

# CONSTITUTION OF EDENGLLEN CYCLING CLUB

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## 1. NAME AND CORPORATE PERSONALITY

- 1.1. The name of the Club shall be **Edenglen Cycling Club**, herein after referred to as **"The CLUB"**.
- 1.2. The CLUB is a non-racial non -partisan free association, not for profit.
- 1.3. The CLUB shall be a distinct and separate legal entity and body corporate with perpetual succession.
- 1.4. The income and property of The CLUB shall be applied solely towards the promotion of the aims out in this Constitution.

## 2. DEFINITIONS AND ABBREVIATIONS USED

- 2.1 "The CLUB" shall be the body as constituted under the initial Constitution, and continued under this Constitution.
- 2.2 **"Rules and Regulations"** shall mean the Rules and Regulations set out herein or as published by the Exco from time to time.
- 2.3 "AGM" means the Annual General Meeting of Members held in accordance with the provisions of this Constitution.
- 2.4 "Constitution" means this Constitution.
- 2.5 "Cycling" means the sport of Cycling including Road Cycling and Mountain Biking and shall mean and include any form of social riding whether same is in the form of mass or individual participation in the sport, and may include but not be limited to events where a rider will compete against a specific time, or over a specific distance, whether same be for leisure purposes, or not.
- 2.6 "Exco" means the Executive Committee of The CLUB, as constituted in terms of this Constitution.
- 2.7 "Honorary Life Members" means all those persons bestowed with this honour by the AGM, and shall include any persons to whom this honour was bestowed prior to the acceptance of this Constitution.
- 2.8 "Levies" means the annual fees payable by the membership to The CLUB and as approved and agreed to by membership at each Annual General Meeting of The CLUB.
- 2.9 "Member" shall mean any person accepted as a member by the Exco and Honorary Life Members.

- 2.10 "Person" means a natural or legal person.
- 2.11 "Service", "Dissemination" or "Notice" shall mean any notification to any member(s) sent by email to the member's last known email address;
- 2.12 Sponsor" means a Person, who has contributed to the income of the club in money or in kind, and who has been bestowed the title "Sponsor" by the Exco who may determine the conditions attaching to sponsorship, the cost thereof, the classes of sponsors and the rights afforded to sponsors, subject always to sponsorship being renewed every second calendar year.
- 2.13 "Treasurer" means the person elected in terms of the provisions of this Constitution.
- 2.14 "Vice-Chairman" means the Vice-Chairman of the CLUB.
- 2.15 "Year" means a calendar year.
- 2.16 Any words implying one gender include the other.

### **3. INTERPRETATION**

- 3.1 The headings to the clauses or paragraphs of this Constitution are for descriptive purposes only and shall not be used in the interpretation hereof.
- 3.2 In this constitution, unless inconsistent with the context, all words and expressions imparting the masculine shall include the feminine gender, and those signifying the singular shall include the plural and vice versa.
- 3.3 In the case of interpretations not specific, the Exco will finally determine the interpretation thereof.

### **4. OBJECTIVES OF THE CLUB**

- 4.1 To be and to function as means to make Cycling and the sport of Cycling available to the community.
- 4.2 To encourage, promote, develop and facilitate Cycling for its members.
- 4.3 To be a member of or aligned to Central Gauteng Cycling and/or Cycling South Africa and/or of any other national or provincial sports and other bodies as the Exco, may decide.
- 4.4 To develop and enforce the Rules and Regulations.
- 4.5 To raise funds for charitable purposes or for the carrying out of these objectives.

### **5. POWERS TO CARRY OUT OBJECTIVES**

- 5.1. The CLUB shall have all such powers and authorities as shall be necessary or desirable or conducive to achieving any and all of the objectives of The CLUB. These powers and authorities shall be exercised by the Exco and/or by any duly constituted subcommittee in accordance with and subject to the provisions of this Constitution.
- 5.2. To acquire by purchase, exchange, hire, sub-lease, donation or otherwise movable and/or immovable property of any kind. The Exco shall be trustee of and for all intents and purposes

legal holders of all moneys, trophies, cups and other property of The CLUB, and shall deal with assets as Exco may from time to time decide.

- 5.3. To sell, let, mortgage, dispose of, give in exchange, turn to account or otherwise deal with all or any part of the property of THE CLUB.
- 5.4. To enter contracts of all kinds necessary to carry out, give effect to or secure the objectives of THE CLUB.
- 5.5. From time to time, in accordance with sound business and financial principles to invest the funds of THE CLUB in such property or assets or other security as may be deemed advisable.
- 5.6. To employ, suspend or dismiss and remunerate employees, professional assistants and experts.
- 5.7. To support or subscribe or make donations to any charities or other institutions, districts, clubs, societies and funds.
- 5.8. To regulate relations between its Members, and between its Members and The CLUB or its members or individual cyclists.
- 5.9. To insure against losses, damage, risk and liability of all kinds.
- 5.10. To draw, make, accept, endorse, execute, negotiate and issue cheques, promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- 5.11. To institute, conduct, defend, compound or abandon any legal proceedings by and against The CLUB or its officers or otherwise concerning the affairs of The CLUB, or the action of its Members, and compound and allow time for payment or satisfaction of any debts due or any claims or demands made by or against The CLUB.
- 5.12. To raise money whether by subscription or levy from its Members and/or from any or all cyclists, or in any way or from any other source, and recover by legal process monies due by members or ex-members.
- 5.13. To spend or otherwise apply monies to the advancement and/or development of The CLUB or its members, or individual cyclists.
- 5.14. To contribute or subscribe to bodies with aims similar to the aims of The CLUB, and invest monies upon such security and in such manner as it may from time to time determine.
- 5.15. To make and pass rules, by-laws or regulations and to add to, repeal or alter such rules, by-laws or regulations, with or without penalties for the carrying out, administration and implementation of this Constitution and the attainment of the objectives of The CLUB.
- 5.16. To impose fines, to suspend for a period, to ban and/or implement any other disciplinary measures on its Members or former Members connected or concerned with Cycling arising out of or connected with any contravention or breach of the provisions of this Constitution or any rule, by-law or regulation passed by Exco, and recover by legal action or otherwise such fines or compulsory contributions or damages from its Members or former Members. Without in any way limiting the generality of the afore mentioned, The CLUB shall have the power to suspend or ban any Member from participating in any event or activity of the CLUB.

- 5.17. To take all such action as may be required or necessary to enforce fully and effectively all obligations of whatsoever nature and howsoever arising which may be owed to The CLUB by its Members or any other persons or body.

## **6. FINANCE**

- 6.1 The CLUB's financial year shall be as determined by Exco.
- 6.2 A Banking Account shall be opened in the name of The CLUB. Exco shall designate at least two (2) persons authorised to have signing powers on the The CLUB's banking account. Two (2) authorised persons who have been authorised by the Exco to have signing powers must sign or authorise any payment together.
- 6.3 Funding. The CLUB shall receive money from its members including but not limited to membership fees, affiliation fees, calendar fees, rider levies and day licenses. THE CLUB shall also raise sponsorships to fund its objectives.
- 6.4 Expenses. All monies received shall be applied to the carrying out of the objectives of The CLUB.

## **7. MEMBERSHIP**

- 7.1. Ordinary Membership of THE CLUB consists of any cyclists who have made the online application, agreed to be bound by the The CLUB Constitution and any rules and regulations made hereunder who have paid their fees for the year.
- 7.2 Any other class of THE CLUB membership, be it temporary or permanent, as may be determined from time to time by the Exco. A set of criteria should be drawn up by the Exco for accepting members.
- 7.3. Exco and members shall, from time to time, be entitled to nominate any person who has rendered notable and meritorious service to The CLUB and/or in the promotion of the sport of cycling and whom it wishes to recognise and honour as an Honorary Life Member. Nominations shall be presented to the Exco for ratification at the next AGM and, if ratified by the AGM, such person shall become an Honorary Life Member and shall enjoy the rights and privileges namely to attend the AGM, to receive advance notice and to participate free of charge in all events held under the auspices of THE CLUB.

## **8. SUSPENSION OR TERMINATION OF MEMBERSHIP**

- 8.1 The Exco may decide to terminate any membership, whether an Ordinary or Honorary, if such member breaches any provision of this constitution.
- 8..2 The Exco may decide to suspend the membership of any member who does not pay his subscriptions or other amounts due to The CLUB, of who disobeys the rules applicable to the members of The CLUB.
- 8.3 The Exco shall observe a fair procedure in respect of any termination or suspension of membership.

## **9. STRUCTURE OF THE EXCO**

- 9.1. The Exco shall be the highest authority of The CLUB, subject only to directions issued to it by the members in general meeting and shall determine its policy, decide upon its budget and

make rules binding on or give directives to the members. The Exco shall consist of the following officers:

9.1.1. Chairman.

9.1.2. Vice-Chairman.

9.1.3. Secretary.

9.1.4. Treasurer.

9.1.5. Any number of further Exco Members determined by the AGM.

9.2 The Exco shall meet at least 4 times annually and such meetings shall be held at such venue as may be determined by Exco.

9.3 The chairperson of any meeting of the Exco shall be the Chairman of The CLUB, or in his or her absence the Vice-Chairman, or in his or her absence such other Member of Exco as shall be at that meeting.

9.4 A quorum for Exco shall consist of not less than a majority of its members present personally. Each member of Exco shall have one (1) vote, and the Chairman of any meeting of Exco shall not have a second or casting vote, in the event of an equality of votes. Members of Exco shall vote by ballot for positions (persons) and on all other resolutions by a show of hands. Members of Exco shall decide on all matters by a simple majority vote.

9.5 The Exco shall be vested generally with all such powers and authorities as are necessary to promote and attain the objectives of The CLUB.

9.6 Exco may draft a Code of Conduct, and be entitled to make any and all by-laws or regulations necessary to promote the aims and objectives of the The CLUB and such by-laws and/or regulations shall be binding upon members. Such regulations shall be ratified at the next AGM of members.

9.7 Exco shall appoint sub-committees as it considers fit and may delegate the exercise of any of its powers and functions to one of its Members or to a subcommittee of The CLUB.

9.8 The minutes of the Exco meetings must be distributed to all members of Exco.

## **10. VOTING RIGHTS**

10.1 The voting rights set out in this clause shall apply in respect of any and all meetings of The CLUB.

10.2 Each member of The Club shall have one (1) vote and the Chairperson of any general meeting shall have one (1) vote, in that capacity, and a second or casting vote in the event of an equality of votes.

10.3 Honorary Life Members may only vote in connection with any motion to terminate the Membership of any Honorary Life Member.

## **11. ELECTION OF THE CHAIRMAN, VICE-CHAIRMAN, TREASURER AND THE OTHER MEMBERS OF Exco**

- 11.1 Each Ordinary Member shall be entitled at the AGM to nominate one (1) person for election as Chairman, one (1) person for election as Vice-Chairman, and one (1) person for election as Treasurer.
- 11.2 If there is more than one nomination for any of the posts then such posts shall be elected separately by ballot, such elections to be held in the sequence aforesaid.
- 11.3 The retiring Chairman, Vice-Chairman, and Treasurer shall be eligible for re-election without nomination, provided the Secretary shall have received written notification from such persons of their willingness to continue in office, if re-elected.
- 11.4 Period of Office. Chairman, Vice-Chairman, and Treasurer will hold office for one (1) year and all other members of Exco shall hold office for one (1) year until the AGM.

## **12. ANNUAL GENERAL MEETING (AGM)**

- 12.1. An AGM shall be held once in every year provided that not more than fifteen (15) months shall elapse between one AGM and the next.
- 12.2 Exco shall decide the date, time and place on which each AGM shall be held, provided that unless there is good reason to the contrary, it shall be held at a venue to be determined by the Exco or at such other place as Exco may determine and that the AGM is held in within three (3) months from the end of the financial year.
- 12.3 The following persons shall be entitled to attend and speak at the AGM: All members of Exco; any paid up ordinary member, all Honorary Life Members and any other person who may be invited by Exco to do so.
- 12.4 The business to be transacted at an AGM shall be:
  - 12.4.1 To read the notice convening the Meeting.
  - 12.4.2 To read and confirm the Minutes of the previous AGM, and to consider any matters arising there from.
  - 12.4.3 To receive and consider the Annual Report of the Chairman, for the period since the date of the previous AGM.
  - 12.4.4 To adopt with or without modification, the Annual Accounts for the previous financial year.
  - 12.4.5 To consider and to adopt with or without modification, or to reject any recommendations of Exco.
  - 12.4.7 To consider all nominations by Exco of persons to be Honorary Life Members and to accept or to reject any such recommendation or nomination.
  - 12.4.8 To elect the Exco and
  - 12.4.9 To discuss and consider any matter of which seven (7) days written notice has been given or which is added to the agenda with the permission of the meeting.

## **13. SPECIAL GENERAL MEETING (SGM)**

- 13.1. A SGM of Members shall be convened:
  - 13.1.1 By resolution of Exco, or
  - 13.1.2 Upon the written requisition of not less than twenty (20) Ordinary Members, addressed to the Exco, provided that such written requisition shall state the exclusive purpose for which the SGM is to be called and the text of the motion to be put to the meeting.

- 13.2 The Secretary shall send written notification, within fourteen (14) days after receipt of the resolution or requisition, to all Ordinary Members and Associate Members, which notice shall specify the time, date and place of the SGM together with written notification of the purpose of and measures to be transacted at the SGM and the text of motions to be put to and considered by the meeting.
- 13.3 The date shall not be less than seven (7) days and not more than twenty-one (21) days after the date of posting dissemination of the notification.
- 13.4 The business to be transacted at a SGM shall be:
- 13.4.1 To read the notice convening the Meeting.
  - 13.4.2 To receive and vote on the motions placed before the meeting in terms of the requisition;
  - 13.4.3 No business other than that stated in the notification referred to shall be transacted at the SGM.
- 13.5 Only the persons entitled to attend an AGM shall be entitled to attend and speak at the SGM's.

#### **14. GENERAL PROVISIONS RELATING TO AGM'S & SGM'S**

- 14.1. AGM's and SGM's shall, subject to the terms of this constitution, be held at such time and place as shall be decided by Exco.
- 14.2 Notice of each AGM and SGM's shall be sent to all the Members, Members of Exco, and Honorary Life Members not less than 7 (seven) days prior to the date of the meeting by email.
- 14.3 Copies of the Agenda for any AGM or SGM's shall be disseminated to all the Ordinary Members, Associate Members and Honorary Life Members by email or by other electronic means.
- 14.4 The chairman of any AGM or SGM shall be the Chairman or in his or her absence the Vice-Chairman, or in his or her absence such other person as shall be elected for that purpose by the representatives of Members present at the Meeting and entitled to vote.
- 14.5 A quorum shall consist of twenty (20) ordinary members in good standing. If a quorum shall not be present at the place of that meeting within thirty (30) minutes after the time set for commencement of that meeting, or shall not remain present during the whole of that meeting until proceedings have been duly declared to have been concluded so by the Chairman, the meeting if convened upon the requisition of Ordinary Members, shall be dissolved; in any other case it shall stand adjourned to a date not earlier than seven (7) days and not later than fourteen (14) working days after the date of that meeting, and at such adjourned meeting the Members present and entitled to vote shall constitute a quorum and may transact the business of that meeting.
- 14.6 Voting shall be on a show of hands unless a poll be demanded by the Chairman or not less than forty percent (40%) of the Members present and entitled to vote, and in such event, the poll shall be conducted in such manner as the Chairman of the meeting shall decide.
- 14.7 Minutes. The Secretary shall take minutes of all meetings.

#### **15. LIMITATION OF LIABILITY OF MEMBERS AND INDEMNITY**

- 15.1 The liability of any Member, of any classification, is limited exclusively to the sum of any monies then due and payable by such Member to The CLUB, by way of subscription or otherwise howsoever.
- 15.2 Members of Exco, all officials, servants, agents and persons (natural, corporate or otherwise) acting on behalf of The CLUB, in terms of this Constitution and under delegated powers from Members in General Meeting or from Exco, shall be and they are hereby indemnified and held harmless against any claim or demand by any third party as a result of any act or omission in the performance of their duties for and on behalf of The CLUB, from whatever cause arising, provided such person/s acted in good faith.

## **16. ENFORCEMENT, ALTERATION OR VARIATION OF THIS CONSTITUTION**

- 16.1. Every member shall at all times be subject to this Constitution and rules of The CLUB.
- 16.2 The Constitution may only be added to, varied, altered, amended or modified at an AGM or SGM of The CLUB, if the alterations are accepted by two thirds of the eligible votes present at such a meeting, provided a written notification of such Meeting, together with a copy of a proposed resolution was disseminated not less than 14 (fourteen) days prior to the meeting.
- 16.3 The Exco shall be entitled to implement and enforce policies and rules and for the enforcement thereof to impose on members penalties, suspensions or expulsions, provided at all times a fair process adherent to the Rules of Natural Justice is followed.

## **17. NOTIFICATION**

- 17.1 For the purposes of this Constitution, all notifications by The CLUB to any person or any Member or Honorary Life Member shall be effective from the date of dissemination by electronic means to the last known email address or cell phone number of such Member/s.

## **18. DISSOLUTION OR WINDING UP**

- 18.1. The CLUB may be dissolved or wound-up, at any time, by Members in General Meeting, upon a majority vote of not less than seventy five percent (75%) of the total votes of Members entitled to vote, and of Honorary Life Members who are present in person at such general meeting, provided that not less than sixty (60) days written notification of such meeting and of any resolution aimed at dissolving or winding-up The CLUB shall have been given to all Members.
- 18.2 Upon dissolution or winding up of The CLUB, all the property and assets of THE CLUB, after payment of all monies owing to any third parties, shall be transferred free of compensation to any other Association/s or Organisation/s having objects similar to The CLUB at the discretion of the Members.