

KRUGERSDORP CITIZENS UNITED NPC

CONSTITUTION

Version 3b

Preamble

Krugersdorp Citizens United NPC ("KCU") is a Non-Profit Company incorporated under the Companies Act 71 of 2008.

KCU exists to promote accountable local governance, constructive civic participation, and the wellbeing of the residents, ratepayers, businesses and property owners of Mogale City.

KCU is not a membership organisation. Governance of KCU is vested exclusively in its Board of Directors in accordance with its Memorandum of Incorporation ("MOI"), this Constitution and applicable law.

Article 1: Name and Area of Operation

1.1 The organisation is known as Krugersdorp Citizens United NPC ("KCU").

1.2 KCU operates primarily within the Mogale City Local Municipality.

1.3 The Board may extend KCU's activities where such activities support the objectives of KCU.

Article 2: Purpose and Objectives

KCU exists to:

- 2.1 Promote transparent, accountable and responsive local government.
- 2.2 Monitor municipal governance, service delivery, infrastructure, environmental management and matters affecting the community.
- 2.3 Represent community concerns through lawful advocacy, engagement, petitions, submissions, research, public communication and, where appropriate, legal proceedings.
- 2.4 Promote constructive civic participation and responsible environmental stewardship.
- 2.5 Undertake any lawful activity consistent with the objectives of KCU.

Article 3: Community Participation and Voluntary Contributions

3.1 KCU welcomes participation and support from residents, ratepayers, businesses, civic organisations and other stakeholders.

3.2 No Membership Rights: Participation, financial contributions or volunteer service do **not** confer membership, governance rights, voting rights, preferential rights or any entitlement to direct the affairs of KCU.

3.3 Voluntary Contributions: Financial support to KCU is entirely voluntary. KCU does not levy mandatory membership fees or compulsory subscriptions.

3.4 Contributors and supporters do not have the right to direct the affairs of KCU or influence Board decisions based on the scale of their financial support.

3.5 The Board shall consider community views in good faith but retains sole responsibility for governance decisions.

Article 4: Board of Directors

4.1 KCU shall be governed by a Board consisting of not fewer than three directors.

4.2 The Board is the governing authority of KCU and is responsible for its strategy, oversight, governance and legal compliance.

4.3 Directors serve until resignation, death, incapacity, removal or replacement in accordance with the MOI.

4.4 A director may resign by written notice to the Board.

4.5 A vacancy arising on the Board may be filled by resolution of the remaining directors in accordance with the MOI.

4.6 Directors may be removed by a two-thirds majority of the remaining directors for misconduct, incapacity, serious breach of duty, or conduct materially prejudicial to the interests, reputation or objectives of KCU.

4.7 A majority of serving directors constitutes a quorum.

4.8 Board decisions shall be made by majority vote unless otherwise required by this Constitution or the MOI.

4.9 Written resolutions approved by the required majority shall have the same force and effect as resolutions adopted at a duly constituted Board meeting.

4.10 If the number of serving directors falls below the minimum required by this Constitution or the MOI, the remaining director or directors shall have authority only to:

- appoint sufficient directors to restore the Board to its minimum number; and
- take such actions as are reasonably necessary to preserve the continued operation of KCU.

4.11 The Board shall maintain an ongoing process to identify, mentor and recruit suitably qualified persons who may be considered for future appointment as directors.

Article 5: Officers and Operational Support

5.1 The Board may appoint officers, committees, working groups or advisory panels as required, including an Operations Committee (OPSCOM).

5.2 Officers and committees need not consist solely of directors.

5.3 Officers and committees serve at the discretion of the Board and may be appointed, reappointed or removed by the Board at any time.

5.4 Officers and committees shall exercise only those powers delegated to them by the Board.

Article 6: Finances and Accountability

6.1 KCU shall maintain proper banking facilities, accounting records and supporting documentation.

6.2 The Board shall ensure prudent financial management and compliance with applicable legal and regulatory requirements.

6.3 The Board shall appoint an independent accountant to conduct an annual independent review of KCU's financial statements.

6.4 All voluntary contributions received by KCU shall be applied solely towards achieving the objectives of KCU.

6.5 No part of KCU's income or assets shall be distributed to directors or officers except as reasonable remuneration for services actually rendered or reimbursement of approved expenses.

Article 7: Community Accountability

7.1 The Board shall convene at least one Annual Community Accountability Meeting each year.

7.2 At that meeting the Board shall present:

- a report on activities, achievements and challenges;
- the independently reviewed annual financial statements; and
- strategic priorities for the coming year.

7.3 Community participants shall have a reasonable opportunity to ask questions, provide feedback and make recommendations.

7.4 The meeting is consultative in nature. The Board shall consider community feedback in good faith but retains sole responsibility for governance decisions.

Article 8: Code of Conduct

8.1 The Board shall adopt and maintain a Code of Conduct applicable to directors, officers and active volunteers.

8.2 Directors, officers and volunteers shall act honestly, in good faith, with integrity and due care, protect confidential information, comply with applicable laws and promote the objectives and reputation of KCU.

Article 9: Amendments and Dissolution

9.1 This Constitution may be amended by a two-thirds majority of the Board.

9.2 The Board may make significant proposed amendments available for public comment where reasonably practicable.

9.3 Upon dissolution, any remaining assets shall be transferred to one or more non-profit organisations with substantially similar objectives and in accordance with applicable law and the MOI.