



Constitution of the Morningside Resident's Association

Inaugurated July 2024

1. TITLE

The name of the ASSOCIATION shall be "MORNINGSIDE RESIDENTS' ASSOCIATION" (abbreviated as MRA) and hereinafter referred to as 'The ASSOCIATION'.

2. LEGAL ENTITY

2.1 The ASSOCIATION shall:

- 2.1.1 exist in its own right, separately from its members.
- 2.1.2 continue to exist even when its membership changes and there are different office bearers.
- 2.1.3 be able to own property and other possessions.
- 2.1.4 be able to sue and be sued in its own name.

2.2 The area covered by the ASSOCIATION shall be:

- 2.2.1 Lourensford Road from the circle at Hendriksz to Vergelegen Road;
- 2.2.2 Vergelegen Road from Lourensford to Hendriksz;
- 2.2.3 Hendriksz road from the reserve to the circle in Lourensford.
(graphically represented in Annexure A)

2.3 The area covered by the association can only be changed at a duly constituted general meeting with a majority vote.

3. GENERAL AIMS AND OBJECTIVES OF THE ASSOCIATION

- 3.1 To nurture a sense of unity and cooperation amongst the members of Morningside.
- 3.2 To promote and support the wellbeing of all residents living in the area.
- 3.3 To represent the community in its relationship with the local authorities and to help facilitate engagement between the local authorities and residents living in the community.
- 3.4 To co-operate and liaise with other organisations, including but not limited to the Somerset West Neighbourhood Watch NPC, to further the objectives of the ASSOCIATION.
- 3.5 To provide a platform (online and between residents) to share information, discuss differences and agree common approaches to solving problems in the community.
- 3.6 To set up ad hoc committees as required to represent residents on specific issues, as required.
- 3.7 To combine efforts in the protection of neighbourhood against crime.

4. MEMBERSHIP

4.1 Membership of the ASSOCIATION shall be open to anyone who resides, owns or rents property or operates a business within the area stated in 2.2, regardless of race, colour, religion, age (over 18 years), sexual orientation and disability.

4.2 There shall be 3 (three) categories of membership: -

- 4.2.1 Category A – Patrollers
- 4.2.2 Category B – Contributors
- 4.2.3 Category C - Volunteers

5. REGISTRATION OF MEMBERS

- 5.1 An application for membership shall be made to the secretary of the ASSOCIATION in writing or on a prescribed form.
- 5.2 The Committee shall have the discretion to approve or reject an application for membership on the basis of this constitution. Unsuccessful applicants have the right to request reasons for refusal.
- 5.3 Immediately after a member is accepted, the secretary shall enter the name in the membership register.

6. MEMBERSHIP FEES

- 6.1 To be as inclusive as possible, membership fees for the ASSOCIATION are voluntary. The ASSOCIATION requires that each member contribute the membership fee according to their categories which shall be set annually at the budget compiled by the Management Committee for the year in advance.
- 6.2 Membership fees are payable monthly and can be paid by debit order or directly into the ASSOCIATION's bank account.
- 6.3 Members who want to join and who volunteer for service for the MRA may apply discreetly for a waiver of the membership fees which application shall be considered by the Chairman plus 1 Committee Member and may not unreasonably be withheld.

7. LIABILITY OF MEMBERS

The liability of each member shall be limited to his or her subscription and to any other debt owing by such member to the ASSOCIATION.

8. SUSPENSION AND EXPULSION

- 8.1 any member who breaches the Code of Conduct stated in clause 16 or refuses to carry out any resolution duly passed by the Committee, or who gives the ASSOCIATION a bad name, may either be suspended by the Committee for such period as it may determine, or may be expelled from the ASSOCIATION.
- 8.2 Written notice of suspension or expulsion shall be given to the member concerned.

9. RESIGNATION OF MEMBERSHIP

A member may resign from the ASSOCIATION at any time.

10. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

- 10.1 A Management Committee will oversee the ASSOCIATION. The Management Committee will be made up of a minimum of 3 (three) Committee Members and a maximum of 9 (nine), elected during the Annual General Meeting, or co-opted and then confirmed at the next Annual General Meeting.
- 10.2 The current leadership committee who has contributed towards the establishment of the Morningside Ratepayers Association shall be the Trustees for the first financial period. Thereafter, their Trusteeship will automatically terminate at the next Annual General meeting. They can, however, stand for re-election for as so long as their services are needed and they are willing to serve.
- 10.3 The Chairperson, Deputy-Chairperson and Secretary ('the office bearers') have fiduciary responsibility for the ASSOCIATION and shall not be related to each other. No single person shall directly or indirectly control the decision-making powers relating to the ASSOCIATION. The function of Treasurer can be associated to any of the aforementioned roles.
- 10.4 Term of office: Committee Members may serve for a period of 1 (one) year. They can, however, stand for re-election for as so long as their services are needed and they are willing to serve. Ideally, there should be no more than 5 new Trustees elected at an AGM to ensure continuity.
- 10.5 Vacancies: The Committee Members must, as soon as reasonably possible, appoint someone to fill any vacancy of the office bearers among the Committee Members between Annual General Meetings.
- 10.6 An office bearer will cease to hold office if that office bearer: -
- 10.6.1 By written notice, resigns;
 - 10.6.2 Is declared by a court to be of unsound mind;
 - 10.6.3 Is convicted of theft, fraud, forgery perjury or any other offence involving dishonesty;
 - 10.6.4 Is sentenced to imprisonment without the option of a fine;
 - 10.6.5 Is removed from an office of trust on account of misconduct in respect of fraud or the misappropriation of money;
 - 10.6.6 Is removed from office by a majority at a general/special meeting provided the intention on the proposed removal was specified in the notice convening the meeting;
 - 10.6.7 Fails to attend three meetings in a row, without having applied for and obtained leave of absence from the Management Committee, then the Management Committee will appoint a new member to take that person's place.

11. POWERS OF THE ASSOCIATION

- 11.1 The Management Committee shall carry out the powers on behalf of the ASSOCIATION and they shall manage the affairs of the ASSOCIATION in accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the ASSOCIATION.
- 11.2 The Management Committee is responsible for making decisions, and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the ASSOCIATION as stated in clause 3 of this constitution. However, such decisions and their activities may not be against the resolutions of the members or be against the law of the Republic of South Africa.
- 11.3 The Management Committee shall have the general powers and authority to:
 - 11.3.1 raise funds or to invite and receive contributions;
 - 11.3.2 buy, hire or exchange any property that it needs to achieve its objectives;
 - 11.3.3 make rules for proper governance and management of the ASSOCIATION;
 - 11.3.4 The Management Committee may delegate any of its powers or functions to a sub-committee provided that:
 - 11.3.4.1 such delegation and conditions are reflected in the minutes for a meeting;
 - 11.3.4.2 there are three or more people on a sub-committee;
 - 11.3.4.3 the sub-committee must regularly report back to the Management Committee on its activities.
- 11.4 The Management Committee must in advance approve all expenditure incurred by a sub-committee and may revoke the delegation or amend the conditions of the delegation.

12. MEETINGS

12.1 Annual General Meetings (AGM)

- 12.1.1 Members of the ASSOCIATION should attend its Annual General Meetings.
- 12.1.2 The purpose of an Annual General Meeting (AGM) is to:
 - 12.1.2.1 report back to members from the management committee on the achievements and work of over the year;
 - 12.1.2.2 enable members to decide on the policies of the ASSOCIATION;
 - 12.1.2.3 elect the Management Committee
- 12.1.3 The Annual General Meeting must be held once a year, within 4 months of the end of the ASSOCIATION's financial year.
- 12.1.4 At its Annual General Meetings, the ASSOCIATION should at least deal with the following:
 - 12.1.4.1 confirm a quorum;
 - 12.1.4.2 agree to the items to be discussed on the agenda;
 - 12.1.4.3 document attendance and apologies;
 - 12.1.4.4 elect a chair, if necessary;

- 12.1.4.5 confirm the previous meeting's minutes with matters arising;
- 12.1.4.6 Chairperson's report;
- 12.1.4.7 consider the Annual Financial Income & Expenditure report;
- 12.1.4.8 table the proposed budget for the next financial year;
- 12.1.4.9 any proposed changes to the constitution;
- 12.1.4.10 elect new office bearers;
- 12.1.4.11 general matters;
- 12.1.4.12 close the meeting.

12.1.5 Copies (printed or electronic) of all accounts and reports of the ASSOCIATION must be made available to members on request.

12.2 Voting

Members shall be allowed to vote at any meeting of the ASSOCIATION. Members must be present in person to vote. Only paid-up members are entitled to vote at the meeting. Each member's vote counts as 1 vote with the majority vote prevailing.

12.3 Special General Meetings

- 12.3.1 The Special General Meeting (SGM) or any other special meeting is a meeting held outside of the normal or regular meetings.
- 12.3.2 Special or extraordinary meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meetings of members.
- 12.3.3 The Management Committee or not less than one-third of the paid-up members may call a Special General Meeting of the ASSOCIATION.
- 12.3.4 Special meetings may be called when the Management Committee needs the mandate or guidance of the general members of the ASSOCIATION to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.
- 12.3.5 A Special General Meeting is required for a vote on any of the changes to the constitution.

12.4 Management Committee Meetings

The meetings of the Management Committee will be held at least once a quarter or when the need arises to conduct the business of the Management Committee and are open to all members.

12.5 Notices of Meetings

- 12.5.1 The Chairperson of the Management Committee shall convene meetings. The Secretary must let all Management Committee members know the date of the proposed meeting within a reasonable time, but not less than seven (7) days, before it is due to take place.

-
- 12.5.2 However, when convening an AGM, or a Special General Meeting, all members of the ASSOCIATION must be informed of the meeting no less than fourteen (14) days before such a meeting.
 - 12.5.3 Notices for all meetings provided for in this constitution must be given to relevant members in by electronic communication or whichever manner it is convenient, to the address or other similar particulars provided by the members.
 - 12.5.4 The notices for all meetings must indicate the reasons for the meeting and the matters that will be discussed in the meeting.
 - 12.5.5 For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.
 - 12.5.6 All members present in person at any meeting shall be deemed to have received notice of such meeting.

12.6 Quorums

- 12.6.1 Quorums for all meetings of the ASSOCIATION shall be a representative proportion 30% (Thirty percent) of registered members who are expected to attend.
- 12.6.2 However, for the purpose of considering changes to this constitution, or the dissolution of the ASSOCIATION, two thirds ($\frac{2}{3}$) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.
- 12.6.3 All meetings of the ASSOCIATION must reach a quorum before they can start.
- 12.6.4 If however, a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.
- 12.6.5 If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

12.7 Procedure at meetings

The Management Committee may regulate its meetings and proceedings as it deems fit, subject to the following: -

- 12.7.1 That the Chairperson shall chair all meetings of the ASSOCIATION, including that of the Management Committee, unless decided otherwise by consensus at the beginning of a meeting by the Management Committee members.
- 12.7.2 At Management Committee meetings, members of the ASSOCIATION may propose a motion or take the floor when called upon to do so by the Chairperson.
- 12.7.3 Notwithstanding the above, the Management Committee may decide to have a closed meeting from time to time.
- 12.7.4 Everyone attending ASSOCIATION meetings shall observe the Code of Conduct (see clause 16).

12.8 Making decisions in meetings

- 12.8.1 Where possible, the decisions of the ASSOCIATION shall be taken by consensus. However, when there is no consensus, the Chairperson, after options have been discussed, will call for a vote.
- 12.8.2 If voting is done by show of hands or stand-up-be-counted, all votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting.
- 12.8.3 If votes for and against are equal on an issue, then the Chairperson in that meeting has either a second or a deciding vote.
- 12.8.4 All members must abide by the meeting decision.
- 12.8.5 Decisions concerning changes to this constitution, or of dissolution and closing down of the ASSOCIATION, shall only be dealt with in terms of clauses 17 and 19 of this constitution.

12.9 Records of meetings

- 12.9.1 Proper minutes and attendance records must be kept for all meetings of the ASSOCIATION.
- 12.9.2 The minutes shall be confirmed by general consent as a true record of proceedings by the next meeting of the Management Committee, or of general members, as the case may be, and shall thereafter be signed by the chairperson, on paper or electronically.
- 12.9.3 Minutes shall thereafter be kept safely and always be on hand for members to consult.

13 INCOME AND PROPERTY

- 13.1 The ASSOCIATION will keep a record of everything it owns.
- 13.2 The ASSOCIATION may not give any of its money or property to its members or the Management Committee. The only time it can do this is when it pays for extraordinary and authorised work that an office bearer or member has done for the ASSOCIATION. The payment must be a reasonable amount for the work that has been done.
- 13.3 The Management Committee or a member of the ASSOCIATION can only get money back from the ASSOCIATION for expenses that she or he has paid for or on behalf of the ASSOCIATION, and for which authorisation has been granted. Authorisation shall be deemed to have been given if the Chairman, Treasurer and 1 (one) other committee member have approved of the expenditure.
- 13.4 The Management Committee or members of the ASSOCIATION do not have rights over things that belong to the ASSOCIATION.
- 13.5 No activity will directly or indirectly promote the economic self-interest of any fiduciary member or employee of the ASSOCIATION otherwise than by way of reasonable remuneration.

- 13.6 No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).
- 13.7 The funds of the ASSOCIATION will be used solely for the objectives for which it was established.
- 13.8 The ASSOCIATION will not be a party to, or will not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other Act administered by the Commissioner.
- 13.9 No resources will be used, directly or indirectly, to support advance or oppose any political party.
- 13.10 No remuneration will be paid to any employee, office bearer, member or other person other than for extraordinary and pre-authorised work which shall not unreasonably be withheld.
- 13.11 No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regards to the tax deductibility thereof in terms of section 18A: provided that a donor (other than a donor which is an approved public benefit ASSOCIATION or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

14. FINANCES AND REPORTS

- 14.1 Bank Account: The Management Committee must have a bank account in the name of the ASSOCIATION with a registered bank.
- 14.2 Whenever funds are taken out of the bank account, the Treasurer and at least one other member of the ASSOCIATION must approve the payment/withdrawal.
- 14.3 Financial year-end: The financial year end of the ASSOCIATION shall be end of February each year.

-
- 14.4 Financial Report: The Committee must ensure that proper records and books of account which reflect the affairs of the ASSOCIATION are kept, and within 4 (four) months of its financial year end a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of the ASSOCIATION are consistent with the accounting policies and practices of the ASSOCIATION.
- 14.5 The Treasurer is responsible for making sure that the money of the ASSOCIATION is safe and is accounted for.
- 14.6 The Treasurer must also make regular reports to the Management Committee on the finances of the ASSOCIATION, which should include all incomes, expenditures and balances that remain according to accounting practices of the ASSOCIATION.
- 14.7 If the ASSOCIATION has funds that can be invested, the funds may only be invested with registered financial institutions.

15. CODE OF CONDUCT

- 15.1 The Code of Conduct shall be binding on all members and office bearers of the ASSOCIATION.
- 15.2 The following rules of conduct shall be observed: -
- 15.2.1 Members at meetings must at all times conduct themselves in a dignified and orderly manner. Any member who persists in behaving inappropriately must leave the meeting when so ordered by the Chairperson.
 - 15.2.2 All members and office bearers shall comply with the aims, objectives and constitution of the ASSOCIATION.
 - 15.2.3 No member or office bearer shall behave in such a way as to bring the ASSOCIATION into disrepute.
 - 15.2.4 No member or office bearer shall influence or attempt to influence the ASSOCIATION in its consideration of a decision on any matter before it so as to gain some direct or indirect benefit for him/herself or any person or body with whom he/she is associated.
 - 15.2.5 No member or office bearer of the ASSOCIATION shall directly or indirectly accept any gift, reward or favour as a consideration for voting in a particular manner on any matter before the ASSOCIATION.
 - 15.2.6 No member or office bearer shall use the facilities or equipment of the ASSOCIATION for his/her personal use.
 - 15.2.7 No member or office bearer will be allowed to carry or display firearms or weapons at any meeting.

16 AMENDMENTS TO THE CONSTITUTION

- 16.1 The constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds ($\frac{2}{3}$) (or at least 67%) of the members who are at the Annual General Meeting or special general meeting. Members must vote at this meeting to change the constitution.
- 16.2 For the purpose of considering changes to this constitution, two thirds ($\frac{2}{3}$) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.
- 16.3 As provided for in clause 13, written notices must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- 16.4 No amendments may be made which would cause the ASSOCIATION to close down or stop to function other than provided for in clause 19.

17. RECOGNITION OF THE ASSOCIATION BY THE CITY OF CAPE TOWN

The information required for recognition by the Municipality of Cape Town shall be submitted to the Municipality by no later than October of each year.

17 DISSOLUTION/CLOSING DOWN

- 18 The ASSOCIATION may dissolve or close down if at least two thirds ($\frac{2}{3}$) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
- 19.2 When the ASSOCIATION closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the ASSOCIATION. The remaining assets must be transferred to:
- Somerset West Neighbourhood Watch NPC; or alternatively
 - Another entity that is: -
 - A public benefit ASSOCIATION, which has been approved in terms of section 30 of the Act.
 - Any institution, board or body which is exempt from the payment of income tax in terms of section 10(IXcAXi) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or
 - Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1Xa) or (b) of the Act.