

Melville Residents' Association Constitution

1. Constitution

- 1.1 The Association is and shall continue to be known as the MELVILLE RESIDENTS' ASSOCIATION (or the MRA).
- 1.2 With effect from the time of its approval by members at the general meeting on 7 September 2006, the Constitution as amended from time to time is the sole and only Constitution of the MRA.
- 1.3 The MELVILLE RESIDENTS ASSOCIATION is hereinafter referred to the "the Association". The Association is a body corporate with perpetual succession.
- 1.4 The Association is capable of suing and being sued in its own name and it may own, purchase, sell, hire, lease, mortgage, pledge or in any other way acquire, alienate or deal with movable property and may perform all legal activities authorised by this Constitution as well as legal activities normally associated with a body corporate.

2. Objectives

The Association shall be non-political and its objectives shall be:

- 2.1 To watch over and protect and promote the interests of the residents in the greater Melville area;
- 2.2 To encourage the formation of similar non-political associations of residents in other suburbs;
- 2.3 To determine by free discussion and deliberation, the views of the majority of the residents within the suburb;
- 2.4 To engage in activity of an occasional nature with a view to advance the objectives of the Association;
- 2.5 To endeavor to improve the safety and security measures to make Melville a desired destination, for members as well as the general public;
- 2.6 To promote the preservation and maintenance of areas and buildings of historical or cultural interest, including any heritage value;
- 2.7 To promote environmental awareness, greening, clean-up and sustainable development projects;

- 2.8 To raise funds for the purpose of achieving the objectives of the Association;
- 2.9 To co-operate, consult and collaborate with its representative member/s of the City Council to ensure the voice of public opinion is being heard and given due consideration in the management of the city;
- 2.10 To liaise with, encourage and cooperate with the relevant law enforcement agencies, and where necessary insist on adequate enforcement of the law within the greater Melville area; and
- 2.11 To support the principle of direct representation of the electorate upon the City Council, and to oppose any movement which tends to impede the freedom of action of its elected representatives upon the City Council.

Notwithstanding the sequence of the above sub-clauses, no aim or objective shall take precedence over another.

3. Membership

- 3.1 Membership of the Association shall be of two classes:
 - 3.1.1 Private Membership, which shall be open to any person who is legally a property owner or tenant, or a member of the family of either, in the area generally known as the greater Melville or as an extension thereof, and who is over 18 years of age;
 - 3.1.2 Business Membership, which shall be open to any person, partnership, company or other corporate body lawfully carrying on business in or from premises within Melville only.
- 3.2 The annual subscription of the member shall be an amount determined by the Committee from time to time, either collected directly or through the Melville Security Initiative (MSI). Notwithstanding the foregoing, the subscription for a business member shall never be less than three times that for a private member. The subscription year of the Association shall terminate the last day of June.

4. General Meetings

- 4.1 The Annual General Meeting (AGM) of the Association shall be held within a period of six months from the end of each financial year.
- 4.2 The reviewed accounts of the Association shall be tabled at that meeting.
- 4.3 Notice of the AGM shall be communicated to members at least ten days prior to the date thereof and shall specify the purpose thereof.

- 4.4 A Special General Meeting may be called at any time, either by the Committee or by the secretary upon receipt by him or her of written demand therefor signed by at least 10 members in good standing and setting out in full the reasons for said demand.
- 4.5 Notice of a Special General Meeting shall be communicated to members at least ten days prior to the date thereof and shall specify the purpose thereof.
- 4.6 Twenty-five members in good standing shall form a quorum at an AGM or at a Special General Meeting. If a quorum is not present within 30 minutes of the time set for the commencement of any such meeting, that meeting shall stand adjourned. It shall thereafter be reconvened, notice of the new date and venue communicated to members at least five days prior to the date thereof and the members then present shall be deemed to form a quorum.
- 4.7 Only members qualified by payment of current subscription shall be entitled to speak and vote at meetings, though the Chairperson shall have the power to waive this requirement as far as speaking is concerned.
- 4.8 Voting shall be by show of hands of voting members.
- 4.9 Every voting member shall be entitled to vote at a general meeting, and it may be in person or by proxy (appointed in writing). A proxy shall be a member of the MRA. If two or more persons are jointly voting members, only one may vote.
- 4.10 A member in good standing will have the right to appoint a proxy in writing who shall be a member of the Association and will direct him or her how to vote on any item on the agenda.
- 4.11 All proxies shall be in writing, shall contain the full name, address and contact detail of such member, and shall contain details of the specific items on the agenda required to be voted on. In addition, all such proxy forms shall be handed personally or emailed to the secretary of the committee at least 48 hours prior to the meeting, failing which such proxies will not be considered.
- 4.12 A Private Member who holds or represents a Business Membership shall be entitled to vote in respect of either of the memberships.

5. Management by Executive Committee (committee)

- 5.1 The affairs of the Association shall be conducted and managed by a committee consisting of not more than 12 members who shall be elected annually at the AGM or co-opted in terms of Clause 5.10 hereof:
- 5.2 Committee members offer, and are appointed to render, community service for the benefit of Melville and committee members shall not be remunerated by the Association for services rendered as committee members, but may be reimbursed for legitimate disbursements made on behalf of the Association and authorised by the committee.

- 5.3 A simple majority of committee members present at any committee meeting shall be sufficient to carry a resolution. In the event of a deadlock, a re-vote shall take place later in the same meeting, and if the deadlock remains, then the chairperson shall have a casting vote. All members of the committee shall abide by any lawful decision of the committee.
- 5.4 The committee may consist of both Private and Business members; however, Business Members shall constitute no more than 33% of the total number of members making up the committee. In being considered for membership of the committee, Private Members owning businesses trading in Melville will be considered Business Members, even if not paid up as such.
- 5.5 Any committee member with any financial or other personal or business interest in any matter being discussed or subjected to a vote shall disclose such interest to the committee (preferably in writing) and recuse himself or herself from any debate on and the vote on the matter. A committee member shall further also disclose any other interest in order to avoid the perception of or an actual conflict of interest.
- 5.6 The committee shall, at its first meeting, which shall be held not more than a month after the AGM, elect from among its members the following officers:
- Chairperson;
 - Honorary Secretary, and
 - Honorary Treasurer.
- 5.7 The names of these shall be advised to members within one month of their election.
- 5.8 No committee member shall be chairperson for more than three years unless there is majority agreement on the matter.
- 5.9 The following person shall be disqualified from being committee members of the Association:
- Anyone who is or becomes a city councillor;
 - Anyone failing to attend three successive committee meetings; without submission of an apology acceptable to the committee;
 - Anyone who votes or has voted on any matter and who failed to disclose any interest therein, as stipulated in clause 5.5 above
 - Anyone not in good standing as a member of the Association.
- 5.10 The committee shall have the power, by majority vote, to co-opt members eligible in terms of this Constitution to be members of the committee to fill vacancies.
- 5.11 The committee shall have the power to constitute sub-committees for special purposes. Such sub-committees may include persons who are not themselves members of the committee or of the Association, if the committee regards this as in the interests of the Association. The chairperson of any such sub-committee shall, however, always be a member of the committee.

5.12 The committee shall have authority to act in concert with bodies similar to the Association on matters of common interest and to pay subscriptions for such memberships of any association of such bodies.

6. Committee meetings

6.1 The committee shall meet as often as necessary to ensure a good level of activity in the interest of the Association. Committee meetings shall be convened:

- At least once every six calendar weeks;
- At dates set by the committee in meeting;
- At the request of the chairperson;
- At the request of the secretary;
- At the request of the treasurer; or
- Upon written demand of at least three committee members.

6.2 Notice of any committee meeting, including the agenda thereof, shall be communicated to committee members at least three days prior to the date thereof, in a place easily accessible to all members of the committee.

- The secretary or acting secretary of the committee at any committee meeting shall within two weeks of such meetings issue and display minutes of the meeting.

6.3 Five committee members shall form a quorum of a meeting of the committee. If a quorum is not present within 40 minutes of the time set for the commencement of any committee meeting, that meeting shall continue without any formal votes, and non-attending members shall be advised in writing of the issues discussed at such meeting.

6.4 Whenever possible and practical, voting shall take place at committee meetings. When same is either not possible or impractical, voting may take place via email, WhatsApp or SMS on the same basis of majority vote.

7. Finances

7.1 All funds of the Association shall be deposited with a recognised banking institution and all monies received or collected by or on behalf of the MRA shall be paid into such account and payments therefrom shall require approval by the committee as determined in 6 above, either at a formal meeting or round robin decision. Signatories to the account will be the number as required by the relevant bank and members authorised thereto from time to time by the committee.

7.2 The committee shall cause proper accounts to be kept; which shall be reviewed independently, at the end of each financial year.

7.3 The financial year of the Association shall end on the last day of June.

8. Notices

Notices shall be circulated by email to the last known email address of a member. Notices to members in general shall also be given by posting the notice on the MRA website. Failure of receipt of a notice shall not constitute grounds for requesting that a meeting be invalidated and the Association shall not be obliged to give any notice in hard copy format.

9. Indemnity

- 9.1 Subject to legislation, any member or member of the executive committee, and any other office bearer shall be indemnified by the Association for all authorized acts reasonably done by them in good faith on its behalf. It shall be the duty of the Association 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 capacity so acting on behalf of the Association.
- 9.2 Subject to legislation, no member or member of the executive committee, and any other office bearer shall be held 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 Association, which occurs in the execution of an authorised duty on behalf of the Association, unless this arises as result of his or her dishonesty, or failure to exercise the required standard of care, diligence and skill.

10. Amendment of Constitution

Amendment of this constitution shall be affected only at an AGM or at a Special General Meeting convened for that purpose. The full text of any proposed amendment shall be published in the Notice of the Meeting. To pass such an amendment, a favourable vote of two-thirds of the members present at such meeting shall be necessary and the chairperson of the meeting shall not be empowered to exercise his or her casting vote for that purpose.

11. Dissolution of Association

Upon a resolution carried by the votes of two thirds of the members attending a Special General Meeting held for the purpose, the Association may be dissolved. In the event of such dissolution the funds of the Association and any other assets it may still have after all liabilities have been discharged shall be disposed of either to another body with similar aims and objects or to a charitable purpose, as the meeting may determine by a simple majority vote. In no circumstances whatsoever shall any assets of the Association be divided among its members, or paid over to any of them.