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# CONSTITUTION

## of the PARKVIEW RESIDENTS' ASSOCIATION ("PRA") (Revision approved at AGM on 10 October 2018)

1. The name of the Association shall be PARKVIEW RESIDENTS' ASSOCIATION.

### 2. INCORPORATION

2.1. The PRA shall be a residents' association with perpetual succession, capable in law of suing and being sued in its corporate name and of acquiring, owning, hiring, letting, hypothecating, alienating and otherwise dealing with property of whatever description, nothing excepted, and of doing and performing such acts and things as bodies corporate may by law do and perform, subject always to the condition that the PRA shall apply its funds and income in promoting its objects and shall not at any time pay any dividends to its members.

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

### 3. LIMITATION OF LIABILITY

The liability of members of the PRA shall be limited to the payment of unpaid subscriptions and to the settlement of their debts to the PRA, and all persons shall be deemed to contract or deal with the PRA on this basis.

#### **4. AIMS AND OBJECTIVES**

The principal object of the PRA is to advance the interests and welfare of ratepayers and residents of Parkview and Greenside East and the general public in Parkview and Greenside East, and to this end:

- 4.1. To provide liaison between the ratepayers and residents of Parkview and Greenside East and the appropriate local authority, public bodies and local businesses, whether by consultation or collaboration with the Ward's representative on the City Council or otherwise, and to ensure that the voice of public opinion is heard by city management or otherwise;
- 4.2. To maintain a watching brief on issues affecting, or that may affect, ratepayers and residents;
- 4.3. To foster community spirit and to support appropriate programmes or measures in the interest of the general wellbeing of the residents of Parkview and Greenside East;
- 4.4. To promote a cleaner, safer, more beautiful and green environment within Parkview and Greenside East and neighbouring areas;
- 4.5. To develop a family- and child-friendly environment within an integrated urban community;
- 4.6. To be non-discriminatory and, in particular, non-party political, non-racist and non-sexist, and to promote racial and gender diversity and inclusivity in the community;
- 4.7. To encourage a predominantly residential environment in keeping with the wishes of the Parkview and Greenside East community;
- 4.8. To raise funds for the purpose of achieving the objectives of the PRA;
- 4.9. To engage in activity of an occasional nature with a view to advancing the other aims and objectives of the PRA;
- 4.10. To promote, preserve and maintain areas, collections or buildings of historical or cultural interest;

- 4.11. To promote environmental awareness, greening, clean-up and sustainable development projects;
- 4.12. To institute legal action and proceedings to safeguard the rights and interests of residents of Johannesburg, and particularly of Parkview and Greenside East.

## **5. MEMBERSHIP**

Membership shall be open to all adult residents and/or ratepayers over the age of 18 (eighteen) years residing or working in Parkview or Greenside East: members shall be those persons in the aforementioned category who have paid their subscriptions.

## **6. SUBSCRIPTION**

The annual subscription of a member, payable in advance, shall be determined by the Executive Committee. Membership is forfeited if the subscription is unpaid for a year. Subscriptions include the percentage of the fee paid to the PRA by Safe Parkview on behalf of its members.

## **7. ANNUAL GENERAL MEETING OF THE ASSOCIATION**

The Association shall meet annually on a date not more than 16 (sixteen) months after the previous Annual General Meeting. The business at the Annual General Meeting shall be:

- 7.1. To receive the report of the Chairperson and the Executive Committee;
- 7.2. To receive and consider the financial accounts and balance sheet for the last financial year;
- 7.3. To elect the Executive Committee for the ensuing year;
- 7.4. To consider notices of motion;
- 7.5. Any other business.

Notice of the Annual General Meeting, including the agenda, shall be given to members not less than 7 (seven) days prior to the meeting.

## **8. SPECIAL MEETINGS OF THE ASSOCIATION**

At the instruction of the Executive Committee or upon a written request by at least 15 (fifteen) members, the Secretary shall convene a Special Meeting of the Association. Not less than 14

(fourteen) days' notice of such meeting shall be given to members, such notice to include a statement of the purpose of such meeting.

## **9. QUORUM FOR ANNUAL GENERAL AND SPECIAL MEETINGS**

A quorum of an Annual General Meeting or Special Meeting shall be no fewer than 40 (forty) members. If no quorum is present at the meeting, that meeting shall be adjourned. 7 (seven) days' notice shall thereafter be given to members of the date of the adjourned meeting, and those present at such adjourned meeting shall form a quorum.

## **10. VOTING**

Only members qualified by payment of current subscription shall be entitled to vote at meetings. Voting shall be on a show of hands unless a ballot is demanded by the Chairperson or a member. The Chairperson shall have a casting vote both on a show of hands and ballot when there is an equality of votes.

## **11. EXECUTIVE COMMITTEE**

### **11.1. Election of Committee**

The Annual General Meeting of the PRA will elect an Executive Committee of no fewer than 5 (five) and no more than 10 (ten) members. The Executive Committee shall have power to administer the affairs generally of the PRA and shall undertake whatever action it may consider necessary to achieve the objects referred to in paragraph 4 hereof on behalf of the PRA. The Executive Committee shall have power to co-opt further voting members provided that there shall be no more co-opted members than there were elected members at the end of the last AGM. No City Councillor shall be eligible for membership of the Committee. All retiring members of the Committee are eligible for re-election.

### **11.2. Officers**

The Officers of the PRA shall be a Chairperson and a Treasurer, who shall be elected by the Executive Committee at its first meeting after the AGM. Decisions shall be made by the majority on a show of hands. The Chairperson shall have a casting vote.

### **11.3. Ordinary Meetings**

An Ordinary Meeting of the Executive Committee shall be held not less than once a quarter.

### **11.4. Special Meetings of Executive Committee**

Special Meetings of the Executive Committee may be convened by the Chairperson, as may be deemed necessary. Unless arranged at a meeting of the Committee, at least 7 (seven) days' notice of such Special Meeting shall be given to members of the Executive Committee.

11.5. Quorum for Executive Committee

4 (four) members attending a meeting of the Executive Committee shall constitute a quorum. If no quorum is present at the meeting, that meeting shall be adjourned. 7 (seven) days' notice shall thereafter be given to members of the Committee of the date of the adjourned meeting, and those present at such adjourned meeting shall form a quorum.

11.6. Forfeiture of Membership of Executive Committee

A member shall be deemed to have relinquished membership of the Executive Committee by failure to attend 3 (three) consecutive ordinary meetings without apology, except by leave of absence.

11.7. Casual vacancies

The Executive Committee shall itself appoint officers and members to fill vacancies on the Committee occurring between Annual General Meetings.

11.8. Sub-Committees

The Executive Committee may appoint Sub-Committees from time to time, and may delegate to such Sub-Committees authority to perform such duties as it may think fit.

**12. CONFLICTS OF INTEREST IN RESPECT OF EXECUTIVE COMMITTEE MEMBERS**

12.1. All Executive Committee members shall disclose any business or material personal interests that they have in a matter that relates to the activities of the PRA. In addition, a Committee 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.

12.2. No conflict of interest may compromise the position of an Executive Committee.

- 12.3. Disclosure should be made in writing to all other Executive Committee members as soon as possible after the Committee member becomes aware of such interest.
- 12.4. Details of the disclosure must be recorded in the minutes of every meeting at which the disclosure is made or the meeting following the disclosure.
- 12.5. An Executive Committee 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 Committee members who do not have such an interest in the matter agree that the interest should not disqualify such Committee 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.
- 12.6. The interest of a member for the purpose of this clause shall include the interest of any family member of the Executive Committee member and the interest of any employer or business associate of the Executive Committee member.
- 12.7. 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 Executive Committee and disclosure must be made to the Chairperson also.
- 12.8. Any person contravening this clause shall hold any benefit on trust for the PRA.

### **13. CODE OF CONDUCT FOR EXECUTIVE COMMITTEE MEMBERS**

- 13.1. The Executive Committee members are appointed to represent the interests of the community.
- 13.2. In fulfilling this role Executive Committee members must be accountable to the community and report back to the community. Reportbacks may take the form of public meetings or written communication with members (for example newsletters, emails, social media posts or the website).

- 13.3. The Executive Committee member must perform the functions of office in good faith, honestly and in a transparent manner.
- 13.4. The Executive Committee member must, at all times, act in the best interest of the community. The Executive Committee member shall endeavour to act in such a way that the reputation, credibility and integrity of the PRA are not compromised.
- 13.5. The Executive Committee member may not use the position, or information, whether confidential or not, obtained as an Executive Committee member, for private gain or to benefit improperly another person.
- 13.6. The Executive Committee member may not request, solicit or accept any benefit, reward, gift or favour for their activity as Executive Committee members and in particular for:
  - 13.6.1. Voting or not voting in a particular manner on any matter dealt with by the PRA;
  - 13.6.2. Persuading or attempting to persuade Executive Committee members in regard to the exercise of any function or duty;
  - 13.6.3. 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 Parkview or Greenside East.
- 13.7. The Executive Committee member shall keep all private or confidential information acquired in the course of duties private or confidential. Such information can be disclosed to other Executive Committee members, or, as necessary in the circumstances, to third parties.
- 13.8. This clause shall apply to all members of sub-committees and working parties, *mutatis mutandis*.
- 13.9. Any person contravening this clause shall hold the benefit or the value thereof on trust for the PRA.

## **14. INDEMNITY**

- 14.1. Subject to the provisions of any relevant statute, Members, Members of the EXCO, and other Office Bearers shall be indemnified by the PRA for all acts reasonably done by them in good faith on its behalf. It shall be the duty of the PRA to pay all costs and expenses that any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the PRA.
- 14.2. Subject to the provisions of any relevant statute, no Member, Member of the EXCO, and or other Office Bearer of the PRA shall be liable for the acts, receipts, neglects or defaults of any other Member or Office Bearer, or for any loss, damage or expense suffered by the PRA, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

## **15. STATEMENTS AND PROJECTS**

Statements to members of the press or to any third party in respect of the business and affairs of the PRA may only be made by a duly authorised member of the Executive Committee. No other resident or ratepayer, whether or not a member of the PRA, shall have power or authority to represent or bind the PRA in any way whatsoever or to undertake any project on its behalf.

## **16. RECORD OF MEMBERSHIP**

A register of members of the PRA shall be compiled before the Annual General Meeting each year.

## **17. FINANCE**

All funds of the PRA shall be deposited in an account at a commercial bank or building society convenient to the Treasurer in office and approved by the Executive Committee. Authorisation for payment from the account shall be signed by any 2 (two) of 3 (three) persons authorised to do so from time to time by the Executive

Committee in meeting. All accounts must be approved and passed for payment by the Executive Committee. All books of account must be audited once a year.

#### **18. AMENDMENT OF CONSTITUTION**

This Constitution shall be unalterable save by resolution carried by the vote of a majority of the members attending an Annual General Meeting or a Special Meeting called for that purpose. Any proposed amendment of the Constitution must be in the hands of the Chairperson at least 30 (thirty) days before the meeting and it must be circularised to members at least 7 (seven) days before the meeting with the notice of the meeting.

#### **19. DISSOLUTION**

Upon resolution carried by the vote of two-thirds of the members entitled to vote, attending an Annual General or Special Meeting called for that purpose, the Association may be dissolved and its assets disposed of as the majority at such Annual General or Special Meeting may decide.

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