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## **CONSTITUTION OF THE TYGERBERG MOUNTAIN BIKE CLUB**

Incorporated 27 February 1997

(this version for approval on ..... 2011

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" or "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 31<sup>st</sup> after formation) or one year ending on 31<sup>st</sup> December each year.
- 2.5 "CSA" shall mean Cycling South Africa
- 2.6 'UCI' shall mean Union Cycliste International, the sport's International governing body
- 2.7 "WCMBC" shall mean the Western Cape Mountain Bike Commission.
- 2.8 'Exco' shall mean the Executive Committee
- 2.9 Statement re: gender referred to in the Constitution – "his" also means "hers"...
- 2.10 The 'sport' shall mean Mountainbiking

### **OBJECTIVES**

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

- 3.1 To create mtb-specific riding areas, build and maintain trails in partnerships with landowners

- 3.2 To promote environmental awareness and respect in the practice of the sport of mountain biking.
- 3.3 To support the farming community and local conservation bodies through finance and other initiatives
- 3.4 To enable youth access to healthy development and increase participation in the sport at all levels
- 3.5 To foster youth talent and enable progress to National level and beyond
- 3.6 To organize Club mountain biking competitions in accordance with the rules of UCI
- 3.7 To arrange club rides and other activities in furtherance of and for the enjoyment of the sport of mountain biking.
- 3.8 To register the colours, badges, logos and emblems of The Club with any organization as required or for protection of said logo.
- 3.9 To elect Honorary Members in recognition of their contribution to Mountainbiking, or The Club
- 3.10 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.
- 3.11 To affiliate with the regional governing body and through it with CSA (or current governing body).

#### 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, Terms and Conditions as published on The Club website, Rules and Regulations of joining 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.

#### THE EXECUTIVE COMMITTEE

shall guide The Club towards it's aims and objectives.

- 6.1 The Executive Committee shall consist of office bearers:

- 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 (3) additional members.

6.2 The Executive Committee members shall be elected at an Annual General Meeting of The Club.

6.3 A quorum shall consist of three (3) 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.

6.5 Members are eligible for re-election, however The Chairman may serve a maximum of two (2) consecutive terms before standing down.

6.6 The Chairman elect must have held office in the Exco for a previous term, failing which he will serve on the Exco for a period of at least three (3) months before taking office.

#### 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. It shall meet at such time and place as shall be decided by it from time to time provided that it shall meet at least once every calendar month. Notice, emailed or written, shall be given to all committee members of any proposed meeting.

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 UCI.

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 To fill any vacancy in their number or co-opt any other additional member/s, provided that the number of other additional members shall not exceed three (3). Any member so co-opted shall have the same powers and duties as an elected member of the executive, but whose term of office shall run only to the next A.G.M. when he/she shall retire and be eligible for re-election as though he/she had been elected at the previous A.G.M.

- 7.2.5 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.
- 7.2.6 A member shall cease to hold office as a Committee member if:
- 1) By notice he resigns his office
  - 2) He is or becomes of unsound mind or surrenders his estate as insolvent
  - 3) He is convicted of an offence which involves dishonesty
  - 4) He absents himself from three (3) consecutive meetings of the Committee without special leave of absence from it
  - 5) By resolution of a general meeting of The Club he is removed from his office.
- 7.2.7 To consider and approve or not approve applications for membership of The Club.
- 7.2.8 To recommend for sanction at a general meeting fees and other charges to be levied and collected, such as:
- 7.2.8.1 Club membership subscriptions
- 7.2.8.2 Permit fees
- 7.2.8.3 any other fees or charges relating to the activities of The Club,
- 7.2.9 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 account(s) of The Club.
- 7.2.10 To invest the funds of The Club in any registered bank.
- 7.2.11 To enter into sponsorship agreements in the name of The Club.
- 7.2.12 To enter into any contracts in the name of The Club in pursuance of its objectives.
- 7.2.13 To employ the services of one or more sub-contractors or employees in the name of the Club in pursuance of its objectives.
- 7.2.14 To raise funds on behalf of The Club.
- 7.2.15 To take such disciplinary action for breach of this Constitution; it's rules and regulations and/or for having brought the sport of mountain biking and/or This Club into disrepute, as the Executive Committee in its sole discretion may see fit to take, including termination of membership. Membership so terminated shall include forfeiture of any prepaid fees.
- 7.2.16 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 authority to borrow money, raise loans or operate an overdraft facility.
- 7.4 The Executive Committee may resolve that an Executive Committee member shall be entitled to:
- 1) payment of an annual honorarium in such amount as the Committee may recommend and the Annual General Meeting may adopt; and/or

- 2) payment of out-of-pocket expenses or other disbursements in such amounts as the Committee may, from time to time, determine; and/or
- 3) payment in good faith of remuneration for services rendered to or on behalf of The Club (apart from those services ordinarily expected of a Committee member) in such amounts as the Committee from time to time may determine or agree to.
- 4) Membership of The Club for the term in which they serve

## FINANCES

- 8.1 The financial year of TMBC shall end on 30<sup>th</sup> 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 of TMBC.
- 8.3 The Treasurer must prepare annual financial statements for presentation to the Executive Committee by 31<sup>st</sup> October of each year. Such statements shall have been examined by an accounting officer who may be a member of The Club and who shall have certified thereon that the statement fairly represents the state of the financial affairs of the association. For the purposes of this clause the phrase "accounting officer" shall mean a person who in terms of The Companies Act (2008) is qualified to perform the duties of an accounting officer.

## RECORDS

- 9.1 The Secretary or Membership Manager 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 fixed assets and any moveable equipment acquired by The Club.

## ANNUAL GENERAL MEETINGS

- 10.1 The annual general meeting of The Club shall be held not later than 31<sup>st</sup> 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 to all members by the Secretary. Such notice will be distributed by email & also placed on The Club's website. Attached to this notice should be all relevant documents including minutes of prior meeting, Chairman's report, Treasurer's report, annual financial statements, fee proposal, proxy forms and any proposed amendments to the Constitution.
- 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 Chairman's annual report
  - 10.3.4 Treasurer's report and audited financial statements
  - 10.3.5 Election of Chairman, Secretary, Treasurer and any additional executive committee members

10.3.6 Nominations in writing of members to be elected as members of the executive Committee shall be delivered to the Secretary of The Club at least 14(fourteen) days before the date of the holding of the Annual General Meeting at which the election is to take place, provided that the current members of the Executive Committee, shall be eligible for re-election without nomination to their respective offices.

Nominations for membership of the Executive Committee shall be signed by the proposer and a secondant and shall be accompanied by acceptance in writing by the candidate. Voting of the election of Executive Committee members shall be by way of show of hands or by way of ballot if at least 100 members elect so by show of hands or in the discretion of the chairperson

10.3.7 Consideration of any Club fees payable by members

10.3.8 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, but who may not vote.

#### SPECIAL GENERAL MEETING

11.1 A Special General Meeting of The Club shall be convened when requested to do so by the Executive Committee, or by written request to The Secretary by no less than 50 members.

11.2 Ten (10) days written notice (which shall include email & 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 Annual General Meetings or Special General Meetings shall be:

100 (One Hundred) members or 10% (TEN PERCENT) of all members if the total membership of The Club is less than 500 (FIVE HUNDRED).

12.1.1 The quorum 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 MEETINGS

- 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 may be another person entitled to attend. The appointment of the proxy shall be signed by the person concerned. Proxy forms may also be downloaded from the website, which will display a notice of the meeting. All 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 of 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 a 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. Subject to Exco approval, 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 any institution with similar aims as determined by the Executive Committee, or failing such a body then to such registered Charitable Institution as the committee may decide upon. 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.