

CONSTITUTION OF THE TYGERBERG MOUNTAIN BIKE CLUB

(version for approval on 29th November 2010, incorporating original version of 27 February 1997)

This constitution, together with duly authorised amendments thereto, shall be that of the TYGERBERG MOUNTAIN BIKE CLUB.

The effective date of this constitution (or any amendment thereof and/or addition thereto) shall be the date on which it is approved at a general meeting of the members of the Tygerberg Mountain Bike Club (TMBC).

INTERPRETATION

In this constitution, unless the context indicates otherwise:

- 2.1 "TMBC" of "the Club" shall mean the Tygerberg Mountain Bike Club.
- 2.2 "Annual report" shall mean the report submitted by the Chairman to the Annual General Meeting of the club and shall include such reports by any member of the executive committee which said committee considers should be presented to such Annual General Meeting.
- 2.3 "Financial year" shall be the period from 1 October to 30 September.
- 2.4 "Year" shall be the period (after the initial period to the first December 31st after formation) of one year ending on 31st December each year.
- 2.5 "CSA" shall mean [Cycling South Africa](#)
- 2.6 "WCMBC" shall mean [the Western Cape Mountain Bike Commission](#).

OBJECTIVES

TMBC is a non-profit making club formed with the intention of promoting the sport of mountain biking among its members through the pursuit of the following objectives:

- 3.1 [To affiliate with WCMBC and through it with Cycling South Africa \(or current governing body\).](#)
- 3.2 To arrange club rides and other activities in furtherance of and for the enjoyment of the sport of mountain biking.
- 3.3 To promote environmental awareness and respect in the practice of the sport of mountain biking.
- 3.4 To elect honorary members
- 3.5 To organize club mountain biking competitions in accordance with the rules of WCMBC.
- 3.6 To register the colours, badges and emblems of the club with any other organization.
- 3.7 [To create riding areas and build and maintain trails](#)
- 3.8 To enter into contracts and/or agreements, not inconsistent with the provisions of this constitution, so as to give force and effect to these objectives.
- 3.9 [To register as a NPO \(non-profit organisation\) Section 21 company](#)

JURISDICTION

- 4.1 This constitution and/or any rules and regulations framed in terms thereof shall be binding on all members.

MEMBERSHIP

- 5.1 Membership is open to all who agree to abide by the constitution, rules and

regulations of the club.

- 5.2 An annual membership fee as recommended by the executive committee from time to time and approved at a general meeting shall be payable by each member and failure to do so by due date shall be valid grounds for termination of membership.
- 5.3 The executive committee reserves the right to discipline, (which shall include the right to terminate membership) any member who has brought the Club's name into disrepute.

EXECUTIVE COMMITTEE

6.1 The executive committee shall consist of:

- 6.1.1 a chairman
- 6.1.2 a treasurer
- 6.1.3 a secretary
- 6.1.4 at least one but not more than three additional members.

6.2 The executive committee members shall be elected at an annual general meeting of the club. Casual vacancies shall be filled by election at special general meetings.

6.3 A quorum shall consist of three executive committee members. In the event of equal votes the chairman shall have a casting vote.

6.4 Office bearers shall serve for one year or until the first annual general meeting following the expiry of one year. Members are eligible for re-election.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

7.1 The executive committee shall be the highest authority in the club and shall formulate the policy of the club and be empowered to pursue the objectives of the club.

7.2 The executive committee shall have the following powers:

7.2.1 To submit recommendations to any general meeting of members in order to amend the constitution.

7.2.2 To make rules and regulations to give proper effect to any of the powers or duties conferred or imposed on it by this constitution, or any law, including anything reasonably necessary or incidental thereto and also for all or any of the following matters:

7.2.2.1 The proceedings, business, finances and administration of the club.

7.2.2.2 The administration and conduct of mountain biking competitions in accordance with the rules of WPMBA.

7.2.2.3 Any other business of the club.

7.2.3 To decide and adjudicate upon any dispute arising from the interpretation of this constitution or any other matter within the affairs of the club.

7.2.4 Upon a two thirds majority decision to remove from office any executive committee member where the executive committee has satisfied itself that such member is not fit to hold office for any reason whatsoever, but particularly on account of his/her failure to carry out functions and duties as a member of the executive committee.

7.2.5 To consider and approve or not approve applications for membership of the club.

- 7.2.6 To recommend for sanction at a general meeting fees and other charges to be levied and collected, such as:
- 7.2.6.1 club subscriptions
 - 7.2.6.2 entrance fees
 - 7.2.6.3 any other fees or charges relating to the activities of the club,
- 7.2.7 To open and conduct in the name of the club such bank accounts as may be necessary from time to time and to deposit and withdraw monies from such accounts. Any two together of the chairman, the treasurer or the secretary of the club shall be authorised signatories to the bank and/or building society account(s) or the club, save in the conducting of online banking where two users are authorised, but for expediency one may act with the knowledge of the second.
- 7.2.8 To invest the funds of the club in any registered bank or building society.
- 7.2.9 To enter into sponsorship agreements in the name the club.
- 7.2.10 To enter into any contracts in the name of the club in pursuance of it's objectives.
- (Additional clause)**
- 7.2.11 To employ the services of one or more sub-contractors or employees in the name of the club in pursuance of it's objectives.**
- 7.2.12 To raise funds on behalf of the club.
- 7.2.13 To take such disciplinary action for breach of this constitution; its rules and regulations and/or for having brought the sport of mountain biking and/or this club into disrepute, as the executive committee in it's sole discretion may see fit to take, including termination of membership. Membership so terminated shall include forfeiture of any prepaid fees.
- 7.2.14 To do any other legal act or thing in pursuance of the aims and objectives of the club.
- 7.3 The executive committee shall not have the power to borrow money, raise loans or operate an overdraft facility.

FINANCES

- 8.1 The financial year of TMBC shall end on 30th September.**
- 8.2 The treasurer must maintain complete and accurate records of all monies received, expenditures incurred and of all other financial transactions on behalf on behalf of TMBC.
- 8.3 The treasurer must prepare an annual balance sheet as 30th September for presentation to the executive committee by 31st October of each year.
- 8.4 The executive committee must request an independent competent person who need not necessarily be a chartered accountant but is not a member of TMBC, to audit the books and accounts of the club and to submit an audit report to the executive committee.
- (In line with NPO requirements, proposal to change above clause to read;-)
The executive committee must request a suitably qualified and competent person who need not necessarily be a chartered accountant, but who may be a member of TMBC, to audit the books and accounts of the club and to submit an audit report to the executive committee annually.**

RECORDS

- 9.1 The secretary shall maintain records of members, honorary members and such general records as may be necessary for the efficient administration of the club.

9.2 The secretary shall maintain an inventory of moveable equipment acquired by the club.

ANNUAL GENERAL MEETINGS

- 10.1 The annual general meeting of the club shall be not later than 31st December each year.
- 10.2 Twenty one (21) days written notice specifying the date, time and place of the annual general meeting shall be given by the secretary.
- 10.3 The following items of business shall be considered at an annual general meeting:
- 10.3.1 Notice convening the meeting
 - 10.3.2 Confirmation of the minutes of the previous annual general meeting.
 - 10.3.3 Annual report
 - 10.3.4 Financial report and audited balance sheet
 - 10.3.5 Election of chairman, secretary and treasurer
 - 10.3.6 Consideration of any club fees payable by members
 - 10.3.7 Any other item of business requested in writing by any member to the chairman, received no later than seven (7) days prior to the holding of the meeting.
- 10.4 The following persons shall have the right to attend any annual or general meeting of the club.
- 10.4.1 Office bearers of the outgoing executive committee
 - 10.4.2 Ordinary members in good standing
 - 10.4.3 Invited guests as approved by the chairman.

SPECIAL GENERAL MEETING

- 11.1 A special general meeting of the club shall be convened when requested to do so by the executive committee.
- 11.2 Ten (10) days written notice (which shall include facsimile transmission) convening any special general meeting shall be given by the secretary. Such notice shall state the reason for the meeting and specify the date, time and place of the meeting.

QUORUM

- 12.1 The quorum for meetings shall be:
- 12.1.1 for annual general meetings and special general meetings of the club, twenty five percent (25%) of the persons entitled to attend in terms of clauses 10.4.1 and 10.4.2.
 - 12.1.2 For executive committee meetings shall be three or one half of the number of members of the executive committee, whichever shall be the greater.
- 12.2 In the event of quorum for an annual or a special general meeting not being present at the time specified in the notice convening the meeting, commencement of the meeting shall be delayed for fifteen (15) minutes. At the end of this period the persons entitled to attend per clauses 10.4.1 and 10.4.2 who are present shall constitute a quorum

VOTING AT ANNUAL AND SPECIAL GENERAL MEETING

- 13.1 Persons entitled to attend but who are unable to attend an annual or special general meeting may appoint a proxy to vote at such meeting on their behalf. The proxy must be another person entitled to attend. The appointment of the proxy shall be signed by the person concerned. Proxy forms shall reach the secretary prior to the commencement of the meeting.
- 13.2 Every motion moved and seconded shall be submitted to the meeting by the chairman and voting thereon shall be by a show of hands. The declaration by the chairman of the meeting that a motion has been carried or lost shall be final.
- 13.3 At any annual or special general meeting the chairman presiding at the meeting shall not have a casting vote.
- 13.4 This constitution may not be amended and/or added to in any way except at an annual or special general meeting of the club. The notice given for such meeting shall specify the proposed amendments and/or additions to be made to constitution. A majority of two thirds or more the votes cast shall be required before any proposed amendment and/or additions to the constitution can be carried into effect.
- 13.5 The secretary shall ensure that the current and complete record of club members is available at any annual general or special meeting of the club.

LEGAL PROCEEDINGS

The club may sue or be sued in any capacity in its own name. The chairman may sign any power of attorney on behalf of the club, which may be required for this purpose.

DISSOLUTION OF THE CLUB

- 15.1 No club member in his individual capacity shall be liable for the debts and/or liabilities of the club.
- 15.2 In the event of dissolution of the club, all its debts and liabilities shall be settled and any assets that remain shall be donated or transferred to WPMBA and failing that to any charitable institution as determined by the executive committee. No assets of any kind shall be distributed amongst the members of the club.

MATTERS NOT SPECIFICALLY PROVIDED FOR

In the event of any matter arising which is within the powers of the executive committee to act but it is not covered by this constitution, and the executive committee considers it necessary that it should so be included, the executive committee shall have the right to rule upon such matter pending the due amendment and/or addition of the constitution.