

CONSTITUTION

OF GRASSLANDS FLYING CLUB

DEFINITIONS

1) In this Constitution, unless the context indicates otherwise -

"Chairperson" means the Official mentioned in clause 6 (1) (b);

"Club" means the club established in terms of clause 2;

"Management Committee" means the management committee contemplated in clause 8;

"Member" means a member of the Club as contemplated in clause 5;

"Official" means any one of the officials mentioned in clause 6 (1) (a) up to and including (g), and "office" shall have a corresponding meaning;

"Secretary" means the Official mentioned in clause 6 (1) (c); and

"Treasurer" means the Official mentioned in clause 6 (1) (d).

"PPG" means Power Paraglider

"PG" means Paraglider

"HG" means Hang Glider

"FW" means Fixed Wing

"Service Provider" means a company or person rendering services to the Club, whether it is tangible or not.

"SAHPA" means South African Hang Gliding and Paragliding Association

"Controlling Body" means SAPHA.

"Affiliate Body" means any other relevant body for sport types described in this constitution.

GRASSLANDS FLYING CLUB

- 2) A club, known as Grasslands Flying Club is hereby established.
 - a) The Club is a common law corporate body and as such –
 - i) its assets, liabilities, rights and obligations vested in it independently of its members;
 - ii) it may not distribute any of its profits and gains to any person and it will use its funds solely for the objects for which it has been established and for investment;
 - iii) it will have perpetual succession; and
 - iv) it may sue or be sued in its own name.
 - v) The members will not by reason of their membership be liable for the liabilities and obligations of the Club.

AFFILIATION

- 3) The Club shall affiliate with Controlling Bodies and relevant representative associations and subscribe to objectives of such associations.
- 4) If there is any inconsistency between the constitutions of a representative association to which the Club is affiliated and this Constitution, the two instruments shall as far as reasonably possible be reconciled and if the inconsistency cannot be reconciled, the constitution of the representative association shall prevail.

MISSION AND OBJECTIVES

- 5) General
 - a) The mission of the Club is to -
 - i) promote participation in PPG, PG, HG and other Fixed Wing activities;
 - ii) develop and promote skills and expertise in these sports and make such expertise available to club members; and
 - iii) contribute to the development of PPG, PG, HG in South and Southern Africa.
 - b) The mission of the Club, as set out in subclause (1), shall be promoted by –
 - i) Appointing Service Providers who will render value added services such as maintenance, training, equipment, etc.

MEMBERSHIP

6) Two types of membership are applicable -

a) Normal Membership:

- i) Membership of the Club is open to any person who subscribes to this Constitution, who pays the prescribed membership fee, who submits to the control of the Management Committees and who has not been excluded in terms of proper disciplinary proceedings conducted under this Constitution.
- ii) A member may not, without the prior written authorisation of the Management Committee, belong to another relevant sport club, which authorisation shall not unreasonably be withheld.
- iii) An application to become a member is submitted to the Secretary on a form substantially corresponding to the form in Annexure A.
- iv) The Management Committee shall consider each application for membership and may accept or reject an application.
- v) If the Management Committee rejects an application, it shall forthwith provide written reasons for its decision.
- vi) The decision of the Management Committee under subclause (7) is final and binding on all concerned.
- vii) Membership will not be allowed to any person who is being investigated by affiliating bodies.
- viii) Should the affiliating body find a person guilty of misconduct the recommendation of the affiliating body will be adhered to.

b) Honorary Membership.

- i) May be awarded by the Management Committee.
- ii) Such nomination will be based on the following:
 - (1) A duly documented nomination received from a paid-up member nominating somebody else.
 - (2) A person has been a member for longer than 20 years.
 - (3) A member who has contributed to the club in an extraordinary and unselfish manner over an extended period of time.
 - (4) The Club may not appoint more than one Honorary Member per calendar year.

MANAGEMENT COMMITTEE

7) The Management Committee of the Club consists of the following –

- a) Chairperson;
- b) Secretary;
- c) Treasurer;
- d) Safety Officer;

- e) Training, Social and Facility Co-Ordinator;
 - f) Representative of the various Sport Types;
 - g) Service Providers if invited and only in a co-opted capacity. Such persons will have no voting rights.
- 8) The Management Committee is responsible for the day to day management of the Club and may perform or exercise any of the powers, duties and functions in terms of this Constitution.
- 9) The Management Committee appoints committees as needed and other office bearers for the Club.
- 10) The Management Committee puts out tenders, manage, evaluate, and allocate them. The Management Committee may appoint a Tender Committee to manage this process.
- 11) The Management Committee is responsible for the administration and financial management of the Club.
- 12) The Management Committee may appoint honorary members but such honorary members shall not, merely by virtue of their honorary status, have any rights to participate in the management and/or decision making in respect of the Club.
- 13) The Management Committee shall annually appoint the auditors for the Club.
- 14) The Management Committee shall, as required from time to time, name the representatives of the Club who shall serve on committees appointed and bodies established by any representative association to which the Club is affiliated.
- 15) An Official shall cease to hold office if –
- a) he or she is excluded in terms of proper disciplinary proceedings conducted under this Constitution;
 - b) he or she resigns from office by giving written notice to the Club;
 - c) he or she is convicted of an offence which involves dishonesty;
 - d) he or she surrenders his or her estate as insolvent or if his or her estate is sequestrated;
 - e) he or she is removed from office by a resolution passed at a general meeting of the Club if the intention to vote upon the removal from office has been specified in the notice convening the general meeting; or
 - f) if he or she is or becomes of unsound mind.
- 16) Subject to the provisions of this Constitution –

- a) the Management Committee shall manage and control the business and affairs of the Club,
- b) shall have full powers in the management and direction of such business and affairs,
- c) may exercise all such powers of the Club and do all such acts on behalf of the Club as may be lawfully exercised and done by the Club and as are not by this Constitution required to be exercised or done by the Club in general meeting or by another Official, committee or sub-committee, subject, however, to such rules as may have been made by the Club in general meeting or as may be made by the Management Committee from time to time.

17)As specifically provided in this Constitution, the Management Committee shall at all times have the right to engage on behalf of the Club the services of accountants, auditors, attorneys, advocates and any other professional firm or person or other employees whatsoever for any reasons deemed necessary by the Management Committee and on such terms as the Management Committee shall decide.

18)The Management Committee may co-opt any person or persons who may, in the opinion of the Management Committee, contribute to the performance or exercising of the powers, duties and functions of the Management Committee, but a person who is co-opted in this way shall not be entitled to participate in the actual decision making process of the Management Committee.

19)The Management Committee shall be entitled to appoint committees consisting of such number of Officials, members and such other persons as they may deem fit and to delegate to such committees such of their functions, powers and duties as they may deem fit, with further power to vary or revoke such appointments and delegations as the Management Committee may from time to time deem necessary.

20)Notwithstanding anything to the contrary contained in this Constitution, the Management Committee may in the name of the Club enforce the provisions of any rules by civil application or action in a court of competent jurisdiction and for this purpose may appoint such attorneys and counsel as they may deem fit.

21)If the Management Committee institutes any legal proceedings against any member for the enforcement of any of the rights of the Club in terms of this Constitution, the Club shall be entitled to recover all legal costs so incurred from the member concerned, calculated as between attorney and own client.

MEETINGS OF MANAGEMENT COMMITTEE

- 22) The Management Committee meets as often as required but at least four times per year.
- 23) Meetings of the Management Committee are convened by the Secretary on instruction from the Chairperson.
- 24) Three members of the Management Committee shall be a quorum.
- 25) The Chairperson shall preside at meetings of the Management Committee and, in the absence of the Chairperson, an Official elected by the remaining members of the Management Committee shall preside.
- 26) The Secretary shall cause minutes to be kept at meetings of the Management Committee and, in the absence of the Secretary, the Official presiding at the meeting shall instruct another Official who is present to keep minutes.
- 27) Decisions of the Management Committee are as far as reasonably possible taken by way of consensus.
- 28) If the Management Committee is not able to take a decision by way of consensus, a decision shall be taken by way of ordinary majority vote.
- 29) If the Management Committee has to take a decision by vote and the vote is tied, the Chairperson shall have a casting vote.
- 30) Notwithstanding any provision to the contrary in this Constitution, a decision which is signed by all the members of the Management Committee, shall in all respects be valid as a decision of the Management Committee as if it has been taken at a meeting of the Management Committee duly constituted in terms of this Constitution.

GENERAL MEETINGS OF CLUB

- 31) The Club shall, within six months after the end of each financial year hold an annual general meeting and shall specify the meeting as such in the notices in terms of clause 11.
- 32) An annual general meeting shall be held at such reasonable time and place as the Management Committee shall decide from time to time.

33)The Management Committee may and must on petition of no less than members together holding not less than 20% (Twenty percent) of the total voting rights of all members, convene special general meetings.

NOTICES OF MEETINGS

34)An annual general meeting and a meeting called for the passing of a special resolution, shall be called by giving at least 21 days' written notice and an special general meeting, other than one called for the passing of a special resolution, shall be called by giving at least 14 days' written notice.

35)A general meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this Constitution be deemed to have been duly called if it is agreed - (a) in the case of an annual general meeting, by all the members entitled to attend and vote there-at; or (b) in the case of an special general meeting; by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights of all members.

36)Any period referred to in subclause (1), shall be calculated exclusive of the day on which the notice is given, and shall specify the place, the day and the hours of the meeting, and in the case of special business, in addition to any other requirements contained in this Constitution, the general nature of that business.

37)The accidental omission to give notice of any resolution, or to give any other notification, or present any document required to be given or sent in terms of this Constitution, or the non-receipt of any such notice, notification or document by any member or other person entitled to receive such notice, notification or document, shall not invalidate the proceedings at, or any resolution passed at, any meeting.

QUORUM

38)No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.

39)The quorum at any annual general meeting of the Club shall be members together holding not less than 60% (Sixty percent) of the total voting rights of all members and the quorum at any other general meeting of the Club shall be members together holding not less than 50% (Fifty percent) of the total voting rights of all members.

- 40) Any special meeting of the Club where the agenda includes changing the constitution or parts of the constitution, members together holding not less than 80% (Eighty percent) of the total voting rights of all members will form a quorum.
- 41) If, within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same place and time or at such other place as the chairperson of the meeting shall appoint.
- 42) If at an adjourned meeting contemplated in subclause (3) a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

AGENDA AT MEETINGS

- 43) In addition to any other matters required by this Constitution to be dealt with at an annual general meeting, every annual general meeting shall deal with –
- a) consideration of the chairperson's report;
 - b) election of Officials;
 - c) consideration of any other matters raised at the meeting, including any resolution proposed for adoption by such meeting, and the voting upon any such resolutions;
 - d) consideration of the accounts of the Club for the preceding financial year;
 - e) consideration of the report of the auditors and the fixing of remuneration of the Officials;
 - f) No business shall be dealt with at any general meeting unless written notice has been given to the Management Committee not less than two days before such meeting by the person proposing to raise such business of his or her intention so to do: Provided that the Chairman may on ordinary resolution of the meeting relax this condition.

PROCEDURE AT GENERAL MEETINGS

- 44) The Chairman may, with the consent of any general meeting at which a quorum is present and shall, if so directed by the meeting, adjourn a meeting from time to time and place to place.
- 45) No business shall be transacted at any adjourned meeting other than business which could have been transacted at the meeting from which the adjournment took place.

46) Whenever a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting.

47) Subject to the provisions of subclause (3), the members shall not be entitled to any notice of adjournment or of the business to be transacted at an adjourned meeting.

48) The Secretary shall cause minutes to be kept of every general meeting, which minutes shall, without undue delay after the meeting has closed, be reduced to writing and certified correct by the Chairman.

49) All minutes of general meetings shall, after certification, be placed in a minute book to be kept by the Secretary.

PROXIES

50) A member may be represented at a general meeting by a proxy, who must be a member of the Club.

51) The instrument appointing a proxy shall be in writing and signed by the member concerned or his or her agent, duly authorised in writing, but need not be in any particular form.

52) The instrument appointing a proxy and the power of attorney or any other authority under which it is signed shall be tabled at the meeting at which the person named in the instrument proposes to vote.

53) No instrument appointing a proxy shall be valid after the expiration of three months from the date of its execution.

54) A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation had been received by the Chairman at any time before a vote is taken in respect of which the proxy exercises such vote.

VOTING

55) Voting will be strictly managed as follows –

- a) At any general meeting of the Club, every member who is present in person or represented by proxy and entitled to vote, shall have one vote.

- b) Subject to the provisions of this Constitution, no person other than a member duly registered and who shall have paid all membership fees and other sums, if any, which shall be due and payable to the Club in respect of or arising out of his or her membership, shall be entitled to be present and to vote on any question, either personally or by proxy, at any general meeting.
- c) At any general meeting a resolution put to the vote shall be decided on a show of hands and a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Club, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- d) Notwithstanding the provisions of subclause (3), a poll may, before or on the declaration of the result of the show of hands, be demanded by the Chairman or members and any demand of a poll may be withdrawn by the Chairman or members, as the case may be.
- e) If a poll is demanded, the poll shall be taken in such manner, including the manner in which the result of the poll shall be determined, as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- f) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a casting vote.
- g) A poll demanded on the election of an Official or on a question of adjournment shall be taken forthwith and a poll demanded on any other question shall be taken at such time as the Chairman directs.
- h) The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the poll has been demanded.
- i) Every resolution and every amended resolution proposed for adoption by a general meeting shall be seconded at the meeting and, if not so seconded, shall be deemed not to have been proposed.
- j) An ordinary resolution or the amendment of an ordinary resolution shall be carried on a simple majority of all votes cast.
- k) Unless any member present in person or by proxy at a general meeting, objects before the closure of the meeting to any declaration made by the Chairman as to the result of any voting at the meeting, whether by show of hands or otherwise, or to the propriety or validity of the procedure at such meeting, such declaration by the Chairman shall be deemed to be a true and correct statement of the voting, and the meeting shall in all respects be deemed to have been properly and validly constituted and conducted.
- l) An entry in the minutes to the effect that any motion has been carried or lost, with or without a record of the number of votes recorded in favour of or against such motion, shall be conclusive evidence of the votes so recorded.

ELECTION OF OFFICIALS

56)The Officials are elected on the annual general meeting and shall ordinarily hold office for two years following the date on which they are elected.

57)An official may be re-elected to a particular office.

58)If any Official ceases to hold office as contemplated in clause 6 (6), the Management Committee may appoint a member to hold such office for the remaining portion of the Official concern's term of office.

59)Any member may, subject to subclauses (6) and (7), before the commencement of an annual general meeting, submit written nominations for the various offices to the Secretary and such nominations must be countersigned by the nominated member and at least one other member seconding the nomination.

60)If only one or no nomination is received for a particular office in terms of subclause (4), the Chairman may invite nominations during the course of the annual general meeting.

61)Only members of the Club are eligible to be nominated for an office.

62)The Sport Type representatives shall be members who actively participate in the respective sport.

63)Officials are elected by ordinary majority vote by the members present in person or by proxy at an annual general meeting.

64)If only one nomination in terms of subclauses (4) up to and including (7) is received for a particular office, the nominated candidate shall be deemed to be elected unopposed.

65)If there is an equality of votes in respect of a particular office –

- a) the Chairman has a casting vote if there are only two nominees or two remaining nominees; or
- b) if there are more than two nominees or remaining nominees, the candidate with the least number of votes is eliminated and a new vote is held.

FINANCES

- 66)The financial year of the Club shall be from 1 January to 31 December.
- 67)The Treasurer may, with the approval of the Management Committee, open one or more bank accounts into which the funds or surplus funds of the Club may be deposited and from which payments on behalf of the Club may be made.
- 68)Withdrawal of funds from any account contemplated in subclause (2), shall only be done on authorisation of the Chairman and Treasurer.
- 69)The accounts and books of the Club shall be open to inspection by members at all reasonable times during business hours.
- 70)The accounts of the Club shall be examined annually and the correctness thereof ascertained by the auditors of the Club in accordance with standard acceptable accounting practice.

SERVICE PROVIDERS

- 71)Service Providers will be elected based on their abilities to perform -
- a) Any Service Provider engaging into a contract with the Club will have to follow the tender procedure as described in the Rules.
 - b) Service Providers will have to be in good standing and:
 - c) have to declare that no criminal, civil or any other offences are filed against them.
 - d) Have to declare that no investigation exist by the Controlling Body.

COLOURS

- 72)The Management Committee shall determine the official dress in which teams representing the club shall perform.

CONDUCT

- 73)A member of the Club –
- a) is at all times subject to this Constitution, the rules made in terms of this Constitution, the laws, by-laws, regulations or rules and any code of conduct which may be adopted by the Club;

- b) shall at all times conduct himself or herself in such a way that the good name and reputation of the Club may not suffer prejudice as a result of his or her conduct.
- c) who is guilty of causing negative publicity for either the club or any person or company associated with the club, could face possible disciplinary actions(s) and/or suspension from the club.

SUBCOMMITTEE ON DISCIPLINE

74)The Subcommittee on Discipline -

- a) shall consist of the Chairperson, one additional Official and one Ordinary member of the Club, nominated by the Chairman of the Club; and
- b) consider any infringement of the Constitution, any of the rules of the Club, any resolutions adopted and rulings made by the Club or its Management Committee, any contract entered into by the Club, any competition established by the Club, or any laws, by-laws, regulations or rules and any code of conduct which may have been adopted by the Club.
- c) If the Subcommittee for Discipline is of the opinion that an infringement is not serious, it may warn the member concerned, not to commit similar infringements in future.
- d) If the Subcommittee for Discipline is of the opinion that an infringement is serious, it may refer the matter to a disciplinary committee and shall inform the member concerned in writing of the exact nature and extent of the charge, as well as the time, date and place for the disciplinary hearing.

DISCIPLINARY COMMITTEE

75)A disciplinary committee, consisting of –

- a) at least two impartial club members or at least one person who is experienced in the administration of sports or sports law and who is not a member of the Club; and
- b) at least one Sport Type Representative; as may be appointed from time to time when the Subcommittee for Discipline deems it necessary to conduct disciplinary proceedings against a member.

76)A disciplinary committee may simultaneously enquire into various infringements allegedly committed by a member and may simultaneously enquire into related infringements allegedly committed by different members.

77)The Subcommittee for Discipline shall appoint –

- a) a member to take minutes at meetings of the disciplinary committee; and
- b) a member to act as prosecutor before the disciplinary committee and to present evidence on behalf of the Club in a particular case.

78)The disciplinary committee shall afford both the prosecutor and the accused member to present their respective cases and shall consider all the evidence presented by the prosecutor and by or on behalf of the member before making its decision.

79)A member charged before a disciplinary committee may be assisted in proceedings before the disciplinary committee by another member of his or her choice and the person presiding over the disciplinary committee shall inform the member concerned of this right before the proceedings commence.

80)If the disciplinary committee finds the accused member guilty of an infringement as charged, it may –

- a) warn the member;
- b) impose a fine not exceeding R1,000.00 on the member;
- c) suspend the member for a period not exceeding 6 (Six) months in the case of a first infringement, or a period not exceeding 12 (Twelve) months in the case of a subsequent infringement;
- d) Expel the member from the Club; or
- e) take such other steps as it may deem fit in the circumstances of the case.

81)The disciplinary committee shall, within 3 days, inform the member concerned in writing of its finding and decision, stating the reasons for such finding and decision.

APPEAL

82)If a member feels aggrieved as a result of a decision by a disciplinary committee, the member may, within 7 days of being informed of the decision of the disciplinary committee, in writing appeal to the Chairman of the Club, stating the reasons for the appeal.

83)The Chairman of the Club shall consider the appeal on the minutes of the disciplinary committee, the finding and reasons contemplated in clause 22 (6) and the written reasons contemplated in subclause (1) and may in whole or in part, revoke or amend the decision of the disciplinary committee and may –

- a) warn the member;

- b) impose a fine not exceeding R1,000.00 on the member;
- c) suspend the member for a period not exceeding 6 (Six) months in the case of a first infringement, or a period not exceeding 12 (Twelve) months in the case of a subsequent infringement;
- d) Expel the member from the Club; or
- e) take such other steps as it may deem fit in the circumstances of the case.

84)The decision of the Chairman of the Club shall be final and binding on all concerned.

SERVICE OF NOTICES

85)A notice may be served by the Club upon any member at the address specified on the prescribed application form completed by the particular member unless the member shall have notified the Secretary in writing of another address for service of notices.

86)Any notice served by post, or in the case of disciplinary proceedings by prepaid registered post, shall, unless the contrary is proven, be deemed to have been served on the fifth day following that on which the notice was posted.

INDEMNITY

87)Every Official, servant, agent and employee of the Club and any managing agent, his or her employees, nominees or invitees, shall be indemnified by the Club against all costs, losses and expenses which such person or persons may incur or become liable for by reason of any contract entered into or any lawful act or deed done by such person or persons in the discharge of their respective duties, including in the case of an Official, his or her duties as Chairperson, Treasurer, Secretary or other Official.

88)Without prejudice to the generality of the subclause (1), the Club shall specifically indemnify every person referred to in subclause (1) against all losses of whatsoever nature incurred arising out of any bona fide act, deed or letter done or written by him or her jointly or severally in connection with the discharge of his or her duties.

RULES

89)Subject to any restriction imposed or direction given at a general meeting of the Club, the Management Committee may from time to time make rules with regard to –

- a) the conduct of members; and
- b) the application form for membership of the Club.
- c) The annual membership fees that are payable by members and different membership fees may be prescribed in respect of different categories of members.
- d) Without limiting the generality of this paragraph, for the furtherance and promotion of any of the objects of the Club and/or for the better management of the affairs of the Club and/or for the advancement of the interests of members, rules made by a general meeting of the Club may not be overridden.

90) A general meeting of the Club may make any rules which the Management Committee may make in terms of this clause and may vary, modify or repeal any rules made from time to time by it.

91) The members shall be notified in writing of any rule made by the Management Committee or the general meeting of the Club.

92) The Secretary shall keep a copy of this Constitution, as amended from time to time and a record of all the rules made from time to time under subclause (1).

93) The Secretary shall on the application of any member, any prospective member, the auditor or the accounting officer supply to such person a copy of the Constitution and all the rules in force, in return for which the Secretary may require such person to pay the fee prescribed, as decided by the Management Committee.

AMENDMENT

94) This Constitution may be amended by resolution of a general meeting passed by a majority of not less than 75% of the votes cast.

MERGER

95) The Club may merge with any other body with similar objects, by resolution of a general meeting passed by a majority of not less than 75% of the votes cast.

96) In the event of a merger as contemplated in subclause (1), the Club's net assets after discharge of its liabilities, together with its rights and obligations under this Constitution, shall vest in the merged entity.

DISSOLUTION

97)The Club may dissolve itself by resolution of a general meeting passed by a majority of not less than 75% of the votes cast.

98)In the event of a dissolution of the Club –

- a) the Officials will act as liquidators;
- b) the Club's nett assets after discharge of its liabilities will be distributed in the liquidators' discretion to one or more Sport Type or to the affiliating body concerned.

TITLE AND COMMENCEMENT

99)This instrument shall be called the Constitution of Grasslands Flying Club and shall come into operation on 01 August 2014.

DOMICILIUM

100) For all purposes arising out of this Agreement, including the giving of notices and the serving of legal process, the Club chooses domicilium citandi et executandi as follows:-

Grasslands Office
Grasslands
Centurion

CONSTITUTION done and approved

at on this.....day of.....2018.

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Chairperson

.....

Date

.....

Secretary

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Date