The following constitution was approved at the Annual General Meeting on 24 November 2015,

**1 NAME**

The name of the association shall be **Parkhurst Village Residents’ and Business Owners’ Association**, abbreviated as **PRABOA.**

**2. AIMS AND OBJECTIVES**

The principal object of PRABOA is to advance the interests and welfare of eligible persons and those who may become eligible persons, and the general public in Parkhurst, and to this end:

2.1. to promote a cleaner, safer, more beautiful and green environment within Parkhurst and neighbouring areas

2.2. to develop a family and child friendly environment within an integrated urban community

2.3. to be non-discriminatory and in particular non-party political, non-racist and non-sexist;

2.4. to provide liaison between the ratepayers and residents of Parkhurst and the appropriate local authority, public bodies and local businesses;

2.5. to maintain a watching brief on issues affecting, or that may affect, ratepayers and residents;

2.6. to foster community spirit and to support appropriate programmes or measures in the interest of the general wellbeing of the residents of Parkhurst;

2.7. to encourage a predominantly residential environment in keeping with the wishes of the Parkhurst community;

2.8. to raise funds for the purpose of achieving the objectives of PRABOA.

2.9 to engage in activity of an occasional nature with a view to advancing the other aims and objectives of PRABOA

2.10 to improve and protect the safety of all the general public in Parkhurst. whether they be eligible persons or not

2.11 to promote. preserve and maintain areas, collections or buildings of historical or cultural interest,

2.12 to promote environmental awareness, greening, clean-up and sustainable development projects.

Notwithstanding the sequence or enumeration of the above sub-clauses, no aim and / or objective shall take precedence over any other.

**3 AREA OF CONCERN**

3.1 The principle consideration of PRABOA is for the interests of Parkhurst and of all people who are or may become eligible persons.

3.2 Other areas of Johannesburg affect Parkhurst, and PRABOA shall have regard to this.

3.3 Nothing shall prevent PRABOA joining with other bodies to advance Parkhurst’s interests together with those of other areas.

3.4 “Parkhurst” means the entire township of Parkhurst

3.5 “Eligible persons” include all persons (which term shall include businesses) residing or working or letting or owning businesses or property in Parkhurst.

**4 MEMBERSHIP**

4.1 The terms of membership, including the amount of any subscription, shall be as decided from time to time by the committee.

4.2 Voting membership shall be available as of right to all eligible persons (but not persons under the age of 18), on request in such form as the committee may prescribe.

4.3 Persons (including businesses) who wish to become members who are not eligible persons may apply for membership in such form as the committee may prescribe. The committee may accept such application, as either voting or non-voting members.

4.4 The committee may elect persons as honorary members, who shall be non-voting members, unless entitled to membership under clause 4.2.

4.5 The committee may exclude any person from membership, if it considers that that person’s continued membership is not conducive to the interests of PRABOA or of the residents of Parkhurst, provided that the committee shall give any person a right to be heard before excluding him.

4.6 If a member’s subscription has expired and remains unpaid for two months, that member’s membership is ended, unless the committee has decided otherwise or until the member pays a subscription.

4.7 Voting shall be by show of hands of voting members initially, unless the chairperson decides otherwise. If a poll is requested by a tenth of those voting members present, in person or by proxy, the chairperson shall determine how this shall be carried out; every voting member present in person or by proxy shall be entitled to one vote.

4.8 Every voting member shall be entitled to vote at a general meeting. The voting may be in person or by a proxy appointed in writing. A proxy shall be a member of PRABOA. If two or more persons are jointly voting members, only one may vote.

4.9 Notices to members shall only be given by email to the member at their last known email address. Notices to members in general shall also be given by posting the notice on PRABOA’s website. Failure of receipt shall not invalidate a meeting. PRABOA shall not be obliged to give any person a notice as a hard copy.

**5 MANAGEMENT**

5.1The affairs of PRABOA shall be managed by the committee. This is subject to any direction by the members given in a resolution passed at a general meeting.

5.2 The committee shall cause proper books of account to be kept in English. The committee shall maintain a banking account or accounts at one or more recognised banking institutions, on such terms as the committee may see fit. All monies collected by or on behalf of PRABOA shall be paid into such accounts.

5.3 The committee shall cause proper accounts to be prepared after the end of each financial year. The accounts shall be audited. The accounts and the auditor’s report thereon shall be presented to the Annual General Meeting. The auditor’s report shall state the auditor’s professional qualifications, the extent of the audit and whether in the opinion of the auditor members’ interests are reasonably protected, whether by the audit or otherwise. If the auditor is not so satisfied, the report shall include suggestions to improve the position.

5.4 An auditor shall be elected at each Annual General Meeting. If no auditor is elected, or if the person is unwilling or unable to act, the committee shall fill the vacancy. The auditor shall retire at each Annual General Meeting and shall be eligible for re-election. No person who has been a member of the committee during a period to be audited shall serve as an auditor. The auditor shall be a person who is, or was before his retirement, a person contemplated in section 60 of the Close Corporations Act [i.e. with professional accountancy qualifications]..

5.5 The end of the financial year shall be decided by the committee. Until the committee so decides, the end of the financial year will be the last day of February in each year. The period 1 January 2014 to 28 February 2015 shall be deemed to have been a financial year.

5.6 The committee may insure PRABOA and its committee members against liabilities that it or its committee members may incur in connection with PRABOA or its activities..

5.7 PRABOA may not distribute its funds directly or indirectly to any person, unless this is in the course of and solely for the Aims And Objectives contained in clause 2 hereof. PRABOA may pay reasonable remuneration to Committee members, employees and contractors for services rendered.

5.8 If PRABOA resolves in terms of clause 6.5 that it be dissolved, it may not distribute any funds to any individual, but only to one or more public benefit associations registered as such under taxation laws. Subject to this, such resolution may specify how funds are to be distributed..

5.9 As required by SARS, but subject only to clause 5.10, no monies paid to PRABOA on account of a membership subscription or a donation may be refunded, notwithstanding that it is expressed as being for a period of time which has not yet finished.

5.10 Any monies donated to PRABOA to be used for a particular purpose shall, subject to the following provisions of this paragraph, only be used for that purpose and the monies shall be accounted for accordingly. If the purpose has been fulfilled, or if the purpose cannot be fulfilled or if the purpose is no longer appropriate, then any remaining monies shall be applied to a purpose *cy près* the original purpose or failing that to the general purposes of PRABOA, unless the donation was explicitly expressed to be subject to refund if the designated purposes of the donation were not fulfilled.

**6 MEETINGS**

6.1 An Annual General Meeting shall be held every calendar year, not later than 15 months after the preceding Annual General Meeting.

6.2 The agenda of the Annual General Meeting shall include questions arising from the minutes of general meetings including and held since the previous Annual General Meeting, 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. If any document or report has been placed on PRABOA’s website 14 days before the meeting, it shall not be read to the meeting unless the chairperson or the meeting directs.

6.3 The committee may, and shall within thirty days of being requested so to do by one tenth of the members of PRABOA, call a Special General Meeting. 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 committee.

6.4 This Constitution may be amended, rescinded or altered only at an Annual General

Meeting or at a Special General Meeting 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

6.5 PRABOA may be dissolved by a resolution to that effect passed at an Annual General meeting or at a Special General Meeting 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 committee shall incur no further unnecessary liabilities and shall liquidate PRABOA within six months.

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

6.8 A quorum for Annual General Meeting or a Special General Meeting shall be not less than 20 members of PRABOA, 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 a Special General Meeting called on a requisition of members of PRABOA, if no quorum be present by the time specified for the meeting shall be not be adjourned but shall be dissolved.

**7 COMMITTEE**

7.1 There shall be at least five and no more than 15 members of the committee.

7.2 The members of the Committee shall be elected at the Annual General Meeting for a period extending to the next two Annual General Meetings. At least half of the committee members shall retire each year. The members to retire shall comprise firstly those member co-opted since the previous Annual General Meeting, next those members who at the date of the Annual General Meeting will have been in office since before the previous Annual General Meeting then, if need be, drawn from those members who have been longest in office since their last election and determined by lot, if necessary, as between members of equal seniority. A committee member who retires may offer himself/herself for re-election without formal nomination. A person nominated must signify his or her consent, either in person or in writing, at the meeting. Members of the committee must be voting members of PRABOA. The number of persons elected shall be such that the number of elected members of the committee shall not exceed ten.

7.3 The committee shall meet so soon as may be after the Annual General Meeting, and, unless it has met previously, shall meet seven days after the Annual General Meeting.

7.4 The committee shall immediately elect a chairperson from among its members. The chairperson shall take the chair at all meetings of PRABOA and the committee. 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 committee present shall elect one of their number to take the chair.

7.5 The committee shall meet whenever necessary, and at least once in every month other than December. At least seven days’ notice should be given of such a meeting. The quorum at a meeting shall be half the members of the committee.

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

7.7 The committee may coopt voting members to join the committee up to the number allowed 5by clause 7.1, provided that there shall be no more coopted members appointed than there were elected members at the end of the previous Annual General Meeting.

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

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

**8 CONFLICTS OF INTEREST**

8.1 All Committee members shall disclose any business or material personal interests that they have in a matter that relates to the activities of PRABOA. 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.

8.2. No conflict of interest may compromise the position of a Committee member of PRABOA

8.3. Disclosure should be made in writing to all other committee members as soon as possible after the Committee member becomes aware of such interest.

8.4. 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.

8.5. A 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.

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

8.7 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 Committee and disclosure must be made to the Chairman also.

8.8 Any person contravening this clause shall hold any benefit on trust for PRABOA.

**9. CODE OF CONDUCT FOR COMMITTEE MEMBERS**

9.1 Committee members are appointed to represent the interests of the community.

9.2 In fulfilling this role Committee 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). In addition, the Committee will maintain a website making available relevant information in a timely manner.

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

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

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

9.4. (*bis*) A Committee member may not request, solicit or accept any benefit, reward, gift or favour for their activity as committee members and in particular for:

a) voting or not voting in a particular manner on any matter dealt with by PRABOA

b) persuading or attempting to persuade Committee 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 Parkhurst

d) by way of expenses or fees charged, unless so authorised by the committee.

9.5 A 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 committee members, or, as necessary in the circumstances, to disclose to third parties.

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

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

**10 SUNDRY PROVISIONS**

10.1 PRABOA 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 Committee or by any person or persons appointed by the Committee for that purpose. All assets shall vest in PRABOA as a body corporate, and all liabilities shall be incurred by PRABOA, no member of PRABOA being liable jointly or severally for the debts or obligations of PRABOA unless that member shall have assented thereto..

10.2 PRABOA 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.

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

10.4 In the event of doubt or disagreement as to interpretation of any provisions of this

Constitution, any decision taken thereon by the Committee shall be final and binding

**NOTE** PRABOA was originally founded on 5 May 2011 with the name ***Parkhurst Residents & Business Owners’ Association.*** There has been no change in the entity, only in the name and by amending the constitution by rewriting it.

**NOTE**  subsequently to the meeting it was discovered that there were two clauses, each numbered 9.3 and 9.4. The numbering has been adjusted to correct the duplicate numbering.