

# CONSTITUTION

(As adopted August 2005 & Approved Sept 2005)

With first amendments as adopted at AGM 7th February 2008. With second amendments as adopted at AGM 7th February 2013. With third amendments as adopted at AGM 2nd February 2017. With fourth amendment as adopted at the AGM 7th February 2019.

With fifth amendment to be adopted at the 2022 AGM.

## **1. Name and Objectives**

The Section is named **The Mountain Club of South Africa – South Cape Section**, hereafter called or referred to as the Section or the Club.

It is a voluntary association established in accordance with the Constitution of the Mountain Club of South Africa to which it is affiliated. The Section endorses the objectives of the Mountain Club of South Africa which are inter alia, to: -

- 1.1** organise and facilitate mountaineering.
- 1.2** procure and protect real rights in and access to mountains and mountain areas.
- 1.3** initiate and support actions towards protecting the natural beauty and wilderness character of mountains and to promote their effective conservation management.
- 1.4** promote the safety and training of mountaineers.
- 1.5** promote search and rescue resources.
- 1.6** promote the study of mountains and their environments, the preservation of historical and archaeological sites and the dissemination of information on mountains and mountaineering.

The Section is a legal entity in its own right with its own identity which is separate from its members. The Section will continue to exist if its members change. The Section may own property, enter into contracts and sue or be sued in its own name.

## **2. Membership**

The Section is composed of the following classes of members:

- (a)** Full Members who may be: -
  - (i)** Ordinary Members
  - (ii)** Honorary Life Members
- (b)** Temporary Members

## **2.1 Full Membership**

- (a) Applicants must be at least 18 years of age. An application for membership of the Section must be made on the prescribed form and must be signed by a proposer and a seconder, both of whom must have been members of the section for at least two years. The proposer and seconder must furnish any additional information the Committee may require and must, if required, arrange for a candidate to be interviewed by the Committee or a Sub-committee thereof.
- (b) An application form for membership must be accompanied by payment of all joining and subscription fees. Fees will be refunded if the application is unsuccessful. Approval of an application for membership is at the sole discretion of the committee.
- (c) In the case of an application for membership from a member of another Section, a letter confirming membership in good standing will be required for a transfer of membership to be approved by the committee.

## **2.2 Honorary and Temporary Membership**

- (a) Members of the Section may be elected by the Committee to Honorary Life Membership in recognition of outstanding service; they retain rights enjoyed by Full Members but are not required to pay annual subscriptions.
- (b) Members of the public taking part in a club activity (other than a social gathering) are required to become Temporary Members. They pay no fees nor have voting rights but are bound by the same rules and conditions as Full Members for the duration of the activity.

## **3.Children**

No children or minors under the minimum membership age of eighteen are permitted to engage in club activities unless accompanied and supervised by their parent(s) who must be Section members. Parent(s) assume total and exclusive responsibility for their children.

## **4. Resignation and Re-joining**

A member's resignation must be in writing or email and takes effect when received by the Honorary Secretary. A member who resigns from the Section and wishes to re-join, pays fees as a new applicant.

## **5. Committee Composition**

The affairs of the Section are managed by a Committee of members which is constituted as follows:

- (a) *Seven ex-officio members*;  
The President of the Section, Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer, Meets Convenor, Social Convenor.
- (b) Such other members as deemed necessary.

## **6. Committee Election**

The committee members must be elected by the Section at its Annual General Meeting. Nominations signed by a proposer and a seconder, together with written acceptance by the nominees, must be in the hands of the Honorary Secretary prior to the start of the Annual General Meeting.

### **Conflicts of interest.**

Any person who is nominated for a position on the committee may not accept the nomination if their personal business interests could feasibly be advanced in any possible way by filling the position. It is essential that committee members solely consider what they can do for the club, and not what the club can do for them or their business interests.

If the nominations exceed the number of vacancies, the elections must be by ballot of members present at the meeting. The ballot may at the discretion of the chairman of the meeting be by show of hands.

## ***7. Powers of Committee***

In addition to the powers already described, the Committee has the following powers:

- (a) To receive and administer funds.
- (b) To operate banking accounts and invest funds with approved banking institutions.
- (c) To make or accept donations.
- (d) To acquire or dispose of any movable or immovable property or rights of access to properties on behalf of the Section.
- (e) To raise or borrow funds upon such terms and conditions as the Committee may deem fit. The Committee may secure the repayment of or raise funds on any of the assets of the Section.
- (f) To fill by co-option any vacancy on the Committee. Such appointment must be notified to members.
- (g) To elect special committees comprising members of the Section and sub-committees from its own members and to delegate appropriate authority.
- (h) To make, repeal and amend any regulations in agreement with this constitution as they may consider expedient for the control of any club hut, club house or other premises or property of the Section; or for the preservation of any of its assets and generally for the entire management of the affairs of the Section. All such changes are binding upon members until repealed by the Committee or set aside by resolution of a General Meeting of the Section.
- (i) To remove from the membership roll by a majority of votes the name of any member:

whose subscription is not paid by 30 April of the year in which it is due or whose other indebtedness is not paid within four months from the date upon which such liability was incurred, provided that such removal must not be effected until fourteen days after the delivery of a notification to such members of the intention to do so;

in respect of whom any circumstances may arise which, in the opinion of the Committee, render such person undesirable as a member of the Section.

- (j) To discipline members.
- (k) To fix fees and subscriptions.
- (l) To sue and defend legal actions on behalf of the Section.

## ***8. Rejection of application for membership or termination of membership.***

Any prospective member who applies for membership, and whose application is rejected,

OR

Any existing member whose membership is terminated,

may appeal setting out in writing the reasons for the appeal. The appeal must be lodged with the Honorary Secretary within seven days of the receipt of the notice of termination.

The committee will consider the appeal and either rescind, modify, or uphold the original decision. The committee may at its discretion convene an informal hearing where the applicant or member may verbally expand on grounds of objection to the decision, and where any matters which are unclear may be discussed.

If the individual is dissatisfied with the outcome of the appeal, a dispute may be lodged with the committee. The dispute notification must be lodged within seven days, must be in writing, and set out in detail the reasons for the dispute.

If the dispute cannot be settled, the committee will, within seven days, refer the dispute to the Association of Arbitrators, (Southern Africa) who will appoint an arbitrator to determine the matter.

The decision of the arbitrator will be final and binding on all parties.

## **9. Committee Meetings**

Meetings of the committee must take place at least quarterly and may be held by remote electronic means if required.

Special meetings of the Committee may be summoned by the Honorary Secretary or Chairman upon giving 48 hours' notice.

If any member of the Committee, other than the President, does not attend three consecutive ordinary meetings of the Committee without leave of absence, the member must forfeit the seat on the Committee and the vacancy must be filled by the Committee. Such appointment must be notified to members.

## **10. Annual General Meeting**

An Annual General Meeting must be held before the thirty-first day of March in each and every year. At least fourteen days' notice thereof must be given to members. Agenda items must reach the Honorary Secretary at least seven days before the meeting.

## **11. Special General Meeting**

A Special General Meeting may be called by the Committee on a minimum of seven days' notice.

A Special General Meeting may be called following a written request signed by at least ten Full Members and presented to the Honorary Secretary. The Committee must as soon as possible thereafter call a Special General Meeting on seven days' notice to members. The notice convening the Special General Meeting must set out the business to be discussed and no other matters may be discussed without the permission of the Chairman.

## **12. Chairman**

The Chairman of the Committee presides as Chairman at every General Meeting of the Section. When the Chairman is not present, the Vice-Chairman of the Committee presides and in his absence the members present must choose one of their number as Chairman.

At all meetings whether General or Committee, the Chairman of the meeting has both a deliberative and a casting vote.

## **13. Quorum**

The number of members present at any meeting to form a quorum follow:

Committee	5
Special or General	15 Full Members
Special or Sub-Committee	Half the number appointed

If a quorum is not present at any meeting, the meeting must be adjourned for seven days. In the case of a Committee meeting should the members present consider any item on the agenda to be urgent, the item may be resolved despite the lack of quorum. The decisions taken without a quorum must be ratified at a properly constituted meeting as soon as possible but within thirty days.

## **14.Finance**

- (a) The Committee must ensure that books of account are kept by a competent person throughout the financial year, and that annual financial statements are prepared by such person in accordance with generally accepted accounting practice and taxation legislation. Such a person may be a member of the club and the committee.
- (b) The committee must ensure that the annual financial statements are reviewed annually by an independent competent reviewer in accordance with generally accepted standards for an independent review. The person appointed by the committee must be of proven experience and ability to perform such tasks, and the constitutional provision of a two-thirds vote by committee members will apply for such appointment. The person undertaking the review may be a club member but cannot be a committee member. The reviewed statements together with the reviewer's report must be supplied to members with the Agenda and the Notice of the Annual General Meeting.
- (c) The financial year is from 1 January to 31 December.
- (d) The receipt or expenditure of any funds, and the method used to obtain such funds, must be authorised by not less than two-thirds of Committee members present at a duly constituted meeting.
- (e) All monies received by the Section must be expeditiously deposited by the Honorary Treasurer in the Section's banking account.

## **15.Non-Profit Distributing Character**

The receipts and property of the Section must be used solely for the promotion of its stated objectives. No portion of the income or property of the Section shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Section or committee, except as:

- (i) reasonable compensation for services actually rendered to the Section.
- (ii) reimbursement of actual costs or expenses reasonably incurred on behalf of the Section.

## **16.Amendment of Constitution**

No amendments to the constitution may be made, except at a General Meeting of the Section.

- (a) The proposed amendment, signed by a proposer and seconder, must be received by the Honorary Secretary at least twenty one days before the date of the General Meeting.
- (b) At least fourteen days clear notice of the proposed amendment shall be given to all members.
- (c) Amendments shall be carried by a majority vote of the total members present at the General Meeting.

## **17.Notice to Members**

Every notice to a member shall be considered duly delivered when posted to or delivered by hand at the address of that member as registered in the Section list of members kept by the Honorary Secretary. Electronic mail directed to an address of a member as registered in the Section's list shall be deemed "posted".

## **18.Dissolution**

The Section may be dissolved by a majority vote of not less than two-thirds of the total members present at a special general meeting convened for this purpose. Notice of a motion for dissolution must be lodged with the Honorary Secretary who must give members at least fourteen days' notice of the motion for dissolution.

In the event of dissolution, the assets of the Section must be transferred to the Mountain Club of South Africa or to a body which, by a majority vote of not less than two-thirds of total members present at the special general meeting, is considered to have objects similar to those of the Mountain Club of South Africa.

Certified as an accurate and complete document by the Chairman on                      Day of                      2022

Name.....Signature.....

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