees, donations, allowances, and grants for the promotion and maintenance of GANSRA objectives.
- 7.2. The Committee has the right to revoke membership as deemed necessary to protect GANSRA.

- 7.3. To enter into agreements with other organizations with related interests for mutual co-operation and support.
- 7.4. To enter into employment contracts with employees for the benefit of the GANSRA as required and approved by the Committee if necessary.
- 7.5. To open and manage Bank Accounts. The Chairperson, Vice Chairperson and Bookkeeper will be authorized signatories. Any two will have joint signing authority. No two signatories may be related.
- 7.6. To administer the finances of GANSRA on such terms and conditions as approved by the Committee.
- 7.7. To acquire indemnity and public liability from time to time as may ne necessary.
- 7.8. To acquire and/or dispose of assets in such a manner or on such terms and conditions as may be approved by the Committee.

8. **DUTIES OF THE COMMITTEE**

8.1. The Chairman:

- 8.1.1. The Chairman shall be responsible for the observance of the Constitution governing GANSRA and shall conduct all meetings within its framework under the general rules of debate and shall also oversee the functions of the Bookkeeper/Treasurer. He shall at all times have a deliberative vote and in the case of equality of votes, shall have a casting vote.

8.2. The Vice-Chairman:

8.2.1. The Vice-Chairman, in the absence of the Chairman, will for the time being be a member of the committee who shall carry out such duties of office allocated to him or usually performed by the Chairman and shall take the chair, and shall further be responsible for governance and overseeing the functions of the Secretary.

8.3. The Secretary:

8.3.1. The Secretary shall be responsible for keeping a record of all business conducted at both Committee level and at General Meetings of GANSRA and shall also receive and send out all correspondence on behalf of GANSRA as the Committee may deem necessary.

8.4. The Treasurer:

8.4.1. The Treasurer shall be responsible for keeping proper financial books and records of the GANSRA. He shall collect all subscriptions due by Members and bank all monies in a bank or financial institution nominated by the Committee in an account in the name of GANSRA. Two authorised signatories shall sign withdrawals and/or electronic releases. Money received shall be deposited in the bank/institution immediately, and the Treasurer shall report the current state of GANSRA's finances at each Committee meeting. No one person may hold the position of Secretary and Treasurer.

9. **ELECTION OF COMMITTEE MEMBERS**

- 9.1. Only fully paid up Members of GANSRA may be elected to the Committee.
- 9.2. Committee members are elected for a period of one year at the Annual General Meeting. The election may be by ballot or show of hands as directed by the Chairman or as agreed at the time by paid up Members present.
- 9.3. Prospective Committee Members must be nominated on the prescribed nomination forms approved by the Committee or at the AGM. If insufficient nominations are received prior to the AGM. The nominee must indicate his/her acceptance and must be present at the AGM.
- 9.4. The Committee is empowered to co-opt members to the Committee during the year. Any such co-opted committee member will have the full powers and voting rights of a Committee Member.
- 9.5. In the event of the any member of the committee resigning from his/her position or is not able or is unwilling to fulfill his/her role or to serve the remainder of term then and in that event the Committee must appoint another of its members to fulfill such a role. If such a role is the Chairman then the Vice-Chairman is to take the Chairman's position and another committee member is to be appointed by the Committee as the Vice-Chairman.
- 9.6. The Committee is empowered but not obliged to remove from office any committee member attending less than 75% of committee meetings in any six (6) month period.
- 9.7. The Committee shall elect from their own body a Chairman, Vice-Chairman, Secretary and Treasurer.

- 9.8. The Committee shall have the power to elect sub-committees from its members to deal with such matters as they may delegate.
- 9.9. The Committee may make rules governing the procedure for conducting the affairs of GANSRA.
- 9.10. The Committee shall have the power to accept or reject applications for membership, collect subscriptions, incur expenditure not exceeding assets, pay accounts due, act on resolutions adopted at properly constituted meetings, and carry out all such reasonable acts as it may deem fit for the proper administration of GANSRA.
- 9.11. A member of the Committee may be removed (and replaced) at any time by ordinary resolution passed at a duly convened General or Special Meeting of GANSRA.
- 9.12. The Committee Members are indemnified from financial responsibility for GANSRA funds and property, except insofar as fraud and/or gross negligence may be shown.

10. **MEMBERSHIP**

- 10.1. The number of members of GANSRA is unlimited.
- 10.2. Membership of GANSRA is not transferable from any one member to any other prospective member.
- 10.3. Only fully paid up Members of GANSRA will be eligible to vote at the AGM or as required.

- 10.4. Cancellation of membership must be submitted by notice in writing. It is the responsibility of the member to ensure receipt of confirmation.
- 10.5. A resident becomes a member by applying for membership on the prescribed form as approved by the Committee.
- 10.6. Members of GANSRA are only accepted with the approval of the Committee and the Committee has the authority to approve any membership of any person who is not a resident as is required in terms of clause 10.9.
- 10.7. The committee is authorized to revoke membership at any time within reason.
- 10.8. Any person, who is qualified to vote in Municipal Elections in the Area described in Clause 1.1 above.
- 10.9. Any person who is resident in the Area as described in Clause 1.1 above;
- 10.10. Any juristic person or natural person who owns or leases property situated in the Area;
- 10.11. The spouse of any member shall automatically be regarded as a paid-up member;
- 10.12. The agreed annual membership fee must accompany every application for membership;
- 10.13. The liability of each member shall be limited to the amount of any subscription or other debt owing by such member to the Association.

10.14. Any member who vacates the area by way of moving house or terminating a lease and who further vacates the area of GANSRA shall be deemed to have resigned as a member and shall not be eligible to vote unless specifically authorized by the Committee.

11. **QUORUM AND MEETINGS**

11.1. A majority of the Committee Members shall be a quorum at any Committee meeting;

11.2. In the event of a quorum not being present at a Committee meeting, within 30 (thirty) minutes after the time set down for such meeting, that meeting shall stand adjourned to the same day in the next successive week thereafter, at the same time and place or if that day is a public holiday, to the next succeeding business day and written notice of such adjourned meeting shall not be required to be given to the Committee Members. Should no quorum once again be present at any adjourned meeting, those Committee Members present will constitute a quorum, provided that, such Committee Members present constitute at least 2 (two) in number.

11.3. Decisions made by the Committee, in order to be of force and effect, must be approved by a simple majority of the votes exercised by the Committee member present at a meeting. In the event of an equality the chairman has a casting vote.

11.4. The quorum necessary at a General Meeting shall not be less than 60% of paid up members of the GANSRA

11.5. In the event of a quorum not being present at a General Meeting, the meeting shall be adjourned at the discretion of the Chairperson. The meeting may then proceed for discussion

purposes only. In the event of such an adjournment, the meeting shall stand adjourned to the same day in the next successive week thereafter, at the same time and place or if that day is a public holiday, to the next succeeding business day and written notice of such adjourned meeting shall not be required to be given to the Members. Should no quorum once again be present at any adjourned meeting, those Members present will constitute a quorum, provided that, such Members present constitute at least 2 (two) in number.

- 11.6. A General Meeting open to all members shall be held annually at a venue chosen by the Committee. A minimum of 14 days' notice shall be given.
- 11.7. All members in attendance at any General Meeting shall be entitled to vote on any resolution and to vote for candidates for election to the Committee.
- 11.8. Special General Meetings shall be called by the Secretary on receipt of a written request from the Chairman following a Committee decision or on receipt of a requisition signed by not less than 25 (twenty-five) members.
- 11.9. Members shall be advised in writing at least 14 (fourteen) days prior to the date of all Special and General Meetings and an agenda of the business to be transacted shall be sent to them.
- 11.10. Representative of juristic persons may vote at General Meetings only if they are authorized in writing to do so.
- 11.11. Financial Statements for the previous year, signed by the Chairman and Treasurer, shall be presented at each Annual General Meeting

11.12. To consider any matter, proposal or resolution raised or proposed by any members, provided that at least 2 days written notice to the Committee shall be given by the member concerned, requesting that such matter, proposal or resolution be included on the Agenda of such Meeting.

11.13. A maximum of one (1) vote per household and one (1) vote per Trustee per Complex is allowed at any general meeting.

11.14. Proxy votes are allowed only if received in writing to the Committee 48 hours before any such meeting.

12. **ANNUAL REPORTS**

12.1. An Annual General Meeting (AGM) shall be held each year within 3 months from the end of the financial year (28 February) when the Chairperson shall table his/her annual report and the Bookkeeper/Treasurer shall table the Financial Audited Statement and budget for the next year.

12.2. A suitable venue shall be arranged by the Committee and the Administrator will be responsible for circulating the notices for the meeting at least fourteen (14) days prior to the meeting

13. **AMENDMENTS TO THE CONSTITUTION**

No addition or alteration to this Constitution shall be allowed unless approved by 75% (seventy-five percent) of members present and entitled to vote at the Annual General Meeting or at a Special General Meeting called for that purpose. All amendments shall be given to the Secretary, in writing, at least 14 (fourteen) days before the Annual General Meeting or

Special General Meeting held for that purpose, for them to be circularized to members.

14. **POLICY**

14.1. GANSRA has been established without a profit motive and therefore:

14.1.1. Income and Assets of GANSRA, no matter how obtained, shall only be appropriated for the promotion of the objectives of GANSRA and its members;

14.1.2. Termination – GANSRA may only be disbanded or terminated at a Special General Meeting and voted on by a simple majority of a quorum of at least eighty percent (80%) of paid up members of good standing. Notice of such meeting shall be issued to all members at least twenty-one (21) days prior to the meeting;

14.1.3. Disbursement of funds – Where GANSRA is disbanded or terminated, the Committee then in office, shall tabulate all the Assets of GANSRA, audit them and thereafter convert them to cash as appropriated. The total cash value will then be donated to the Glenvista Sector 1 Community Policing Forum.

15. **NEWS MEDIA ANNOUNCEMENTS**

15.1. No communication or announcement regarding GANSRA may be made to any member or person of the news media other than by:-

15.1.1. The Chairperson of the GANSRA Committee;

- 15.1.2. The Vice Chairperson in the absence of the Chairperson, provided that, the communication or announcement has been approved by the Committee.

16. **CODE OF CONDUCT**

- 16.1. Members shall at all times act in a manner that will uphold and promote the objectives and principles of GANSRA as established by this Constitution;
- 16.2. No member may exploit their membership of GANSRA to their own personal advantage;
- 16.3. Members shall serve GANSRA in an unbiased and objective manner;
- 16.4. No member shall display racism, nor sexual, nor religious discrimination, nor use any form of abuse to any other person;
- 16.5. Members shall not divulge to any other person, any confidential or privileged information that they may have acquired as a result of their membership of GANSRA;
- 16.6. Members will not address the media, or make public announcements, in matters connected to the business of GANSRA without the authority of the Committee;
- 16.7. No members shall accept any payment, commission or gratuity in connection with their membership of GANSRA, except after being authorized to do so by the Committee;
- 16.8. GANSRA will not be aligned to any political party and members shall not use their membership to promote the aims and objectives of any political party;

- 16.9. Any member who is being prosecuted, or who is on bail, after timeous notice of such a member, the Committee is to determine the continued membership of such a member;
- 16.10. Any member who has been convicted of a serious crime, shall be expelled from membership of GANSRA should the Committee decide that the member is no longer a fit and proper person to be a member of GANSRA;
- 16.11. In case of any breach of this Code of Conduct after the administrative process, the Committee may expel any member guilty of such a breach should the Committee consider that the person is no longer a fit and proper person to be a member of GANSRA;

17. **DISCIPLINARY PROCEEDINGS**

17.1. Fundamental principles

17.1.1. The objectives of the disciplinary proceedings are to:

- 17.1.1.1. address instances of unacceptable conduct by members of GANSRA;
- 17.1.1.2. effectively manage conflict in GANSRA;
- 17.1.1.3. ensure that before disciplinary steps are taken: a member has a reasonable opportunity to state his/her case; and all relevant circumstances are fully and objectively considered before a decision is taken.

18. **CLASSIFICATION OF OFFENCES**

18.1. Grave Offences

18.1.1. Any offences aimed at damaging the integrity of GANSRA and / or destroying its personnel or property, shall be considered as grave offences.

18.1.2. A grave offence shall be committed by a person who *inter alia*:

18.1.2.1. acts with intention to destroy the integrity of GANSRA, its personnel or property;

18.1.2.2. sabotages the activities of GANSRA;

18.1.2.3. creates divisions within its ranks;

18.1.2.4. does any other act calculated to undermine its effectiveness;

18.1.2.5. act for other organization(s) or groups hostile to GANSRA policy(ies) and principles;

18.1.2.6. act for any group or person who wishes to destroy GANSRA or prevent it from fulfilling its set aims and objectives.

18.2. Serious Offences

18.2.1. Any violation of the principles of GANSRA and standards of behaviour expected of members, which seriously threatens the safety, property or good name of the organization or which substantially impedes its good

functioning, or which creates or is calculated to create demoralization amongst the members, shall be considered a serious offence.

18.2.2. Such offences shall include but not be limited to:

18.2.2.1. acting in a way that exposes members to serious physical harm or death;

18.2.2.2. deliberately destroying the property of GANSRA or recklessly exposing it to danger;

18.2.2.3. behaving dishonestly in relation to the property of the organization;

18.2.2.4. careless passing on information that might be harmful to the working of GANSRA;

18.2.2.5. abusing office by using one's position to obtain material or other undue advantage from members or others;

18.2.2.6. fighting or behaving in grossly disorderly and unruly ways;

18.2.2.7. committing a serious crime defined by the Criminal Justice System in South Africa.

18.3. Schedule of penalties

18.3.1. Reprimand

18.3.2. Suspension

18.3.3. Expulsion

18.4. Disciplinary procedures

- 18.4.1. The Committee of GANSRA or any leadership organ shall be the adjudicating body in any disciplinary enquiry.
- 18.4.2. An accused in any disciplinary matter shall have the right to appeal to a superior organ than the one that heard the case.
- 18.4.3. An accused person shall not have the right to be represented by a legally qualified person but may be assisted by any other member of GANSRA.

18.5. Disputes

Any dispute of whatever nature, resulting from matters being dealt with by GANSRA or from meetings or from an interpretation of the Memorandum, shall be referred to the **Mondeor** South African Police Area Board for adjudication and final determination of such dispute.