



TOGETHER, A BETTER
WELGEMOED
FOR ALL

WELGEMOED CITY IMPROVEMENT DISTRICT (WCID)

Board Charter and Code of Conduct



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BOARD CHARTER

1. INTRODUCTION

The Board of directors of the Company ("the Board") acknowledges the need for a charter as recommended in the Code of Governance Principles for South Africa ("King IV").

This Charter is subject to the provisions of the Companies Act 71 of 2008 (as amended) ("the Act"), the Company's Memorandum of Incorporation ("MOI") and any other applicable law or regulatory provision.

The WCID Board Charter and the related WCID Code of Conduct adopts all the provisions and definitions contained with Schedule 1 of the City of Cape Town CID Policy as basis as well as the additional provisions as set out in this document.

2. PURPOSE OF THE BOARD CHARTER

The purpose of this Board charter ("the Charter") is to set out the Board's role and responsibilities as well as the requirements for its composition and meeting procedures.

3. COMPOSITION

The Board comprises of only non-executive directors with no executive responsibilities.

4. ROLE AND RESPONSIBILITIES

The role and responsibilities of the Board are to:

- 4.1 act as the focal point for, and custodian of, corporate governance by managing its relationship with management, the members and other stakeholders of the Company along sound corporate governance principles.
- 4.2 appreciate that strategy, risk, performance and sustainability are inseparable and to give effect to this by:
 - contributing to and approving the strategy;



- satisfying itself that the strategy and business plans do not give rise to risks that have not been thoroughly assessed by management;
 - identifying key performance and risk areas;
 - ensuring that the strategy will result in sustainable outcomes; and
 - considering sustainability as an opportunity that guides strategy formulation.
- 4.3 provide effective leadership on an ethical foundation;
- 4.4 ensure that the Company is and is seen to be a responsible corporate citizen by having regard to not only the financial aspects of the business of the Company, but also the impact that business operations have on the environment and the society within which it operates;
- 4.5 ensure that the Company's ethics are managed effectively;
- 4.6 be responsible for the governance of risk;
- 4.7 be responsible for information technology (IT) governance;
- 4.8 ensure that the Company complies with applicable laws and considers adherence to non-binding rules and standards;
- 4.9 appreciate that stakeholders' perceptions affect the Company's reputation;
- 4.10 ensure the integrity of the Company's annual report;
- 4.11 act in the best interests of the Company by ensuring that individual directors:
- adhere to legal standards of conduct;
 - are permitted to take independent advice in connection with their duties following an agreed procedure;
 - disclose real or perceived conflicts to the Board and deal with them accordingly; and
- 4.12 appoint and evaluate the performance of the WCID manager(s).

5. DELEGATION

Executive responsibilities are delegated to the WCID manager.(s) The Board establishes a framework for the delegation of authority to the WCID manager(s).

Non-executive directors in principle should not take on executive responsibilities and if they do take on such responsibilities, they should recuse them from any discussions and decisions by the Board in respect of these executive responsibilities.



The Board may delegate certain of its non-executive functions to well-structured committees but without abdicating its own responsibilities. Delegation is formal and involves the following:

- formal terms of reference are established and approved for each committee of the Board;
- the committees' terms of reference are reviewed once a year; and
- the committees are appropriately constituted with due regard to the skills required by each committee.

6. MEETING PROCEDURES

6.1 Purpose

Board meetings serve as an essential platform for governance and decision-making. The key objectives of these meetings include:

- **Providing Updates on Operational and Governance Performance:** Board meetings provide an opportunity for the WCID Manager(s) to update directors on the WCID's performance, challenges, and progress towards goals.
- **Enabling Key Decisions:** Meetings are intended to facilitate the decision-making process on significant issues impacting the WCID, ensuring that directors can make informed decisions based on information.
- **Providing Effective Governance and Oversight:** To ensure the WCID is operating within its mission and objectives while complying with legal and regulatory obligations.
- **Ensuring Transparency and Accountability:** All Board decisions should be made in an open, transparent manner, reinforcing the WCID's commitment to accountability.

6.2 General Principles of Conduct

All Board members must adhere to the following core principles:

- **Respect:** Engage in discussions with respect for differing opinions. Disagreements should focus on the issue, not individuals.
- **Integrity:** Act in good faith and in the best interests of the WCID, avoiding conflicts of interest.



- **Confidentiality:** Respect the confidentiality of board discussions and documents. Information shared in meetings must not be disclosed without proper authorization.
- **Constructive Participation:** Actively contribute to discussions and decision-making.
- **Accountability:** Board members are responsible for upholding this Code and contributing to the Board's effectiveness.
- **Conflicts of interest:** Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.

6.3 Etiquette

To ensure efficient and respectful meetings, the following guidelines should be followed:

- **Punctuality:** Arrive on time and remain present for the full duration of the meeting. Notify the Chairperson in advance if late or absent.
- **Preparedness:** Review the Agenda and all meeting materials ahead of time to ensure informed discussions.
- **Focus:** Stay on topic. Avoid side conversations or introducing unrelated issues.
- **Speaking:** Board members should raise hands or signal to the Chairperson to speak. Each member will be assigned a time limit to speak, as determined by the Chairperson, to ensure that all views are heard within the meeting's time constraints. Members should respect these time limits and not interrupt others.
- Be **respectful** of differing viewpoints in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. A member has the right to dissent and wish that such dissent be recorded.
- **Chairperson authority.** Board members must respect the authority of the Chairperson. The role and responsibility of the **Chairperson** is to maintain order in the meeting and focus the discussion on the agenda items, without



dominating the meeting. The Chairperson must ensure that only one member at a time holds the floor; the Chairperson has the right to interrupt and ask a member to stop speaking if the address is repetitive or irrelevant to the matter under discussion; a member must stop speaking if ruled out of order by the Chairperson. If there is disagreement about the agenda or the Chairperson's actions, those objections should be voiced politely and substantiated with reason(s). The Chairperson may invite the members to provide input on such points of order before ruling thereon. The Chairperson's ruling shall be final. If the meeting becomes disorderly or other meritorious reasons arise the Chairperson may order the disruptive party to leave the meeting and or adjourn the meeting.

- **Decision-Making:** Decisions should be made through thoughtful discussion. If a vote is required, it should be fair and conducted in an orderly manner. Voting decisions will be passed through a majority vote of members present. A member has the right to dissent and wish that such dissent be recorded in the minutes of the meeting. Outvoted members must abide by the majority decision of the Board.

6.4 Role of the Chairperson

The Chairperson ensures that Board meetings are run effectively and efficiently. Key responsibilities include:

- **Agenda Setting:** Preparing and distributing the agenda in consultation with the WCID Manager(s) or other relevant staff. Any member of the Board may also submit items (or proposals) to be placed on the agenda. Distribute the agenda and meeting materials a week prior to the meeting.
- **Maintaining Order:** Managing time, keeping discussions focused, and preventing unnecessary disruptions.
- **Facilitating Discussion:** Encouraging participation from all members and mediating disagreements. The Chairperson will assign time limits for each speaker to ensure balanced participation and prevent monopolization of discussions.
- **Decision-Making:** Ensuring that decisions are made fairly, transparently, and in compliance with bylaws. If necessary, the Chairperson shall formulate a resolution and put it to the vote.



6.5 Conflict Resolution

In case of disagreements during a meeting, the following steps should be taken:

- Acknowledge the Issue: The Chairperson should address the conflict and allow all members to express their views.
- Seek Resolution: The Chairperson should facilitate a constructive dialogue to find a solution.
- If conflict cannot be resolved in a particular session, the chairperson can determine that the matter be deferred to a future meeting and that further work be done on the matter before such meeting. Alternatively, the chairperson can formulate the point on which the conflict exists and put it to the vote. A simple majority shall determine the outcome.

6.6 Frequency

The Board must hold sufficient scheduled meetings to discharge all its duties as set out in this charter but subject to a minimum of four (4) meetings per year.

The chairman of the Board may meet with the WCID Manager(s) or other members prior to a Board meeting to discuss important issues and agree on the agenda.

6.7 Attendance

All Board meetings are in principle closed sessions. (not open to the public) Members of the WCID management, assurance providers and professional advisors or members of the public may be in attendance at meetings by of the Board , but by invitation only and they may not vote. Request to address the Board must be in writing stating the date and purpose of addressing the Board 2 weeks before a scheduled Board meeting.

Board members must attend all scheduled meetings of the Board, including meetings called on an *ad hoc*-basis for special matters, unless prior apology with reasons, has been submitted to the chairman.

If the chairperson is absent from a meeting, the members present must elect one of the members present to act as the-chairperson for the particular meeting.



6.8 Agenda and Minutes

Accurate and timely minutes of each Board meeting are essential for transparency, accountability, and record-keeping. The following guidelines apply to the recording of minutes:

- **Recording:** The minutes should accurately reflect the discussions, decisions, and actions taken during the meeting. They should include the names of members present, any apologies, and a summary of key points discussed.
- **Approval:** Draft minutes should be distributed to all Board members two weeks after the meeting for review. The minutes should be formally approved at the subsequent meeting. Once approved the Chairperson shall sign the minutes.
- **Confidentiality:** Minutes should be treated as confidential until approved, and any sensitive matters discussed should be appropriately recorded and handled in accordance with confidentiality protocols.

6.9 Quorum

A representative quorum for meetings is as provided for in the Company's Memorandum of Incorporation (MOI).

Individuals in attendance at Board meetings by invitation may participate in discussions but do not form part of the quorum for Board meetings.

7. CONSEQUENCES OF VIOLATING THE CHARTER

Failure to adhere to this Code of Conduct will result in:

- A written notice to the member in violation outlining the breach. This notice shall be signed by the chairperson as well as another member of the board.
- Should a member who has received a notice as contemplated above fail to adhere to this Code of Conduct a second time. Any member of the Board may submit a proposal, for consideration at a following meeting, that such offending member be removed from the Board. The decision to be taken by a simple majority of the members voting members present.
- The above is subject to the disciplinary process as set out in the CID Policy.



8. APPROVAL BY DIRECTORS

Full name	Date	Signature
Chris van Rooyen	19/3/26	
Anika Nell	19/3/26	
Hessel Tarksta	20/3/26	
Abre Fortuin	20/3/26	
Emuel Venter	20/03/26	
Ronaldo Lorio	20.3.2026	