

AFRIKABURN MEMBERS MEMORANDUM

1. What is a member

Members are essentially the custodians of the organization and are there to make sure that the directors and all other persons involved in the organization, whether on a voluntary or paid basis, adhere to the Memorandum of Incorporation, the 10 core principles that form the foundation of the organization, the mission statement and any adopted policies.

Members can be compared to the shareholders of a “regular” company and broadly exercise their duties and powers in general meetings or annual general meetings.

Members have the power to appoint and remove directors, appoint or remove other members, or amend the founding documents of the company.

They have the obligation to ensure that appointed Members and Directors are fulfilling the purpose and objectives as defined in the Memorandum of Incorporation (MOI), that they are following all adopted policies and other such things as agreed to from time to time.

There are two key areas in which Members of AfrikaBurn are very different to shareholders of a “regular” company:

- a) Assets and surplus of the company may not under any circumstances be distributed to any members.
- b) Members of AfrikaBurn are not liable for the debts or actions of the organization. In the case of AfrikaBurn, their liability is limited to R1.

Members give guidance and direction to the organization and generally get involved in non-operational matters that affect the sustainability and longevity of the organization.

The membership must be a stable body, serving for a long time and looking out for the long-term interests of the organization. If too many members are voted in and out every cycle, then the membership cannot serve that long-term purpose and the members you get will not have an incentive to adopt long-term policy.

Members are not paid for their service. They provide their time voluntarily and free-of-charge.

Members do not receive free tickets to the AfrikaBurn events or any other “in kind” benefit whatsoever.

2. Membership Eligibility

Membership eligibility requires long term service within the organization, starting with volunteerism and filtering up to membership. Membership is not a mechanism to get people involved in the organization but rather a position that carries a lot of weight with a substantial amount of responsibility.

A member must have been actively involved within the organization, on a voluntary or paid basis, for a minimum of three years.

A member must have actively participated in, and attended a minimum of three AfrikaBurn events and must have actively participated in, and attended, at least two of the last three events. Simply attending an event does not qualify as active participation.

A member must have a clear understanding of the 10 core principles that form the foundation of AfrikaBurn, its mission statement and all adopted policies.

A member must participate in AfrikaBurn events in such a manner which clearly demonstrates a deep commitment to AfrikaBurn's guiding principles.

A member must understand the duties, obligations and responsibilities involved in being a member. This is not a title but a volunteer job.

A member must abide by the members code of conduct at all times whether they are working for the organization as a volunteer, an employee or in any other capacity.

A member must be willing to diligently fulfil his/her responsibilities as a Member and contribute meaningfully to the organization as a whole.

A member must be willing to attend a minimum of 76% of all Members meetings per cycle (see clause 5 members review), including the Annual General Meeting and Bosberaad which are mandatory.

A member must be fully acquainted with the companies MOI, all legal documents pertaining to the organization and any other statutory requirements of a not for profit organization.

3. Membership application/nomination/withdrawal

Membership to the organization is open to all qualified and interested parties who are individuals with professional or other interests within the organization. Candidates from all walks of life, backgrounds and interests are encouraged to apply; however, all existing Members will be firmly guided by the above requirements when considering a nomination.

Applicants can either come forward voluntarily i.e. nominate themselves, or can be nominated by an existing member. No other form of nomination will be accepted.

Applications must be submitted in writing to the Members secretary (see clause 7 below member's secretary) at least two months prior to the AGM.

This application must include a formal CV, a Burner Bio, a letter of motivation addressed to the membership (to include who they are and why they think they possess the characteristics important to being a Member of AfrikaBurn) and a signed application/Letter of Understanding (see Letter of Understanding).

On receipt of the application the Members secretary will distribute the application to the rest of the membership and each member will have the chance to interview the applicant if they so wish.

Applicants are appointed if they receive a minimum 66% majority vote of the Membership at a properly constituted meeting of the Members, which will generally be the AGM.

If a member is not willing or able, for whatever reason, to fulfill their obligations as a member (as detailed herein) over the medium and long term, then they are required to immediately notify their fellow members and formally resign forthwith.

Any member desiring to withdraw from membership may do so by giving written notice of such withdrawal (see also member review). If a member has withdrawn or ceased to be a member,

they can be reinstated provided all their obligations to the organization have been met. No member who has been expelled shall be readmitted without prior approval of the members.

4. Roles & Responsibilities

A member has to be actively involved in at least one AfrikaBurn portfolio on an ongoing basis. This is more of an oversight function as opposed to an operational one.

Members must attend at least 76% of all members meetings within the course of one cycle (2 years), of which the annual Bosberaad and the AGM are mandatory.

Members are required to diligently and thoughtfully engage with matters arising or put forward to them by Directors and/or other Members in emails, meetings or related forums.

Members should respond to all member-related communication within a reasonable timeframe and in a constructive helpful manner. Members are required to pay particular attention to organization policy development and big-picture decisions.

Members do not need to be operationally involved within the organization. This would be a voluntary decision rather than a mandatory one.

Members do not get remunerated for their time. All time spent / work done is voluntary.

Members do not receive free tickets to the AfrikaBurn event or any other "in kind" benefit.

5. Membership review

The minimum term for membership should be 2 years, however, if in the view of the membership a member is not fulfilling their roles and responsibilities, or is in contravention of the MOI or the member's code of conduct, then that member will be eligible for a review.

This review should be in the form of a short concise questionnaire which will be distributed to all members by the member's secretary and needs to be filled in by each member.

Following points should be considered:

1. Has the member attended at least 76% of all members meetings?
2. Has the member attended all the Bosberaads & AGM's in the last 2 years?
3. Has the member been in contravention of the Members code of conduct in any way?
4. Has there been any form of misconduct in any way?
5. Has the member been involved/engaged in at least one portfolio on an ongoing basis?
6. Has the member attended the last 2 AfrikaBurn events?

The intention of this review is to ensure that all members are attending the minimum of 76% of all members meetings, that they are fulfilling their roles and responsibilities, that they are adhering to the member's code of conduct and whether or not they are still actively involved in a portfolio or the organisation. If a member is not fulfilling their role or is in contravention of any of the above then they are eligible for review.

This review will be performed by all members and should take place at least 3 to 4 months prior to the AGM so that it gives every member a chance to review that specific member. The member's secretary will head this.

In so doing, the Membership can elect to keep valuable people on board or to vote members off that are not fulfilling their member's role. For the longevity of the organisation, it is important to keep valuable people on board even if they are not actively involved, but it also means we can get new people with new perspectives involved.

A member will be requested to resign if they cannot fulfill the obligations of a member (as detailed herein). Resignation will only be affected if over 66% of the membership vote in favor of the resignation and will come into effect forthwith.

We need to put a limit to the number of Members or it will become too unwieldy and expensive to run meetings.

6. Members Code of Conduct

As a member you agree to always adhere to the 10 core principles of AfrikaBurn, the mission statement and all statutory and legal requirements of a not for profit organisation.

When communicating or dealing with any persons within the organisation you are expected to always act courteously and treat them with respect.

As a member you are a representative of this organisation and your acts and responses will be a direct reflection on AfrikaBurn. Always act with the best intentions of the organisation at heart.

As a member you are part of an organisation that puts volunteerism first. You are expected to always adhere to this approach.

All members shall in good faith work together with any other members, directors or persons involved in the organisation, in order to fulfil the purpose of the organisation, and to refrain from any acts that would hinder or make impossible the fulfilment of this purpose.

When representing the organisation a member should always get mandate from the spokesperson of that specific portfolio before embarking in representing AfrikaBurn in any capacity.

No one is to talk as a representative of AfrikaBurn in any capacity whatsoever to any service providers, members of public or any other organisation without the mandate of either the directors or the spokesperson responsible for that specific portfolio.

Members are generally encouraged to be mindful of and responsible for how and what they say that will reflect not only on them as an individual, but on AfrikaBurn as an organization and a culture. Because of the hazy line between the professional and the personal when it comes to being a part of this organization, even "unofficial representatives" can reflect on us all and hamper our ability to fulfill our mission.

Be transparent about your connection to the organization where appropriate.

If you're saying something from your own perspective or stating your personal opinion rather than speaking officially for AfrikaBurn, it's never a bad idea to specifically state that. Typically, you should not consider yourself a "spokesperson" for AfrikaBurn, and sometimes (such as moments of crisis) definitely leave it to the spokespeople designated to that portfolio.

Your actions should reflect AfrikaBurn's values as presented in the Ten Principles, our Mission Statement, and all written policies. Walk the talk with how you behave, as well as what you say.

We trust you to exercise common sense and good judgment in your communications. If ever you're not sure about something, check with other members, directors or portfolio leads.

If somebody's asking a question, and you're not sure of the answer, there's nothing wrong with saying, "I don't know," -- but there's a lot wrong with perpetuating speculation or rumormongering. Refer questions to somebody who knows the answer if you don't.

Never disseminate proprietary or confidential AfrikaBurn information (things like unannounced policy changes, legal issues, and ongoing litigation). If you're not sure it's confidential, err on the side of caution, and check with other members or directors first.

Know Your Facts: While you might think you know something, there could be something in play you're not aware of, or a recent internal change. Ask around if you're not absolutely sure.

It's common courtesy, before mentioning co-workers or other individuals involved in the organization, to check in with them to assure they're okay with being mentioned by name in association with AfrikaBurn.

Avoid engaging with people who bait you with inflammatory statements to get a reaction, or participating in a flame war. Even if you "win" you lose. AfrikaBurn is a widely misunderstood discussion topic, and negative PR and misstatements abound, but sometimes the best response is just to let them die out on their own.

If you use offensive or inflammatory language, you'll be perceived as offensive or inflammatory, and the rest of AfrikaBurn will be too.

7. Members Secretary

This is a new role that would help with communication between the directorship and membership and within the membership itself. It is more of an administrative and secretarial role and should be remunerated (please also see amended COC policy and org structure proposal).

The member's secretary will be responsible for organizing all members meetings including the annual Bosberaad and AGM.

They would also handle appointment paperwork for Directors and Members, and any changes to company documents. They would file and maintain company policies adopted and amended. They would take minutes (decisions only) at Members meetings and possibly directors meetings. They would rally Member communication and focus around org issues needing Member focus or Director-related issues needing Member assistance or attention.

The Member Secretary should not be a Director or Portfolio Lead as there would occasionally be a conflict of interest there.

This position should be advertised to the Membership only.

The member's secretary will need to sit in on all directors meetings but will not have a say in such meetings. The function of this is to merely take in information during the meeting and to communicate/distribute it to the membership.

The member's secretary will be responsible for receiving all new members' applications and distributing these amongst the membership.

This position could also act as a Directors secretary.

It is important to note that the member's secretary has absolutely no authority over any operational matters and is merely an administrative role.

8. General

1. **AfrikaBurn** will contribute towards the transport costs for members living more than 500km outside of Cape Town.
2. **AfrikaBurn** is legally required to have a minimum of 7 members. There are presently 28 members. The aim is to reduce this to a maximum of 25 regardless of the size of the main event.
3. AfrikaBurn will actively seek out new members who are the epitome of the above.