



MABONENG CIVIC ASSOCIATION

The Maboneng Civic Association (NPC)
Registration No. 2018/255124/08

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The Constitution of the Maboneng Civic Association

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1. Definitions

- 1.1. **“Commercial Owners”** means owners of buildings and/or units in buildings registered as Body Corporates used for commercial purposes including but not limited to hotels, restaurants, bars, retail units, studios and/or other non-residential uses;
- 1.2. **“Commercial Tenants”** tenants leasing buildings from Commercial Owners and/or units in buildings registered as Body Corporates for commercial purposes including but not limited to hotels, restaurants, bars, retail units, studios and other non-residential uses;
- 1.3. **“Developer”** means an established property developer with substantial development assets and property within Maboneng; and an entity that is readily recognised as a developer within Maboneng by the majority of the Maboneng Community;
- 1.4. **“Institutional Landlord”** means established corporate landlords with multiple buildings within Maboneng;
- 1.5. **“MCA”** means the Maboneng Civic Association, a not for profit association incorporated within the rules of the Republic of South Africa, and as more fully described below;
- 1.6. **“MCA Board”** means the board of directors of the MCA as may be constituted from time to time;
- 1.7. **“Maboneng”** means the area defined within figure 1 below;
- 1.8. **“Residential Owners”** means owners of residential units within sectional title buildings and/or with registered Body Corporates or Homeowners Associations;

2. What it's called and where it all happens

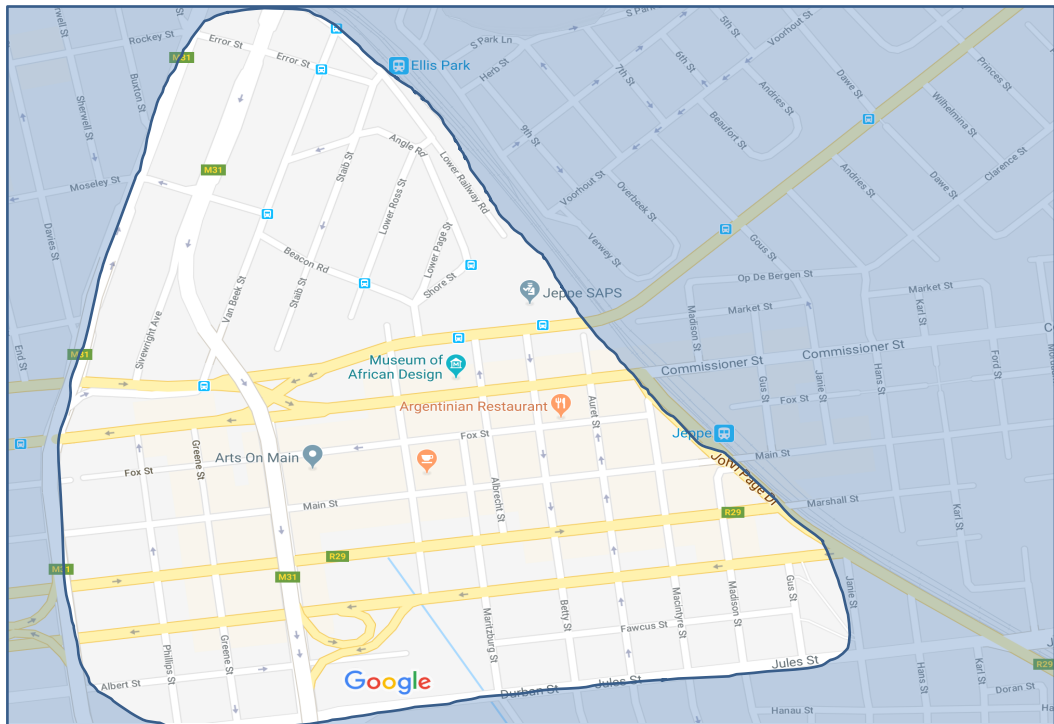


Figure 1 - The area of Maboneng

The Maboneng Civic Association, or MCA, is the name given to the non-profit association that has been set-up to help administer the affairs of the community as set-out in this document.

The area known as Maboneng is an imprecisely defined area made up of a combination of intersecting suburbs, tangential to Fox Street, and formally known as:

1. City and Suburban,
2. Jeppestown,
3. New Doornfontein, and
4. Fairview.

Its core perimeters are contained within:

- ❖ Western border - the M31 (north bound),
- ❖ Southern border - Durban Street,
- ❖ Eastern border - John Page Dr., and
- ❖ Northern border - Railway tracks.

3. Vision

To shape Maboneng into a world-class Afro-politan neighbourhood, world renowned as a safe, clean, diverse neighbourhood that is home to and encourages community-led artistic and creative urban living for everyone.

4. Objectives of the MCA

4.1. Primary objectives

The primary objectives of the MCA are to facilitate the Community's maintenance of a safe and clean environment that is easily accessible through the provision of:

- adequate cleaning and refuse removal services, supplementary to those provided by the city;
- effective, proactive security that ensures the neighbourhood feels and is safe for all those who live, work and play in the neighbourhood; and
- coordination and facilitation services to enable transport, including pedestrianised ease of access and egress within and throughout Maboneng.

4.2. Secondary objectives

The secondary objectives of the MCA include the following, namely, to:

- foster, promote, and protect the collective interests of the inhabitants of Maboneng in support of the vision of the MCA;
- foster interaction and understanding among the inhabitants of Maboneng through membership of the MCA;
- increase understanding of civic issues faced by the community and develop a sense of community spirit and civic pride;
- raise funds for the purpose of achieving the objectives and the vision of the MCA;
- coordinating both private and public events taking place in the public space within Maboneng and provide a communication channel to those inhabitants potentially affected by such events, including film shoots and media events; and
- provide a representative platform in which the interests and concerns of the inhabitants can be put to the City of Jo'burg, the Municipality and other local authorities, property developers and businesses alike, and vice versa.

5. MCA Governance

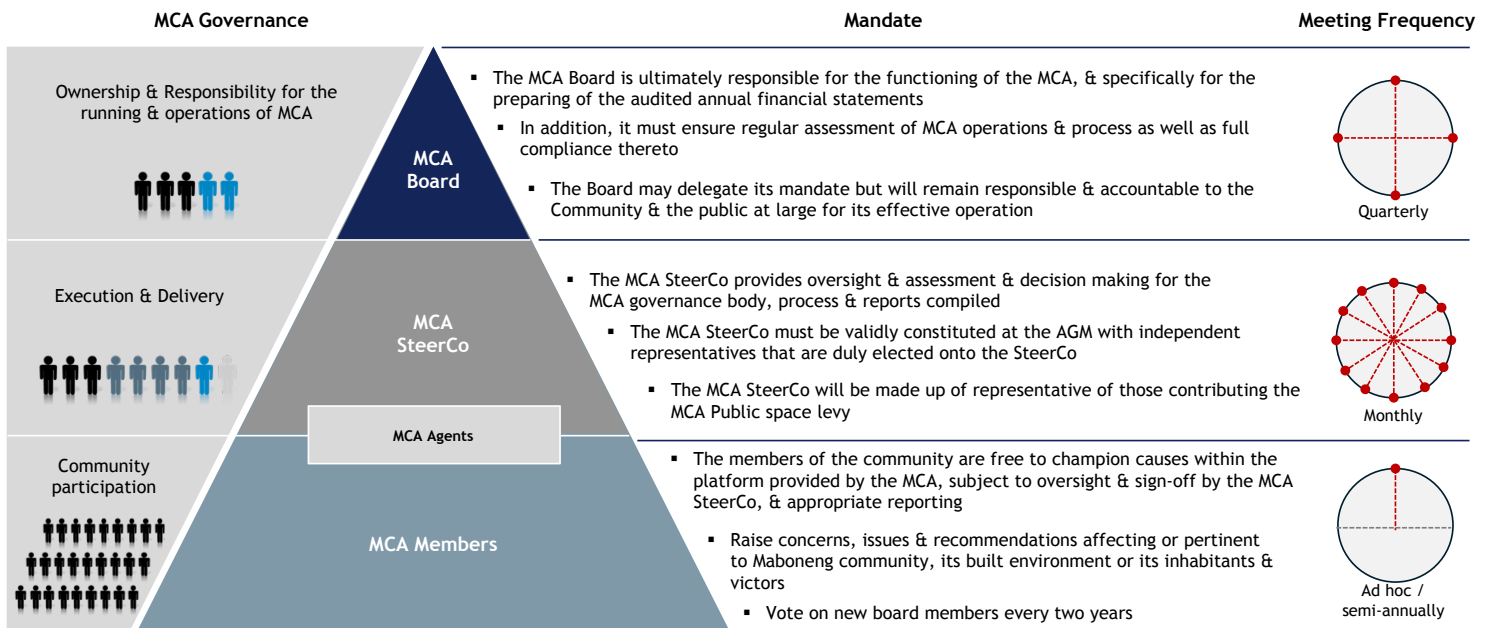


Figure 2 - MCA Governance

The high-level structure, functions, mandate and meeting frequency of the MCA is set out above. The specifics of which and for each level, including voting are dealt with in more detail below.

5.1. The MCA Board of Directors

The Board of directors of the MCA will be elected onto the Board at 2-yearly intervals, and the Board shall have the ultimate responsibility and authority for the running and functioning of the MCA. The Board of directors will appoint the Steering Committee (SteerCo) to assist the MCA Board with the daily operations and functioning of the MCA. While the board may delegate authority to the SteerCo, no Board member may delegate responsibility or accountability.

The primary task for the Board of directors will be to prepare audited annual financial statements on a timely basis that will be presented at the annual general meeting

5.2. The MCA SteerCo

The day-to-day affairs of the MCA will be managed by those persons appointed to the MCA Steering Committee (the SteerCo) by the Board. The SteerCo shall include at least 3 directors of the MCA Board but may also include others appointed with reference to their particular interests, skills and experience.

5.3. Composition of the MCA Board

The Board of directors of the MCA shall comprise of not less than 3 directors and not have more than 5 directors at any one time and be comprised as follows:

5.3.1. 2 directors shall be nominated by established Developers and Institutional Landlords within Maboneng

5.3.2. 3 directors elected by Residents and Commercial Owners/Tenants

Regardless of actual composition, the ratio of voting rights of the board shall remain 3 to 2 in favour of the resident appointed directors.

5.4. Term of office and election process

Directors to be elected to serve on the MCA Board for a duration of 2 years, after which period all board positions shall lapse. Directors will therefore be forced to vacate their board seats after a 2 year term, but may seek re-election for a maximum of 3 consecutive 2 year terms.

5.4.1. Developers and Institutional Landlords shall collectively nominate two Members in a manner of their choosing subject only to all participating Developers and Institutional Landlords having paid the applicable MCA levies.

5.4.2. Residential Owners and Commercial Owners/Tenants shall be eligible to participate in Board elections on the basis of one vote per unit of property or sectional title, subject to payment in full of all applicable MCA levies to the MCA or applicable Body Corporate or Commercial Owner as appropriate.

5.4.3. Where a Commercial Owner has leased a building or unit to a Commercial Tenant, the Commercial Tenant shall be entitled to vote in respect of the applicable building or unit unless otherwise agreed and notified to the MCA by the applicable Commercial Owner.

Where 2 or more persons are registered as co-owners of any residential or commercial erven, all the registered owners shall be deemed to be 1 entity for voting purposes.

Candidates seeking election by Residential Owners and Commercial Owners/Tenants shall provide their nominations in writing (and in a form to be determined) to the current MCA Board. Each nomination must be supported by at least 5 eligible voters;

The MCA Board will assist candidates in communicating with Residents and Commercial Owners/Tenants by email and/or other appropriate means prior to start of voting;

The MCA Board shall make arrangements for all eligible voters to express their preferences in respect of the candidates using a fair and transparent voting mechanism.

Voters will be asked to cast their vote by identifying their three preferred candidates. Votes cast for each candidate will be tallied and the three candidates receiving the highest number of votes will be deemed elected to the MCA Board, which shall be elected at the MCA's annual general meeting (AGM).

Should the Board consist for a period of time of less than the minimum number of directors, the actions of the Board shall nevertheless be lawful subject to further members being co-opted or appointed within a period of 90 days from the date upon which the number of Board directors fell below the minimum.

6. Meetings

6.1. AGMs:

6.1.1. The Board of directors will be responsible for ensuring that an Annual General Meeting (AGM) be held every calendar year, and not later than 15 months after the preceding AGM.

6.1.2. The AGM will be open to all MCA Members whose contribution to the public space levy are current.

6.1.3. The agenda of the AGM shall include questions arising from the minutes of general meetings including and held since the previous AGM, consideration of the annual accounts and the auditor's report thereon, consideration of the reports of the chairperson and of any reports by other members of the committee, election of the auditor and of the committee members and any other business of which notice has been given in writing to the chairperson at least seven days prior to the meeting. At least fourteen days' notice shall be given of such meeting.

6.1.4. The Board shall within thirty days of being requested so to do by: either the request of two of its board members, a resolution from the MCA SteerCo or one tenth of the members of the MCA, call a Special General Meeting (SGM). At least fourteen days' notice shall be given including the agenda and reasons for the meeting. No business not on the agenda may be deliberated, save with the consent of the chairperson. Business can include the removal and election of members of the Board.

6.2. Board meetings

6.2.1. There shall be at least quarterly Board meetings of the MCA, where management accounts should be presented.

6.2.2. Other matters pertaining to the community as either threats, risk or opportunities should also be tabled.

6.3. MCA SteerCo Meetings

6.3.1. The MCA should meet on a monthly basis or at any other frequency it may see fit.

6.3.2. The monthly SteerCo meetings shall be open to all contributing MCA members.

7. MCA Board

7.1. Chairperson

The MCA Board once elected shall immediately elect a chairperson from among its members. The chairperson shall take the chair at all meetings of MCA and the Board. In the event of an equality of votes, the chairperson shall have a second casting vote. If the chairperson is not present those members of the Board present shall elect one of their number to take the chair.

7.2. Meeting processes

The Board shall meet whenever necessary, and at least once every three months as per the quarterly meetings set out above. At least seven days' notice should be given of such a meeting. The quorum at a meeting shall be half the members of the Board.

The Board may invite others to their meetings and that of sub-committees and working parties, but only members of the Board may vote, unless otherwise decided by the Board.

The Board may co-opt voting members to join the Board up to the number allowed by clause 7.1, provided that there shall be no more co-opted members appointed than there were elected members at the end of the previous Annual General Meeting.

Should a member of the Board be absent from three consecutive Board meetings without providing on at least two occasions a reason which is adequate and accepted by the Board, that person shall cease to be a member of the Board.

The Board may form sub-committees and working parties and may delegate any of its powers. If monies are received by MCA for particular purposes in terms of clause 5.10, the Board may appoint a sub-committee charged with administering such purposes.

7.3. Roles and responsibilities

The primary responsibility of the Board of directors will be to ensure that proper, audited books of account are kept, and published on a timely basis. This will include an annual budget that will need to be prepared and presented at the AGM and signed off by at least the majority of the directors.

Minimum of 2 directors need to sign off any deviations from the budget during the course of any financial year.

8. Conflicts of Interest

All Board members shall disclose any business or material personal interests that they have in a matter that relates to the activities of MCA. In addition, a Board member must disclose any other interest that is appropriate to disclose in order to avoid an actual conflict of interest or the perception of a conflict of interest.

No conflict of interest may compromise the position of a Board member of MCA.

A Board member who has a conflict of interest may not be present at a meeting while the matter is being considered nor vote on the matter unless Board members who do not have such an interest in the matter agree that the interest should not disqualify such Board member from being present while the matter is being considered, or from speaking at such meeting or from voting on the matter or from any of these.

The interest of a member for the purpose of this clause shall include the interest of any family member of the Board member and the interest of any employer or business associate of the Board member.

This clause shall apply to members of sub-committees and working parties, mutatis mutandis, except that permission for presence, speaking or voting at meetings must be sought from the Board and disclosure must be made to the Chairman also.

9. Amendments to this Constitution

This Constitution may be amended, rescinded or altered only at an AGM or at an SGM and as resolved by a simple majority. Any change to the Constitution shall take effect immediately after the meeting at which it is accepted unless otherwise specified

MCA may be dissolved by a resolution to that effect passed at an AGM or at a SGM of which the notice of the meeting must contain appropriate information as to the intent and reasons for dissolution. The motion for dissolution must be passed by not less than two-thirds of the total voting strength present in person or by proxy at the meeting. Unless the resolution otherwise directs, the Board shall incur no further unnecessary liabilities and shall liquidate MCA within six months.

The Board can also call informal meetings, particularly to report to its members on the activities of MCA, or to seek guidance from its members.

A quorum for AGM or an SGM shall be not less than 20 members of MCA, provided that if no quorum be present within fifteen minutes after the time fixed for the meeting then the meeting shall be postponed to the same day and time in the following week or should that day be a public holiday then the next succeeding business day. At such adjourned meeting the members then present shall be deemed to constitute the quorum for the transaction of all the business of the meeting. In case, however, of an SGM called on a requisition of members of MCA, if no quorum be present by the time specified for the meeting shall be not be adjourned but shall be dissolved.

10. Code of conduct for Board members

Board members are appointed to represent the interests of the community.

In fulfilling this role Board members must be accountable to the community and report back to the community. Report backs may take the form of public meetings or written communication with members (for example newsletters or e-mails).

A Board member must perform the functions of office in good faith, honestly and in a transparent manner.

A Board member must, at all times, act in the best interest of the community. A Board Member shall endeavour to act in such a way that the reputation, credibility and integrity of MCA are not compromised.

A Board member may not use the position, or information, whether confidential or not, obtained as a Board member, for private gain or to benefit improperly another person. Each Board member shall sign an agreement to this effect in such form as is prescribed by the Board.

A Board member may not request, solicit or accept any benefit, reward, gift or favour for their activity as Board members and in particular for:

- a) voting or not voting in a particular manner on any matter dealt with by MCA
- b) persuading or attempting to persuade Board members in regard to the exercise of any function or duty
- c) making a representation to the Council or any Committee of the Council or any organ of state or any state-owned company or any person providing services in Maboneng
- d) by way of expenses or fees charged, unless so authorised by the Board.

A Board member shall keep all private or confidential information acquired in the course of duties private or confidential. Such information can be disclosed to other Board members, or, as necessary in the circumstances, to disclose to third parties.

This clause shall apply to all members of sub-committees and working parties, mutatis mutandis.

Any person contravening this clause shall hold the benefit or the value thereof on trust for MCA.

11. Sundry provisions

MCA shall be a corporate body having a separate legal personality from that of its members, with perpetual succession and capable of suing or being sued in any court of law in its own name. It may be represented in any legal proceedings by the Board or by any person or persons appointed by the Board for that purpose. All assets shall vest in MCA as a body corporate, and all liabilities shall be incurred by MCA, no member of MCA being liable jointly or severally for the debts or obligations of MCA unless that member shall have assented thereto.

MCA shall be possessed of all powers consistent with its aims and objectives that may properly be exercised by a body corporate under the laws of the Republic of South Africa.

MCA may become affiliated to any appropriate association. Any affiliation, however, shall be subjected to MCA having complete autonomy in the management of MCA's affairs. The Chairperson or member delegated by the Board shall be MCA's delegate to any meeting or conference of an affiliated association. The delegate shall not commit MCA to any decision without the approval of the Board.

In the event of doubt or disagreement as to interpretation of any provisions of this constitution, any decision taken thereon by the Board shall be final and binding.

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