



**CONSTITUTION**

**of the**

**VOLUNTARY ASSOCIATION**

**known as**

**THE MOUNTAIN CLUB OF SOUTH AFRICA -  
CAPE TOWN SECTION**

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## **1. BACKGROUND**

- 1.1 The Mountain Club of South Africa (MCSA) was established in Cape Town in 1891 to further the interests of mountaineering in South Africa and elsewhere.
- 1.2 The MCSA evolved into a national association, with a federal structure, to further the interests of mountaineering in South Africa and elsewhere. The members of the MCSA consist of
  - 1.2.1 Sections, being mountain clubs already formed or to be formed in any part of Southern Africa and already affiliated or in future to be affiliated to the MCSA.
  - 1.2.2 Persons, being individual members of the Sections, irrespective of race, gender or creed.
- 1.3 The Mountain Club of South Africa – Cape Town Section - is a member of the MCSA, as set out in Clause 1.2.1 above, and is a voluntary association to promote the Objectives of the MCSA.

## **2. NAME**

The name of the Association is

The Mountain Club of South Africa – Cape Town Section

(hereinafter referred to as the “Section”)

## **3. OBJECTIVES**

The Section is a non-profit organisation established for the sole Objectives of promoting the interests of mountaineering, primarily in South Africa, as a recreational pastime and, on a non-professional basis, conducting all its activities in a manner that is for the benefit of its members and the general public. Without limiting its general nature, the Objectives shall, inter alia, include -

- 3.1 organise and facilitate mountaineering;
- 3.2 procure and protect real rights in and access to mountains and mountain areas,
- 3.3 initiate and support actions towards protecting the natural beauty and wilderness character of mountains and to promote their effective conservation management,
- 3.4 promote the safety and training of mountaineers,
- 3.5 provide search and rescue resources,
- 3.6 promote the study of mountains and their environments, the preservation of historical and archaeological sites on them and the dissemination of information on mountains and mountaineering.

## **4. LEGAL STATUS**

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

## **5. NON-PROFIT DISTRIBUTING CHARACTER**

- 5.1 The receipts and property of the Section shall 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 -
- 5.1.1 reasonable compensation for services actually rendered to the Section,
  - 5.1.2 reimbursement of actual costs or expenses reasonably incurred on behalf of the Section.
- 5.2 Upon the dissolution of the Section, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to the Mountain Club of South Africa, and/or any Section of the Mountain Club of South Africa, failing which, to some other society or association which the Committee (and failing which any division of the High Court) considers appropriate, which -
- 5.2.1 has Objectives the same or similar to the Objectives of the Section; and
  - 5.2.2 should the Section be exempt from the payment of any taxes and duties, is also exempt from the same taxes and duties.
- 5.3 In order to maintain its present and future tax exemption status, the Section shall at all times fully comply with all the requirements of the Income Tax Act No 58 of 1962 as amended from time to time and, where applicable, of the South African Revenue Service, upon which such exemption shall depend.

## **6. POWERS**

- 6.1. The Section, acting through its Committee, at an Annual General Meeting or at a Special General Meeting, shall have all the powers necessary for it to carry out its stated Objectives effectively.
- 6.2 In an Annual General Meeting or a Special General Meeting, the members at the meeting may review, approve or amend any decision taken by a previous Annual General Meeting or Special General meeting or the Committee but no such resolution of the members shall invalidate any prior decisions taken by such meetings or the Committee in accordance with the provisions of this Constitution

## **7. MEMBERSHIP**

### **7.1 Classes of Membership**

The Section shall have the following classes of membership:

- 7.1.1 Ordinary Members elected in accordance with Clause 7.2.1,
- 7.1.2 Joint Ordinary Members selected in accordance with Clauses 7.2.1 and 7.2.2,
- 7.1.3 Country Members elected in terms of Clauses 7.2.1,
- 7.1.4 Joint Country Members elected in accordance with Clauses 7.2.1 and 7.2.2,
- 7.1.5 Long Service Members elected in accordance with Clause 7.2.4(i),
- 7.1.6 Joint Long Service Members elected in accordance with Clauses 7.2.4(ii),
- 7.1.7 Youth Members elected in accordance with Clause 7.2.6,

- 7.1.8 Senior Members elected in accordance with Clause 7.2.5,
- 7.1.9 Honorary Life Members elected in accordance with Clause 7.2.7,
- 7.1.10 Life Members as existing on 1 April 2014,
- 7.1.11 Family Members elected in accordance with Clause 7.2.8,
- 7.1.12 Honorary Members elected in accordance with Clause 7.2.9,
- 7.1.13 University student elected in terms of Clause 7.2.10

## **7.2 Election of Members**

The Committee may elect members from time to time, in accordance with the following procedures and conditions:

### **7.2.1 Ordinary, Country or Youth Members**

- 7.2.1(i) Application for Ordinary, Country or Youth membership of the Section shall be made on the prescribed form. The applicant shall furnish all such information as the Committee may require from time to time.
- 7.2.1(ii) Members of the Section shall be notified of the names of applicants seeking membership and the application forms shall be available for inspection by members at the Clubhouse.
- 7.2.1(iii) At the next meeting of the Committee, after members have been notified of the application, and subject to there being less than three negative votes by Committee members, the Committee may elect the applicant as an Ordinary or Country or Youth member, as the case may be.
- 7.2.1(iv) An applicant, whose application is unsuccessful shall have the right of appeal to the Committee.
- 7.2.1(v) No candidate shall be eligible for Ordinary or Country Membership who has not attained the age of eighteen years.
- 7.2.1(vi) Applications for Ordinary, Country or Youth Membership must be accompanied by a deposit equal to the entrance fee, determined in terms of Clause 7.3.1, which deposit will be refunded in the event of the applicant not being elected.
- 7.2.1(vii) The Committee shall have the power to elect as an Ordinary, Country or Youth member, an applicant, who has been a member in good standing of another MCSA Section for not less than two years and who has completed and submitted an application form, completed to the Committee's satisfaction.
- 7.2.1(viii) Ordinary, Country and Youth members shall, when a vote is required at any Meeting of Members, each have one (1) vote.

### **7.2.2 Joint Members**

Joint members shall be –

- 7.2.2(i) Legally married couples, both of whom are Ordinary or Country Members. Should the marriage or union of such married couple terminate for any reason, then the members or remaining member shall, from 1<sup>st</sup> January of the following year of such termination date, be Ordinary or Country Member(s).
- 7.2.2(ii) Couples, other than legally married couples, both of whom are Ordinary or Country Members, and who are married by common or customary law, or who live together in a partnership of a permanent nature -

- 7.2.2(ii)(a) may request, upon written application addressed to the Committee, for permission to be treated as Joint Members,
- 7.2.2(ii)(b) any decision taken in this regard shall be at the sole discretion of the Committee,
- 7.2.2(ii)(c) the change in status shall be effective from 1<sup>st</sup> January of the following year of the approval by the Committee,
- 7.2.2(ii)(d) should such union, customary law marriage or partnership for any reason terminate for any reason, then the members or remaining member shall, from 1<sup>st</sup> January of the following year of the termination date, be Ordinary or Country Member(s),
- 7.2.2(ii)(e) The Committee shall at all times have the right, at its entire discretion, to decide whether any such common or customary law marriage or partnership subsists, or whether it is de facto terminated.

### 7.2.3 Country Members

- 7.2.3(i) Application for country membership shall only be permitted if the applicant is normally permanently resident outside the radius of one hundred and ten (110) kilometers of the Clubhouse of the Section.
- 7.2.3(ii) An Ordinary or Youth Member who will be normally permanently resident outside the radius of one hundred and ten (110) kilometers of the Clubhouse of the Section may, on written application addressed to the Committee, and at the discretion of the Committee, be elected as a Country member with effect from 1<sup>st</sup> January of the following year.
- 7.2.3(iii) Country membership shall automatically lapse if such member ceases to be resident beyond the radius of one hundred and ten (110) kilometers of the Clubhouse of the Section. Notwithstanding the aforementioned, the Committee may require any Country Member to adopt or re-adopt ordinary membership if, in its opinion, the circumstances which justified the grant of Country Membership cease to apply.

### 7.2.4 Long Service Members

- 7.2.4(i) An Ordinary or Country Member who has attained the age of sixty-five (65) years and has been a member for not less than thirty-five (35) years, shall, on written application addressed to the Committee, be elected as a Long Service Member with effect from 1<sup>st</sup> January of the following year.
- 7.2.4(ii) A couple, as determined in terms of Clauses 7.2.2(i) or 7.2.2(ii) shall, on written application addressed to the Committee, be elected as Joint Long Service Members with effect from 1<sup>st</sup> January of the following year.
- 7.2.4(iii) The provisions of Clause 7.2.4(i) shall apply to those members who have, as at the 1<sup>st</sup> April 2014, given prior written notice and are already deemed to be Long Service Members.
- 7.2.4(iv) A Long Service Member shall retain his or her voting rights.

### 7.2.5 Senior Members

- 7.2.5(i) A member who has attained fifty (50) years of membership shall, upon written application addressed to the Committee, be elected as a Senior Member with effect from 1<sup>st</sup> January of the following year.

7.2.5(ii) A Senior Member shall retain his or her voting rights.

#### 7.2.6 Youth Members

7.2.6(i) A person who, as at the 31<sup>st</sup> of December of each year, has or will have, attained the age of seventeen (17) years and has not yet attained the age of twenty-four (24) years may be elected as a Youth Member.

7.2.6(ii) The election of Youth Members shall be subject to the receipt, prior to election, of the Section's approved Indemnity duly signed by the applicant's guardian where the applicant is legally considered to be a minor.

7.2.6(iii) Youth Members shall be entitled to the same privileges as Ordinary Members.

7.2.6(iv) A Youth Member on reaching the age of twenty-four (24) years shall no longer be eligible for Youth Membership and shall become an Ordinary or Country Member as from 1<sup>st</sup> January of the following year after the date when he or she ceased to be eligible for Youth Membership.

#### 7.2.7 Honorary Life Members

The Committee shall have the power to elect a member of the Section as an Honorary Life Member, which member shall retain his or her voting rights.

#### 7.2.8 Family Members

A person who has not, or will not have, attained the age of seventeen (17) years by the 31<sup>st</sup> of December of each year, shall be eligible for Family Membership upon the following conditions -

7.2.8(i) A member who wishes his or her child to be admitted to Family Membership shall make written application to the Committee giving details as to the names and age of such child.

7.2.8(ii) On receipt of the application, the prescribed fee and the Section's approved Indemnity form duly signed by the applicant's parent, parents or guardian, the Committee shall have complete discretion as to whether or not such child should be granted family membership.

7.2.8(iii) A Family Member shall have no voice in any proceedings in the Section nor shall he or she have voting rights.

7.2.8(iv) A Family Member shall otherwise be entitled to such privileges of membership as may be prescribed by the Committee from time to time, but when utilising his or her privileges of membership shall at all times be accompanied by his or her parent or parents or guardian who shall be responsible for the conduct of such Family Member.

7.2.8(v) Family membership shall cease when the child concerned reaches the age of seventeen (17) years, and shall, subject to the discretion of the Committee, become a Youth Member as from 1<sup>st</sup> January of the following year after the date when he or she ceased to be eligible for Family Member.

7.2.8(vi) The Committee may at any time summarily terminate the membership of a Family Member without being obliged to give a reason for its decision.

### 7.2.9 Honorary Members

- 7.2.9(i) The Committee shall have the power to elect suitable persons who are not members of the Section as Honorary Members either temporarily or for life.
- 7.2.9(ii) Honorary members shall not be liable for the payment of an entrance fee nor subscriptions.
- 7.2.9(iii) Honorary Members shall not have voting rights.

### 7.2.10 University Student

The Committee shall have the power to elect, as members of the Section, bona fide members of recognised University Mountain Clubs, who have attained the age of seventeen (17) years and not yet attained the age of twenty-four (24) years, as at the 1<sup>st</sup> of January each year, on the following conditions –

- 7.2.10(i) The Student must complete the standard application form to become a member of the Section.
- 7.2.10(ii) The application form must be accompanied by a letter from the relevant University confirming that the applicant is a member of the University Mountain Club.
- 7.2.10(iii) Subject to the provisions of Clause 7.5, membership shall lapse at the end of February of the following calendar year
  - 7.2.10(iii)(a) if the university student has attained the age of twenty-four (24) years; or
  - 7.2.10(iii)(b) unless the relevant University confirms, in writing, that the university student continues to remain a member of the University Mountain Club.
- 7.2.10(iv) University members shall be entitled and subject to the same obligations as an Ordinary member.
- 7.2.10 (v) A university student shall not be liable for the payment of an Entrance fee and the membership fee shall be determined annually in terms of the provisions of Clause 7.3.1.

## 7.3 Entrance Fees, Subscriptions and Fees and General Conditions relating thereto

- 7.3.1 Entrance fees and subscriptions for the various classes of membership shall be fixed by the members at a Special General meeting subject to the proviso that the Committee shall be empowered to increase the rate of fees or subscriptions by not more than ten per cent in any one year, without the approval of members.
- 7.3.2 All annual subscriptions shall be payable on 1st January each year, save as provided in Clauses 7.3.3 and 7.3.5.
- 7.3.3 Any applicant, applying for membership as an Ordinary, Country or Youth member shall, on ratification, be liable for the payment -
  - 7.3.3(i) of a pro-rata portion of the annual subscription payable for that year, as determined in terms of Clause 7.3.1, with the pro-rata subscription portion being based on the number of clear calendar months from the date of election to the end of the financial year.
  - 7.3.3(ii) subject to Clause 7.3.4, to the entrance fee payable in terms of Clause 7.3.1.

- 7.3.4 Notwithstanding anything contained to the contrary in this Constitution, the entrance fee payable by a member in good standing for at least two years with any other MCSA Section shall be the difference between the current entrance fees of the Section and the member's Section at the time of application, subject to a minimum payment of fifteen (15) percent of the current entrance fee.
- 7.3.5 Where a couple, as determined in terms of Clauses 7.2.2(i) or 7.2.2(ii), pay a Joint Annual Subscription as provided for in Clause 7.3.1 and one of the spouses is elected an Honorary Life Member in terms of Clause 7.2.7 the other spouse shall continue to pay the Joint Annual Subscription as provided for in Clause 7.3.1.

#### **7.4 Resignation of Membership and Rejoining**

- 7.4.1 The resignation of a member who resigns during a financial year, by giving written notice to the Committee, shall only come into effect on the 1<sup>st</sup> of January of the year following the date of receipt of the written notice. Such member will still be responsible for the payment of any outstanding subscriptions and other amounts due unless otherwise agreed by a majority decision of the Committee.
- 7.4.2 A member who has ceased to be a member, otherwise than under Clause 7.5.1, of the Section and who may be desirous of rejoining the Section within two years of ceasing to be a member shall not, when applying for membership, be liable for the entrance fee as provided by Clause 7.2.1(vi).

#### **7.5 Termination of Membership**

- 7.5.1 The Committee may terminate the membership of any member -
- 7.5.1(i) which shall become effective after fourteen(14) days of having given written notice of its intention to do so in respect of those members whose
- 7.5.1(i)(a) subscription is not paid by 30th April of the year in which it is due; or
- 7.5.1(i)(b) other indebtedness is not paid within four months from the date upon which such indebtedness was incurred.
- 7.5.1(ii) 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.
- 7.5.2 A member whose membership has been terminated under the provisions of Clause 7.5.1 shall have the right of appeal for reinstatement at a Special General Meeting of members after receipt, by the Committee, of not less than twenty-one days' notice of such appeal.
- 7.5.3 At its sole discretion, the Committee may annul and make void the election of any applicant for membership by virtue of any omission or inaccuracy in the particulars given by such applicant relating to the description of himself or his achievements.

### **8. THE COMMITTEE**

#### **8.1 Powers**

The Committee –

- 8.1.1 shall, subject to the terms of this Constitution and to resolutions adopted at an Annual General Meeting and or Special General meeting, manage and control the affairs of the Section;

- 8.1.2 may exercise all the powers of the Section,
- 8.1.3 shall formulate the general policy of the Section,
- 8.1.4 shall take all such steps, as it may deem necessary, for the implementation of the Objectives of the Section,
- 8.1.5 may appoint sub-committees for such purposes and with such powers as it may deem fit,
- 8.1.6 may from time to time, and upon such terms and conditions as it may consider appropriate and or necessary, appoint other officers, employ staff and hire professional and other services,
- 8.1.7 may institute or defend any legal or arbitration proceedings and to settle claims made by or against the Section,
- 8.1.8 shall open and maintain bank accounts with registered banks,
- 8.1.9 may receive, expend and administer funds and accept donations made to the Section and retain them in the form in which they are received, or sell them and re-invest the proceeds,
- 8.1.10 may make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Section shall be with Financial Institutions as approved by the Committee from time to time,
- 8.1.11 may guarantee the performance of contracts or obligations of any person on condition that any such person is primarily engaged in activities that further the objects of the Section,
- 8.1.12 may with regard to movable and immovable property and tangible and intangible assets of whatsoever nature –
  - 8.1.12(i) purchase or acquire property and assets,
  - 8.1.12(ii) maintain, manage, develop, exchange, lease, sell, or in any way deal with the property and assets of the Section;
  - 8.1.12(iii) donate and transfer the property and assets of the Section to organisations with the same or similar objects and the same exemptions from taxes and duties to those of the Section.
- 8.1.13 may borrow and use the property or assets of the Section as security for borrowing,
- 8.1.14 may execute any act or deed in any deeds registry, mining titles or other public office,
- 8.1.15 may work in collaboration with other organisations and amalgamate with any organisation with the same or similar Objectives and the same exemptions from taxes and duties to those of the Section,
- 8.1.16 may exercise all the management and executive powers that are normally vested in the Board of Directors of a Company,
- 8.1.17 may make, repeal and amend by-laws and regulations (not inconsistent with this Constitution) for the control of any hut, clubhouse or other premises or property of the Section, or for the preservation of any of its assets or generally for the management of the affairs of the Section. All such by-laws and regulations shall be binding upon members until repealed by or set aside by resolution by members at an Annual General Meeting or Special General Meeting of the Section,
- 8.1.18 may delegate any of its powers to any of its members, or to a special purpose committee,
- 8.1.19 may exercise all the powers and authority of the Section not only in the Republic of South Africa but in any other part of the world

## 8.2 Composition

- 8.2.1 The Committee shall comprise of -
  - 8.2.1(i) not less than six (6) nor more than nine (9) members elected in terms of Clause 8.3.1,
  - 8.2.1(ii) a Secretary appointed in terms of Clause 8.3.8(i),
  - 8.2.1(iii) a Treasurer appointed in terms of Clause 8.3.8(i).
- 8.2.2 In addition, the Committee may appoint -
  - 8.2.2(i) not more than two (2) members co-opted in terms of Clause 8.3.9(ii).
  - 8.2.2(ii) an Assistant Secretary appointed in terms of Clause 8.3.10.
  - 8.2.2(iii) an Assistant Treasurer appointed in terms of Clause 8.3.10.

## 8.3 Election

- 8.3.1 Each year members of the Committee shall be elected by members at the Annual General Meeting of the Section and shall hold office until the end of the succeeding Annual General Meeting, when all of them shall resign.
- 8.3.2 Nominations for Committee, duly signed by a proposer and a seconder, together with written acceptances by nominees, must be received by the Secretary on a date not less than thirty-five (35) days prior to the Annual General Meeting and shall be notified to all members at least twenty-one (21) days prior to the Annual General Meeting.
- 8.3.2 If there are more than nine (9) nominations, the election shall be by general ballot of members whose votes, recorded by means of ballot papers lodged with the Secretary at or prior to the meeting, shall be deemed to be cast at such meeting.
- 8.3.4 Resigning Committee members shall be eligible for re-election or co-option.
- 8.3.5 Committee members shall be members of the Section.
- 8.3.6 Where there are less than six (6) nominations received in terms of Clause 8.3.2 a Special General Meeting of members must be convened within seven (7) days of the Annual General Meeting to appoint such additional members as may be necessary to bring the number of the Committee to six (6). Such members who are present at such Special General Meeting shall constitute a quorum.
- 8.3.7 The elected Committee shall choose from its ranks a Chairperson and a Vice-Chairperson.
- 8.3.8 The Committee shall -
  - 8.3.8(i) appoint a Secretary and a Treasurer.
  - 8.3.8(ii) if the Secretary and/or Treasurer are appointed from the ranks of the elected Committee, co-opt from the general body of members a person or persons to fill the vacancies thus left in order to bring the elected members of the Committee up to its full complement of nine (9).
- 8.3.9 The Committee may -
  - 8.3.9(i) where six (6) or more but less than nine (9) members were elected in terms of Clause 8.3.1, co-opt such number of members as may be required to bring the total number of elected committee members to nine (9) as provided for in terms of Clause 8.2.1.
  - 8.3.9(ii) co-opt not more than two (2) additional committee members from the general body of members, such co-option to be effected with a view to special qualities that the Committee may deem necessary for the management of the affairs of the Section.
- 8.3.10 The Committee may appoint an Assistant Secretary and/or an Assistant Treasurer, which persons may be invited by the Committee to attend any or all of its meetings.

8.3.11 Co-options made in terms of Clauses 8.3.8(ii), 8.3.9(i) and 8.3.9(ii) and appointments made in terms of Clause 8.3.10 shall be notified to members.

#### **8.4 Committee Member Vacating Office**

- 8.4.1 The office of a Committee member shall be vacated if a member
- 8.4.1(i) resigns or dies; or
  - 8.4.1(ii) becomes unfit and/or incapable of acting as such;  
or
  - 8.4.1(iii) would be disqualified, in terms of the Companies Act or equivalent legislation in force from time to time, from acting as a Director of a Company; or
  - 8.4.1(iv) is removed by the Committee, by resolution adopted by at least seventy-five (75) percent of its members in office from time to time. The Committee shall not be obliged to furnish reasons for its decision/s regarding removal except to the member removed and to the members at a meeting of members; or
  - 8.4.1(v) is absent, without leave of absence, from three consecutive ordinary meetings of the Committee.
- 8.4.2 Should a position on the Committee fall vacant, the Committee, may (and if the vacancy reduces the number of elected members to less than six (6) shall), co-opt a member/s to fill the vacancy(ies).

#### **8.5 Procedure at Committee Meetings**

- 8.5.1 The Committee shall conduct its meetings and regulate its proceedings as it finds convenient, provided that -
- 8.5.1(i) The Chairperson, or in his or her absence, the Vice-Chairperson, shall chair all meetings of the Committee which he or she attends. In the absence of the Chairperson and the Vice-Chairperson, the remaining members of the Committee shall elect a chairperson from those attending.
  - 8.5.1(ii) Ordinary meetings of the Committee shall be held at least nine (9) times during each calendar year, the dates of the meetings to be determined by the Committee from time to time.
  - 8.5.1(iii) The Chairperson or the Secretary may convene Special Meetings of the Committee on forty-eight (48) hours notice, or in the case of emergency, instantly.
  - 8.5.1(iv) The quorum necessary for the transaction of any business by the Committee shall be six (6) of the Committee members as provided for in terms of Clause 8.2.1.
  - 8.5.1(v) If a quorum is not present at any meeting and the members present deem any item on the agenda to be one of urgency, such members shall have the right to resolve such items despite the lack of a quorum, which item(s) may be ratified at the next meeting of the Committee.
  - 8.5.1(vi) At meetings of the Committee each member, as provided for in Clause 8.2.1, shall have one (1) vote.
  - 8.5.1(vii) Unless otherwise provided in this constitution, questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.
  - 8.5.1(viii) Proper minutes shall be kept of the proceedings of the Committee.
  - 8.5.1(ix) A record is kept of the persons present at each meeting.
  - 8.5.1(x) The member who chairs the meeting shall sign the minutes.

- 8.5.1(xi) The minutes shall be available at all times for inspection or copying by any member of the Committee.
- 8.5.2 A resolution signed by all members of the Committee shall be as valid as if passed at a duly convened meeting of the Committee.
- 8.5.3 The member, committee, employee or agent, to whom such powers are delegated to in terms of Clause 8.1.18, shall conform to any regulations and procedures that may, from time to time, be stipulated by the Committee provided that the quorum necessary for the transaction of any business by any special purpose committee shall be one-half (1/2) of the Committee members serving on any special purpose committee at any given time.

## **9. MEETINGS OF MEMBERS**

### **9.1 Annual General Meeting**

- 9.1.1 The Annual General Meeting of the Section shall be held within four (4) months of the end of the financial year.
- 9.1.2 Annual General Meetings shall be convened by the Committee on not less than twenty-one (21) days prior written notice to all members of the Section entitled to attend the meeting.
- 9.1.3 The notice for the Annual General Meeting shall state, in respect of the meeting, the date, time, place and, in broad terms, the business to be transacted at the meeting.
- 9.1.4 The business of an Annual General Meeting shall include -
- 9.1.4(i) the presentation and adoption of the Annual Report of the Section describing its activities for the year,
  - 9.1.4(ii) the approval of the Annual Financial Statements,
  - 9.1.4(iii) the election of members to serve on the Committee for the following year,
  - 9.1.4(iv) the election of an auditor to carry out the duties set out in Clause 11.5.2,
  - 9.1.4 (v) other matters as may be considered appropriate.
- 9.1.5 A copy of the Annual Reports shall be made available to all members as soon as possible after the close of the financial year.

### **9.2 Special General Meetings**

- 9.2.1 Special General Meetings of the Section may be convened at any time by -
- 9.2.1(i) the Chairperson; or
  - 9.2.1(ii) the Committee; or
  - 9.2.1(iii) at the written request of the lesser of one quarter (1/4) or twenty-five (25) members of the Section.
- 9.2.2 Special General Meetings shall be convened on not less than seven (7) days written notice to all members of the Section. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting: provided that should the Committee, having been requested to give such notice in terms of Clause 9.2.1(iii), fail to give it within seven (7) days of the request, the persons requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.
- 9.2.3 No business other than that on the Agenda may be discussed without permission of the Chairperson.

- 9.2.4 Members requisitioning a meeting in terms of Clause 9.2.1(iii) shall, jointly and severally, in writing, accept accountability for all costs related thereto, as determined by the Committee, save that the Special Meeting, so convened, may by majority vote, and provided that a quorum is present, rule that such costs be borne by the Section.
- 9.2.5 Should a Special General Meeting, convened in terms of Clause 9.2.1(iii), have been properly convened but no quorum be present, the meeting shall be deemed to have been cancelled.

### **9.3 Quorum**

- 9.3.1 A quorum for an Annual General Meeting or Special General Meeting of the Section shall be the lesser of twenty-five (25) or one quarter ( $\frac{1}{4}$ ) of the members.
- 9.3.2 Should an Annual General Meeting have been properly convened but no quorum be present, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter. At such reconvened Annual General Meeting, the members then present shall be deemed to constitute a quorum.

### **9.4 Resolutions and Voting**

- 9.4.1 Subject to the provisions of Clause 8.3.2, at an Annual General Meeting or Special General Meeting, a resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by the Chairperson or not less than one third ( $\frac{1}{3}$ ) of the persons voting in person. The result of the vote shall be the resolution of the meeting.
- 9.4.2 Each member present at such meeting shall be entitled to one (1) vote.
- 9.4.3 A member who is not able to attend a meeting at which a vote will be called for in respect of a Resolution, for which proper notice has been given to members, shall be entitled to appoint another member to act as his proxy and to vote on his behalf as specifically instructed by the member giving the proxy. The format of the proxy form shall be determined, from time to time, by the Committee and must be submitted to the Secretary at least twenty-four (24) hours before the meeting.
- 9.4.4 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

### **9.5 Minutes and Record of Attendance**

- 9.5.1 Proper minutes shall be kept of the proceedings of all Annual General Meetings and Special General Meetings.
- 9.5.2 A record shall be kept of the persons present at each meeting.
- 9.5.3 The minutes shall be approved by members at the next Annual General Meeting and signed by the Chairperson of the meeting.
- 9.5.4 The Minutes be available for inspection or copying by any member on two (2) days notice to the Honorary Secretary.

## **10. NOTICES**

- 10.1 Notice of all meetings provided for in this Constitution, through the use of the words "written notice"; "notified"; "notify" shall include being delivered personally, sent by prepaid post, by telefax, e-mail or by any other form of electronic method to the last appropriate address notified by each member of the Section, or in any other manner as the Committee may decide from time to time.

- 10.2 The accidental omission to address notice/s to any person shall not invalidate the proceedings of any meeting.
- 10.3 If posted, notices shall be deemed to have been received seven (7) days after posting.

## **11. FINANCIAL MATTERS**

### **11.1 Bank Account(s)**

The Committee shall ensure that all monies received by the Section, except those monies that can be used to pay expenses by cash, are deposited in bank account(s), referred to in Clause 8.1.8, as soon as possible after receipt.

### **11.2 Signatories**

The Committee shall, from time to time, determine -

- 11.2.1 who shall be authorised to sign all cheques and other payment instruction documents, including petty cash vouchers on behalf of the Club,
- 11.2.2 the basis of using electronic banking,
- 11.2.3 the terms, conditions, amounts and/or limits that may be imposed on any or all of the signatories.

### **11.3 Financial Year End**

The Section's financial year end shall be 31 December of each calendar year.

### **11.4 Financial Records**

The Committee shall ensure that the Section keeps proper records and books of account that fairly reflect the affairs of the Section.

### **11.5 Annual Financial Statements**

- 11.5.1 The Committee shall ensure that the Section prepares Annual Financial Statements for each financial year.
- 11.5.2 Prior to the holding of the Annual General Meeting, to be held in terms of Clause 9.1.1, the Committee shall ensure that the Annual Financial Statements have been reviewed by a suitably qualified independent person and that the reviewer has issued a report on the Annual Financial Statements.
- 11.5.3 A copy of the reviewed Annual Financial Statements shall be made available to all members not less than twenty-one (21) days prior to the holding of the Annual General Meeting.

## **12. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION**

- 12.1 The terms of this Constitution may be amended; the name of the Section may be changed, and the Section may be dissolved by resolution of the members in an Annual General Meeting or Special General Meeting provided that

12.1.1 notice of such a proposed resolution, signed by the proposer, must be received by the Secretary not less than forty-five (45) days prior to the date of the Meeting; and

12.1.2 proper notice of the Meeting is given to all members of the Section not less than twenty-one (21) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed; and

12.1.3 not less than two thirds of the members, present and entitled to vote, vote in favour of the resolution.

12.2 The proposed resolution, as notified to all members, may be amended at an Annual General Meeting or Special General Meeting provided that the Chairperson is of the opinion that the amendment does not constitute a substantive change to the content or spirit of the proposed resolution.

### **13. INDEMNITY**

13.1 Subject to the provisions of any relevant statute, members of the Committee and other office bearers may be indemnified by the Section for all acts done by them in good faith on its behalf. Providing the Section agrees to indemnify any member of the Committee and/or any other office bearer, the Section shall pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Section.

13.2 Subject to the provisions of any relevant statute, no member of the Committee and or other office bearer of the Section shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Section, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

### **14. DISPUTES**

14.1 In the event of a serious disagreement between the members of the Committee and/or the Section regarding the interpretation of this constitution then any two (2) Committee members or any five (5) members of the Section shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Committee.

14.2 The Committee shall consider such declaration within two (2) weeks of receiving it. Should the Committee not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or arbitrator.

14.3 Should the dispute be referred to a mediator, the person(s) declaring the dispute and the Committee must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.

14.4 In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person(s) as the person(s) declaring the dispute and the Committee may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.

14.5 The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice.

14.6 The arbitrator may base his or her award not only upon the applicable law but also upon the principles of equity and fairness.

14.7 The person(s) declaring the dispute and the Committee, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

14.8 The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

**15. DOMICILE**

The Headquarters of the Section and its domicilium citandi et executandi shall be the Clubhouse of The Mountain Club of South Africa - Cape Town Section, where the official records and archives of the section shall be kept, unless otherwise resolved by a meeting of Members held in terms of Clauses 9.1 or 9.2.