

**WAPADRAND SECURITY VILLAGE
TERMS OF REFERENCE**

1. Introduction

The suburb Wapadrand is situated in the East of Pretoria on the original Hartebeestpoort farm and has been converted into a Security Village in 2002 to curb the high levels of crime in the area. Since its closure, all access to Wapadrand is through access controlled traffic booms. The Wapadrand Security Village is bordered to the North by Lynnwood Road and in the East by Solomon Mahlangu Drive. The area is made up of the properties situated at Slangketting, Velling, Langwa, Touleier, Beuel, Kingbolt, Watent, Lock-Shoe, Nave Ring, Wapadrand, Briekblok, Speek, Whiplash, Yoke-Pin, Disselboom, Juk, Pole-Pin, Pivot Plate, Thong and Briekslinger Streets, Wapadrand X1, X6, X8, X10 in the City of Tshwane.

The quiet established suburb is nestled on the slopes of the Bronberg Mountain, home to the endangered Juliana's golden mole, which ranks with the black rhino in category of threat. The mountain is covered predominantly by threatened Rocky Highveld grassland and the Bronberg as a whole is regarded as a sensitive environment – 10% of the ridge is made up of mountain wetlands. The mountain range has its benefits, the Village boasts a prolific bird life and the largest variety of indigenous trees.

Wapadrand Security Village optimizes security village living. The streets are wide and open and the stands equally spacious. Families (including their four-legged companions) have the advantage of walking and playing in the streets without concern for their safety.

Another aspect of Wapadrand Security Village's allure is its location, with easy access to major highways, minutes from shopping malls, schools, hospitals and all amenities in the East of Pretoria.



2. Preamble

WHEREAS there is a need to promote a safe and secure environment in line with the Constitution of the Republic of South Africa, 1996, it is necessary to establish a Non Profit Company in terms of the Companies Act.

AND WHEREAS the Board of Directors, as guided by this terms of reference and the principles embodied in the Companies Act, will represent the residents of Wapadrand Security Village to ensure the management of the Village to uphold the vision and mission as set out.

3. Statement of intent

The statement of intent as captured in the Companies Act endorses the objectives of the Board of Directors, the main purpose of which is to provide a safe and secure environment to the residents and in particular the members of Wapadrand Security Village..

It is the Board's intention to manage the Non-Profit Company in such a way that it creates an environment in which the Village can be productive and effective.

4. Vision and Mission

The Vision of the Village is to promote, advance and protect a safe and secure environment for its residents through an intensified sense of community.

The Mission of the Village is to meet the following objectives:

- Operating and monitoring a Home-owners Association and Security Village in the suburb;
- Liaising with the relevant authorities to ensure that the Village complies with all applicable health regulations, by-laws and other laws that may affect the Village;
- Safe and secure environment where incidents in the Village are managed and reported;
- Preventative measures to minimize incidents and limit contact crimes as far possible;
- Cost effective use of equipment and technology to assist in the abovementioned objective;
- Maintain the highest possible member participation rates;
- Implementing and enforcing rules of conduct in respect of the Home-owners Association and the Village;
- Promoting a non-discriminating Village that cares for one another and residents feel they belong in the neighbourhood.

5. Definitions

- 'The Village' refers to the Non-Profit Company Wapadrand Security Village NPC with 2002/011517/08 according to its Memorandum of Incorporation in the Companies Act of 2008;
- 'The Board' refers to the elected Board of Directors;
- AGM refers to the Annual General Meeting of the Wapadrand Security Village;
- Constitution means the Constitution of the Republic of South Africa, 1996 (Act No. 108 of 1996);
- The Companies Act refers to The Companies Act (Act 71 of 2008).

6. Members of the Village

In African societies people do not live in isolation. People stay together, to support one another in times of need. People receive satisfaction if they are given the opportunity to give and share the little that they have with others – from there the concept of "Ubuntu". This is the culture the Village wishes to enshrine amongst the community and members of the Village in particular.

Membership is encouraged, but not compulsory, for all residents in houses and complexes that reside in or have property in the Village. The higher the participation rate, the higher the income base – subsequently more can be achieved for the Village as a whole, the Village therefore strives to have a 100% membership rate. Members are persons that own properties or reside in the Village, that are subscribed and up to date with their monthly levies.

Membership is identified with tagged access to the Village and the period of membership is valid as long as levies are paid up. Tagged access allows member vehicles automated entry to the Village at the boom gates, while access for all other entrants are controlled. Membership is not transferrable, but new owners to the Village are encouraged to register as soon as possible.

The Members of the Village agree to the following;

- Understand the Village's mission and activities, demonstrating responsibility and placing the interest of the Village and those it serves above their own personal interests;
- Timely payment of monthly levies as determined by the Board, and approved in the AGM every year;
- Ensure your contact information and vehicle details are provided to the Administrator;
- Register your employee(s) to ensure easy and controlled access via the biometric access at the gate;
- Honour the prescribed rules of the home-owners association and any relevant legislation;
- Communicate any changes to your ownership status (in cases where you sell your property);
- Attend the AGM every year;
- Report any suspicious activity to the guard houses as soon possible;
- Communicate/notify contractors/service providers that you employ to the guard house;
- Encourage neighbours to participate as members of the Village;
- Actively participate in community related matters. Foster the sharing of ideas, experiences and practices so as to contribute to the common pool of knowledge, and the overall success of the Village;
- In good faith co-operate with fellow residents in curbing and eliminating unethical and undesirable conduct in the Village;
- Stay vigilant, take ownership of your safety and don't jeopardise the safety of anybody around you (this includes safe driving and in general considering your neighbour);
- Seek to establish supportive relationships with fellow residents. These include taking some responsibility for developing the Village, sharing time, skills and other resources.

7. Nomination of the Board and Chairperson

- Directors of the Board are nominated and elected at the AGM every year;
- Directors are elected for a year. There is no limitation to the number of years a specific individual may serve in a position;
- The Board will elect the Chairperson and Vice-Chairperson within 14 days after the AGM. If a vacancy occurs in either of these positions at any time, the remaining Directors must nominate one of their number as a replacement;
- The Chairperson and Vice-Chairperson is elected for a year. There is no limitation to the number of years a specific individual may serve in this position;
- All Directors serve voluntary and the Village will not pay them any remuneration for the performance of their duties as Directors. Should they however incur any expenses in relation to the performance of their duties, the Village will repay all reasonable and *bona fide* expenses.

8. Duties of the Chairperson

The Chairperson is responsible for the following:

- Serves as the head of the Board;
- Sets the Board's agenda, determining when bills will be considered;
- Calling the Board together to perform its duties;
- Chairing the AGM of members and all meetings of the Board;

- Determines the strategic direction of the Security Village.

9. Board of Directors: Roles and Responsibilities

To make the most of the Village's effectiveness, the Board need to work together cooperatively, recognising how each of their roles and responsibilities overlap with each of the others. This is all done with the aim of achieving the Village's mission. The primary responsibility of the Board, as volunteers, is to implement the Village's programme in accordance with its constitution, mission and strategic direction.

The Board don't have to be experts at everything that comes before them. However, any member with special expertise is expected to contribute that specialised knowledge in his or her activities as a Board member. Each member need not be fully involved in every action and decision of the governing body. The duty of care permits delegation to other members and committees within reason.

The Board has the duty of loyalty, to act in good faith, in the best interests of the Village. It should act to ensure that the Village operates within the laws, and rules governing its formation and status, and in accordance with its vision and mission.

With this in mind, the Board of Directors:

- Appoints, oversee and dismiss Service Providers to secure the smooth operation of the Village;
- Exercise all powers of the Village and foster collaboration on the Board;
- Ensure the Village has adequate resources to meet its purposes;
- Manages the resources of the Village effectively;
- Approves the following procurement thresholds:
 - Items up to R500 – obtain at least 3 electronic search quotations. The Wapadrand Security Village Management Contractor (WMC) has authority to approve the acquisition;
 - Items between R501 and R5000 – obtain at least 3 electronic search/written quotations. The Chairperson has authority to approve the acquisition;
 - Any items R5001 and more – obtain at least 3 written quotations. The Board must approve the acquisition.
- Facilitate the general upkeep of the communal areas in the Village;
- Appoint committees consisting of any number of members and outsiders, delegate the performance of their functions to those committees, and vary and revoke such appointments as necessary;
- Building relationships and encourage participation of residents in the Village;
- Identify and mitigate issues that poses a risk to the safety of the Village;
- Keep the focus of the Village and the activities of the Board aligned to the agreed mandate;
- Monitor and manage, as far as possible, factors outside the Village's area of control that may have a direct impact on the safety and wellbeing of the Village.

The Board members commit to:

- Wholeheartedly champion their portfolios;
- Share all relevant communications and information with the Board;
- Be alert to potential risks and issues that could impact the Village, as and when it arises;
- Make timely decisions and take action in order not to delay agreed activities and projects;

- Notify members of the Board, as soon as practical, of matters arising that may affect the continued existence of the Village;
- Attend all scheduled meetings and if necessary tender apology;
- Open and honest discussions, without resorting to misleading assertions.

10. Meetings

- All meetings are chaired by the Chairperson;
- If the Chairperson is not available, the Deputy Chairperson or a nominee will chair;
- A meeting quorum is 50% of the members of the Board;
- Decisions are made by consensus (i.e. members will abide with the decision of the majority). In case of disputes, the final decision resides with the Board;
- Meeting documentation is provided by the Administrator appointed by the Board, this includes:
 - preparing agendas and supporting papers;
 - preparing meeting notes and information;
 - AGM of the Village are held every year after the Annual Audited Statements becomes available at a venue to be determined by the Board;
 - Invite special guests in line with the agenda (non-members/potential service providers) to present to the members at the AGM/Board meetings;
 - The Board may regulate their meetings as they deem fit;
- If required subgroup meetings are arranged outside of these times at a time convenient to subgroup members.

11. Security Service Providers

- The Board will appoint security service provider(s) as needed to ensure the security of the Village, considering the following:
 - Proper oversight of the Security Company;
 - Proper and effective patrolling-, guarding- and camera monitoring services;
 - Proper record keeping of incident reports in the Village for management information and preventative action;
 - Monitoring of applicable aspects from the Community Police forum meetings and concerns in the area;
 - Any further action deemed appropriate from time to time to ensure delivery of the mandate.

12. Administrative and Secretarial services

- The Board will appoint Administrative service provider(s) as needed to ensure proper administration of the Village, considering the following:
 - The person appointed must be a permanent resident of the Republic, and will be accountable to the Board in terms of Section 88(1) of the Companies Act;
 - Proper oversight of the Administrative Service provided (ensuring that all legal requirements are complied with);
 - Effective collection of levies from members of the Village;
 - Effective Financial Administration (e.g. contract management, payment of service providers, book keeping and financial statements, insurance matters, annual audit of financial accounts etc.);
 - Effective Office administration (e.g. tag holders, secretariat, record management, enquiries, etc.).

13. Communication

- Enhancing the Village's public image;
- Sharing of all information relevant to the Village are done by means of electronic media (website/email);
- Social media are used for community related matters;
- Incident reporting are handled by the Security team and evaluated for sharing with members as appropriate.

14. Sub-committees / Portfolios

If and when so required, the following portfolios may establish sub-committees to attend to specific projects:

- Security;
- Infrastructure;
- Communication;
- Information and Technology;
- Community.

15. Amendments, modification and/or variation to the Terms of Reference

This Terms of Reference may be amended, varied or modified in writing after consultation and agreement by the Board.

16. Term

This Terms of Reference will be ongoing until terminated on agreement by the Board.