



CONSTITUTION

of the

Primrose Ratepayers Association

August 2026

Draft 3

Table of Contents

1. NAME OF ASSOCIATION.....	3
2. DEFINITIONS	3
3. OBJECTIVES.....	3
4. POWERS OF THE ASSOCIATION	4
5. MEMBERSHIP	4
6. THE COMMITTEE.....	4
7. POWERS OF THE COMMITTEE	5
8. DUTIES OF THE COMMITTEE MEMBERS	5
8.1. DIRECTORS.....	5
8.2. CHAIRPERSON	6
8.3. SECRETARY	6
8.4. TREASURER.....	6
9. MEETINGS	7
9.1. PROCEDURES FOR MEETINGS	7
9.2. ANNUAL GENERAL MEETINGS	7
9.3. GENERAL AND SPECIAL MEETINGS	8
9.4. QUORUM	8
10. SPECIAL RESOLUTIONS AFFECTING THE CONSTITUTION	9
11. INCOME AND PROPERTY.....	9
12. FINANCE.....	9
13. INDEMNITY	10
14. DISSOLUTION OF PRA	10

1. NAME OF ASSOCIATION

The name of the Association shall be the Primrose Ratepayers Association, hereinafter referred to as **PRA**.

2. DEFINITIONS

The following terms and expressions shall have the meanings set out respectively hereunder and similar expressions shall bear corresponding meaning:

- a) 'AGM' – means Annual General Meeting
- b) 'Directors' – means the members of the registered company known as Primrose Rate Payers Association with Enterprise Number 2022/632991/08
- c) 'Committee' means members of the PRA elected at its AGM, to manage the affairs of the PRA.
- d) 'Residential Community' means community housing developments such as Residential Estates, and sectional title complexes.

e) 'Primrose Area' – Primrose East, Marlands, Rustivia, Woodmere, Sunnyridge, Sunnyrock, Solheim, Wannenburg, Fisher's Hill, Symhurst, Gerdview, Homestead, Wychwood A and B, Simmerfield, Malvern East, Dawnview, Primrose, Primrose Hill, Creston Hill and Dania Park.
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f) "Financial Year End" – means the financial year end shall be at the end of February.

g) 'Members' – means persons over the age of 18 years who own rateable property in the Primrose Area, who apply and are accepted for membership in the prescribed manner and have paid the applicable membership fees. Residential Communities may also become members, in which case the Residential Community is the 'Member' and has Special voting rights.
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- h) 'Special Resolutions' – means a written notice, that could affect the Constitution, and that a member has submitted to PRA to be heard, and voted for, at an AGM or Special General Meeting at a particular time.

3. OBJECTIVES

- a) To promote and protect the interests of all Ratepayers of rateable property falling within the current jurisdiction of the Primrose Area.
- b) To interact with any state or civic bodies or any organization / associations / corporations to achieve objective (a) above.
- c) To act as a conduit for members' views to the relevant authority.
- d) To help ensure that municipal services are provided in terms of section 195 of the country's Constitution and section 38(c) of the Municipal Systems Act in an economic, effective, efficient, transparent, and accountable manner.
- e) PRA is apolitical and shall not, as a body, engage in any political propaganda or work.
- f) PRA is non-sectarian and has no religious affiliations.
- g) To support and engage Councillors and Municipal role-players involved in the PRA jurisdiction who impact decisions that are in the Ratepayer's interests.
- h) To provide regular information and feedback to the Ratepayers via the various communication channels.

4. POWERS OF THE ASSOCIATION

PRA shall have the same powers as that of a company under the Companies Act, as amended. Such powers include:

- a) To institute or defend any legal or other proceedings and to settle any claims.
- b) To prudently invest funds in PRA.
- c) To contract any premises and/or services for assisting PRA in achieving its objectives.
- d) To exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company.

5. MEMBERSHIP

- a) Acceptance of membership applications shall be at the discretion of the Committee.
- b) Any person who ceases to own rateable property within the Primrose Area will cease to be a member unless otherwise approved by the Committee for specific reasons.
- c) Nothing herein contained shall prevent the Committee from admitting a person who is not the owner or occupier of rateable property to membership agreed to by the Committee.
- d) Paid up member is a member whose annual subscription is up to date.
- e) Members will have access to certain benefits, which will be determined from time to time.
- f) Members will have the right to exercise their votes on PRA matters.
- g) Any member, whose annual subscription is more than three months in arrears, or who has given notice of his/her intention to resign, shall be declared no longer a member.
- h) Any Member that is found to act in a manner that is not appropriate and/or not in the best interest of PRA, may be declared, by the Committee, to no longer be a member.

6. THE COMMITTEE

- a) The Directors of the registered entity shall be permanent members of the PRA Committee.
- b) The members of PRA shall, at its AGM, elect a Committee consisting of a minimum of 6 (six) and a maximum of (12) twelve people (including the Directors) to manage the affairs of PRA. Such people need not be present at the AGM but must have indicated their consent to fill such a position, which consent must be delivered to the Chairperson prior to commencement of the AGM or stated publicly at the AGM. Such people must be currently paid-up members of PRA or a new member who pays their Annual Membership within a month of being elected to the Committee.
- c) At its first meeting after the AGM, the Committee shall elect, from amongst its members, a Chairperson, Vice-Chairperson, Secretary and Treasurer. The role of Secretary and Treasurer may be contained in one person, subject to the approval of the Committee.
- d) The Committee may fill any vacancy caused by death or other causes by the co-option

of a suitable substitute.

- e) The Committee may, at any time, co-opt any person who has special knowledge of the objectives of the ratepayers and residents of the Primrose Area.
- f) The Committee shall meet regularly at such times and places as it may decide.
- g) The Committee may, at all times, appoint any number of sub-committees for specific purposes and state duration, to assist and report to the Committee. Any such sub-committee shall be under the chairmanship of a member of the main Committee who shall also act as a convener of such sub-committee.

7. POWERS OF THE COMMITTEE

- a) The Committee shall carry out the powers on behalf of PRA, and they shall manage its affairs in accordance with the resolutions of the members as shall be taken from time to time at General Meetings.
- b) The Committee is responsible for making decisions, and acting on such decisions, which it believes it needs to be made to achieve the objectives of PRA. 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.
- c) The Committee shall have the general powers and authority to:
 - i. Raise funds or invite and receive contributions for PRA to perform its duties.
 - ii. Implement and enforce proper governance and management of the organisation.
 - iii. Form sub-committees as and when it is necessary for proper functioning of PRA, and such sub-committees shall regularly report back to the main Committee on its activities.

8. DUTIES OF THE COMMITTEE MEMBERS

8.1. DIRECTORS

In general, all PRA Directors are asked to:

- a) Convene and attend and participate in quarterly board meetings (or as required).
- b) Be permanent members of the PRA committee.
- c) Be a member of good standing of PRA and a good citizen of the community,
- d) Participate in the annual general meeting.
- e) Support community engagement in different projects and activities by PRA (e.g., membership booths, posting community board notices, etc.),
- f) Provide advice and support to the committee as part of a collaborative working team.
- g) Assist with PRA communication activities including correspondence, social media updates, and monthly event calendar.
- h) Represent PRA interests at outside meetings in our communities as required.
- i) Collaborate and contribute to the committee in a respectful and positive manner.
- j) Bring community concerns and issues to the board for discussion, and
- k) Support applications for board-approved projects.

8.2. CHAIRPERSON

- a) The Chairperson shall preside over any meeting at which he/she is present. In his/her absence, the Vice Chairperson shall preside. The Chairperson and Secretary shall be ipso facto members of any sub-committee appointed by the Chairperson.
- b) The Chairperson and/or Convener of sub-committees shall report to the Chairperson of the main committee when called upon to do so
- c) The Chairperson is the head authority figure in PRA and is in charge and responsible for the affairs of PRA.
- d) The Chairperson is to provide leadership to the PRA and the Committee.
- e) The Chairperson is responsible for making sure that each meeting is planned and run effectively, conducted according to the constitution, and that matters are dealt with in an orderly, efficient manner.
- f) The Chairperson represents the association to outside parties in a professional manner.
- g) The Chairperson facilitates strategic planning with the Committee.
- h) The Chairperson addresses and discusses confronting issues with the Committee, Members, and other relevant stakeholders.

8.3. SECRETARY

- a) The Secretary shall compile and keep up to date a list of all members together with their residential and postal addresses as well as their membership contributions.
- b) The Secretary shall keep a record of committee members present at the Committee meetings and shall take minutes of each meeting and present them to the committee at the following meeting. The Secretary will inform the committee of any committee member has failed (without leave of absence) to attend three consecutive meetings and shall inform the committee of any members of committee who is in arrears with subscriptions or who is otherwise disqualified from membership. The committee may declare any member thereof to be in default if he/she has not attended three consecutive meetings and relieve him/her of their duties to the committee – the committee may fill such vacancy by a co-option as herein provided.

8.4. TREASURER

- a) The Treasurer (or where the office of Secretary and Treasurer is combined – the Secretary/Treasurer) shall account for all monies received on behalf of the Association and deposit same in the bank account as provided herein.
- b) The Treasurer shall advise members when they are in arrears with subscriptions.
- c) The Treasurer shall prepare a financial statement for consideration at the AGM.
- d) The Treasurer is responsible for compiling the annual accounts and preparing them in the format required for the AGM.
- e) The Treasurer shall prepare a budget for the financial affairs of PRA and present the same for discussion at the AGM.
- f) The Treasurer will assure that the financial affairs of PRA remain accounted for, and in order, and report as such to the committee meetings.

9. MEETINGS

9.1. PROCEDURES FOR MEETINGS

- a) The Committee may regulate its meetings and proceedings as it finds fit, subject to the following:
- b) The Chairperson shall chair all meetings.
- c) If the Chairperson is not present within fifteen minutes of the appointed time of the meeting, the Vice-Chairperson shall chair such meeting. In both their absence, the Committee members present at the meeting shall elect a chairperson for that meeting.
- d) A resolution put to the vote shall be decided by means of a show of hands or by ballot.
- e) Votes can only be executed by Members of the PRA.
- f) A vote by ballot can be demanded by not less than one third of the members present or represented by proxy.
- g) Each member present or represented by proxy shall be entitled to one (1) vote.
- h) In the case of Residential Communities:
 - i. Residential Communities with more than 100 residents and ratepayers will be entitled to 100 votes.
 - ii. Residential Communities with less than 100 residents and ratepayers will be entitled to a number of votes equal to 50 (fifty) % of the actual number of residents and ratepayers.
 - iii. A mandated representative of the relevant Residential Community would need to be present at the meeting to exercise their votes.
- i) Except where this constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes, the Chairperson shall have a casting or second vote.
- j) Proper minutes and attendance records must be kept at all meetings. The chairperson for the meeting shall sign the minutes which shall be always available for inspection or copying by any member of the association.

9.2. ANNUAL GENERAL MEETINGS

- a) Members of PRA shall meet annually, not more than six months after the Financial Year-end, to conduct the following business.
 - i. To receive and accept the Chairperson's Annual Report.
 - ii. To receive and accept the Annual Financial Report.
 - iii. To report back to the members on the work and achievements for the past year.
 - iv. To present the budget for the ensuing year.
 - v. To elect a committee in terms of clause 6(b) above or to confirm the continuity of the existing committee members provided that the term of any committee member does not exceed three successive years
 - vi. To discuss any matters of which due notice has been given.
 - vii. To discuss any matters of general nature, details of which must be given to the Secretary, in writing, three days prior to the meeting.
- b) The notice calling such AGM shall be communicated or published in the local press not less than 14 days prior to the date of the meeting.

9.3. GENERAL AND SPECIAL MEETINGS

- a) Members may call for a General Meeting of PRA at any time they deem fit.
- b) If a General Meeting is requested by Members, this is required to be done by written request from a minimum of fourteen (14) paid members. The committee will then convene a Special General Meeting of the members of PRA. The purpose of such a meeting must be clearly stated. PRA's Secretary must give a minimum of seven (7) days' notice to all members, by post, Email or publication in the local press.

9.4. QUORUM

- a) **AGM** - The quorum for the AGM shall be not less than 10 (ten) paid up members of PRA, 5 (five) of which must be present at the meeting, and not by proxies.
 - i. 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.
 - ii. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded as making up a quorum for that meeting, and the meeting will continue as if a quorum is present.
 - iii. To carry a motion, not less than 50% of those present, including proxies, are required to carry the motion.
 - iv. In the case of a Special Resolution, 75% of those present, including proxies, are required to pass the resolution.
- b) **Special General Meeting** - The quorum for the Special General Meeting shall be not less than 10 (ten) paid up members of PRA, 5 (five) of which must be present at the meeting, and not proxies.
 - i. 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.
 - ii. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded as making up a quorum for that meeting, and the meeting will continue as if a quorum is present.
 - iii. To carry a motion, not less than 50% of those present, including proxies, are required to carry the motion.
 - iv. In the case of a Special Resolution, 75% of those present, including proxies, are required to pass the resolution.
- c) **Committee Meetings** - 50% of the Committee members shall constitute a quorum at normal Committee Meetings.



ADDITIONAL GOVERNANCE AND OPERATIONAL PROVISIONS

Conflict of interest

- a)** Any Director, Committee Member, office bearer or member of a sub-committee who has a direct or indirect personal, family, business or financial interest in a matter under consideration shall disclose that interest as soon as it becomes known.
- b)** The disclosure shall be recorded in the minutes. The affected person shall not participate in the discussion or vote on the matter and shall leave the meeting while the matter is considered, unless requested solely to provide factual information.
- c)** The Committee shall maintain a register of declared interests and review it at least annually.

Electronic meetings, notices and voting

- a)** Meetings of the Committee, sub-committees, General Meetings and Annual General Meetings may be held in person, electronically or in a hybrid format, provided that participants can communicate adequately and the identity of voting members can reasonably be verified.
- b)** Notices, agendas, minutes, resolutions and other official communications may be delivered electronically to the last contact details supplied by a member.
- c)** Electronic or remote voting may be used where the Committee adopts a secure and auditable process. The same quorum and voting thresholds prescribed by this Constitution shall apply.
- d)** Proxy appointments and electronic votes must be received by the Secretary by the deadline stated in the meeting notice.

Code of conduct and disciplinary procedure

- a)** Members, Directors, Committee Members and delegates shall act lawfully, honestly, respectfully and in the best interests of PRA, and shall not engage in harassment, intimidation, discrimination, misuse of PRA resources or conduct that materially brings PRA into disrepute.
- b)** Before membership or office is suspended or terminated for misconduct, the affected person shall receive written notice of the allegations, a reasonable opportunity to respond, and written notice of the decision and reasons.
- c)** A disciplinary decision shall require a resolution supported by at least two-thirds of the Committee Members entitled to vote. A person who is the subject of the matter, or who has a conflict of interest, may not vote.
- d)** The affected person may submit a written appeal within fourteen days. The appeal shall be decided by an impartial panel appointed by the Committee or, where appropriate, by members at a General Meeting.

Public communications and social media

- a)** The Committee shall designate authorized spokespersons for official public statements on behalf of PRA.
- b)** PRA communication channels and social media platforms shall be administered under an approved communication and moderation policy. Personal opinions shall not be represented as official PRA positions.
- c)** Official communications shall, as far as reasonably possible, be accurate, respectful, lawful and consistent with resolutions of the Committee or members.

Protection of personal information and records

- a)** PRA shall process personal information only for lawful and legitimate association purposes and in accordance with applicable data-protection legislation, including the Protection of Personal Information Act, 2013.
- b)** Reasonable administrative, technical and organizational safeguards shall be implemented to protect membership, financial, complaint and stakeholder information against loss, unauthorized access, disclosure or misuse.
- c)** Access to personal information shall be limited to authorized persons who require it for an approved PRA



PRIMROSE RATEPAYERS' ASSOCIATION (PRA)

purpose. Information shall be retained only for as long as required by law or legitimate operational need and shall thereafter be securely destroyed or de-identified.

d) The Committee shall designate a responsible office bearer to oversee privacy compliance and the handling of information requests or security incidents.

Removal, resignation and vacancies of Committee Members

a) A Committee Member may resign by written notice to the Secretary or Chairperson.

b) A Committee Member may be removed for serious misconduct, incapacity, persistent failure to perform assigned duties, loss of membership eligibility, an undisclosed material conflict of interest, or absence from three consecutive meetings without approved leave.

c) Before removal, the Committee Member shall receive written notice of the proposed action and a reasonable opportunity to respond. Removal shall require a resolution supported by at least two-thirds of the remaining Committee Members entitled to vote.

d) Any vacancy may be filled by co-option until the next AGM, at which the appointment shall be confirmed or a replacement elected.

Community safety, environment and civic improvement

a) In furtherance of its objectives, PRA may promote lawful community safety, crime-prevention, emergency-preparedness, environmental, heritage, public-space and neighborhood-improvement initiatives.

b) PRA may cooperate with municipal departments, emergency services, law enforcement agencies, recognized community-policing structures, civil-society organizations, residents and other lawful stakeholders.

c) PRA shall not assume statutory powers or operational responsibilities reserved by law for public authorities.

Whistleblowing and protection against retaliation

a) Any person may report suspected fraud, corruption, theft, serious misconduct, abuse of authority or material non-compliance affecting PRA through a channel approved by the Committee.

b) Reports shall be handled confidentially as far as reasonably possible, assessed impartially and referred to the appropriate authority where required.

c) No person who makes a report honestly and on reasonable grounds may be subjected to retaliation by PRA. Knowingly false or malicious reports may constitute misconduct.

Financial delegations, procurement and related-party transactions

a) The Committee shall approve and periodically review a written schedule of financial delegations, banking authorities, expenditure limits and procurement thresholds.

b) No person may approve payment to themselves. Payments shall be supported by appropriate records and be approved in accordance with the financial delegations and the dual authorization requirements of this Constitution.

c) For expenditure above the threshold set by the Committee, PRA shall obtain competitive written quotations that are reasonably practicable. Any departure shall be motivated, approved, and recorded in the minutes.

d) Related-party transactions shall be disclosed, considered under the conflict-of-interest provisions and entered into only where demonstrably fair, reasonable and in PRA interests.

e) Urgent expenditure outside an approved budget may be authorized only within delegated limits and shall be reported to and ratified by the Committee at its next meeting.

Risk management and governance policies

a) The Committee shall identify and monitor material strategic, operational, financial, legal, reputational, safety, privacy and project risks affecting PRA.

b) The Committee may establish a Governance and Risk Sub-Committee and may adopt policies, procedures and delegations consistent with this Constitution.

c) Policies adopted under this clause may regulate operational detail but may not amend or override this Constitution.

Terms of office and handover

a) A Committee Member may serve no more than three consecutive one-year terms unless a General Meeting, for stated reasons, approves one additional term by a two-thirds majority



PRIMROSE RATEPAYERS' ASSOCIATION (PRA)

- b) After reaching the applicable limit, the person shall not be eligible for re-election to the Committee until at least one full term has elapsed.
- c) Outgoing office bearers shall hand over PRA records, credentials, property, financial information and outstanding matters to their successors within fourteen days of leaving office.

Implementation and review

- a) The Committee shall review the policies and delegations contemplated in this section at least annually and report material changes to members.
- b) If any provision of this section conflicts with another provision of this Constitution, the more specific provision shall apply to the extent of the conflict, subject to applicable law.
- c) These provisions take effect only after adoption in accordance with the constitutional amendment procedure.

10. SPECIAL RESOLUTIONS AFFECTING THE CONSTITUTION

- a) The Secretary must receive Special Resolutions affecting the Constitution not less than one month prior to the date of the AGM or Special General Meeting, and the proposer shall speak to his motion. Should this be seconded, the motion will be open for discussion.
- b) The Secretary shall circularize the membership with copies of such Special Resolution together with the notice of calling for the meeting.
- c) A minimum of 10 (ten) paid up memberships of PRA, 5 (five) of which must be present at the meeting, and not proxies, shall be present at any meeting where it is proposed to amend the Constitution and such amendment to the Constitution will not be approved unless 75% of those present, including proxies, is achieved

11. INCOME AND PROPERTY

- a) Members have no rights in the property or other assets of PRA solely by virtue of their being members
- b) The income and any property of PRA shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of PRA, except as reasonable compensation for services rendered to PRA or reimbursement of actual costs or expenses reasonably incurred on behalf PRA
- c) PRA will keep a record of everything it owns.
- d) PRA may not give any of its money or property to its members or the Committee. The only time it can do this is when it pays for work that has been done for the organisation. The payment must be a reasonable amount for the work that has been done.
- e) The Board or a member of the organisation can only get money back from PRA for expenses that she or he has paid for or on behalf of PRA, and for which authorization has been granted.
- f) The Committee or members of the PRA do not have rights over things that belong to the association.

12. FINANCE

- a) PRA shall operate a bank account in the name of the Primrose Ratepayers Association, and all monies collected on behalf of PRA shall be deposited therein. All monies withdrawn must be signed by the Treasurer and countersigned by one of two other signatories designated by the Committee,
- b) Yearly subscription shall be fixed at the AGM and shall be payable until further notice.
- c) The Committee may terminate the membership of any Member whose fees are more than three months in arrears.
- d) In the event of the PRA accumulating a surplus, the Committee may authorize the investment thereof, in such securities, as the Committee may deem advisable. Any Interest from such investment shall be deposited in PRA's bank account.
- e) PRA is a non-profit organisation, and no dividend shall be accrued to Members. All members of the Committee serve in an honorary capacity, but nothing herein provided shall prohibit the granting of an honorarium to any member of the Committee whose work, in the opinion of the Committee, is entitled to such honorarium.
- f) The Committee must ensure that proper records and books of account, which fairly reflect the affairs of PRA, are kept, and within six months of its financial year, a report is compiled by an independent practicing accountant or auditor stating whether or not:
 - i. the financial statements of PRA are consistent with its accounting records,
 - ii. the accounting policies are appropriate and have been appropriately applied with in preparing the PRA financial statements, and
 - iii. The PRA has complied with the financial provisions of this constitution

13. INDEMNITY

- a) Subject to the provisions of any relevant law, members, or appointed delegates of PRA shall be indemnified by PRA for all acts done by them in good faith on its behalf.
- b) Subject to the provisions of any relevant law, no member of PRA or appointed delegates shall be liable for the acts, receipts, neglects, or defaults of any other member,
- c) Or for any loss, damage or expense suffered by PRA, which occurs in the execution of the duties of his or her office, unless it arises because of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

14. DISSOLUTION OF PRA

- a) Subject to the rules governing Special General Meetings, such a resolution may be proposed.
- b) A minimum of two thirds of the paid-up members of PRA must support such a resolution and must be present at such a meeting.
- c) Upon the dissolution of PRA, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be
- d) transferred by donation to some other non-profit organisation which the Committee (and failing which the members in General Meeting) consider appropriate and which has objectives the same or like the objectives of PRA.