



**WANNABEES CYCLING CLUB  
CONSTITUTION**

# **WANNABEES CYCLING CLUB**

## **Constitution**

As proposed for amendment and adoption at the Annual General Meeting on 21<sup>st</sup> October 2014 at the Lord Charles Hotel Somerset West.

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This Constitution, together with duly authorised amendments thereto, shall be that of the **WANNABEES CYCLING CLUB (WCC)**

## **1. DEFINITIONS**

In this Constitution, unless the context indicates otherwise:

- 1.1. "WCC" or "Club" shall mean the Wannabees Cycling Club.
- 1.2. "Annual report" shall mean the report submitted by the Chairman or Treasurer to the Annual General Meeting of the Club and shall include such reports by any member of the Management Committee which said Committee considers should be presented to such Annual General Meeting.
- 1.3. The financial year shall be the period from 1 January to 31 December.
- 1.4. "CSA" shall mean Cycling South Africa
- 1.5. "UCI" shall mean Union Cycliste International, cycling's International governing body
- 1.6. "WCMBC" shall mean the Western Cape Mountain Bike Commission
- 1.7. "Amarider" shall mean The African Mountain Bike Club
- 1.8. "Official" means any one of the officials mentioned in clause 15, and office shall have a corresponding meaning;
- 1.9. The "sport" shall mean non-motorised road cycling, cyclocross and mountain biking.
- 1.10. "Year" shall be the period (after the initial period to the first December 31st after formation) of one year ending on 31st December each year.

## **2. LEGAL PERSONALITY**

- 2.1. The effective date of this Constitution shall be immediately if it is approved at a General Meeting of the members.
- 2.2. The Club is a common law corporate body and as such -
  - 2.2.1. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly to any members of the Club, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or employee of the Club or to any member thereof in return for any services actually rendered to the Club.

- 2.2.2. it will have perpetual succession; and
- 2.2.3. it may sue or be sued in its own name.
- 2.2.4. The members will not by reason of their membership be liable for the liabilities and obligations of the club

### **3. OBJECTS AND POWERS**

The Club shall have full powers to carry out its main and ancillary objects and purposes. The powers of the Club shall be exercised by the committee constituted in terms of clause 7 below save to the extent that they are exercised by the members in a general meeting. The management and administration of the Club shall vest in the committee which may exercise all such powers of the Club and do on behalf of the Club, all such acts as may be exercised and done by the Club itself and as are not by its constitution required to be exercised or done by the Club in a general meeting.

The main purpose and object of the Club is to promote cycling and the interests of cyclists, without in any way limiting the generality of the foregoing, such powers shall include but not be limited to, the following:

- 3.1. generally to deal with the property and funds of the club for the objects and purposes of the Club;
- 3.2. to operate banking accounts with all powers required by such operations;
- 3.3. the making of and entering into and carrying out of contracts or agreements for any of the purposes of the Club;
- 3.4. the employment and payment of agents, servants and any other parties;
- 3.5. the making, amendment and repeal of rules, regulations and by-laws which shall be binding upon members and on all persons participating in an event organized or sanctioned by the Club as if they form part of this constitution;
- 3.6. the levying of a subscription payable by members as provided in clause 5 hereof;
- 3.7. the investment and re-investment of monies of the Club not immediately required, in such manner as may from time to time be determined by the committee;
- 3.8. to buy, sell, let or hire, exchange, transfer, receive by way of donation or otherwise movable and immovable property including debentures, stocks and shares; and to invest the funds in government or municipal stock, mortgage bonds, on fixed deposit or otherwise in banks, building societies or like financial institutions; to borrow money on the security of immovable property and pass mortgage bonds on the same;
- 3.9. to institute and defend legal proceedings on behalf of the Club in the name of the Club and for that purpose to sign and execute any necessary Powers of Attorney;

- 3.10. to form sub-committees and to delegate such powers to such committees as it may deem necessary
- 3.11. to be a representative body for the furtherance of the interests of cyclists;
- 3.12. to promote cycling as a recreational activity, a sport and as a means of transportation;
- 3.13. to improve conditions for cyclists with particular regard to their safety;
- 3.14. to arrange and organise cycle tours, fun rides and outings;
- 3.15. to co-ordinate cycle tours, fun rides and outings organised by other bodies and to assist them in their efforts;
- 3.16. to establish contact and liaise with and where appropriate affiliate with other organisations having similar or alike interests and objectives.

#### **4. AFFILIATION**

- 4.1. The Club shall affiliate with representative Clubs of mountain biking, Road cycling and cyclocross and subscribe to the objectives of such Clubs.
- 4.2. If there is any inconsistency between the constitutions of a representative Club 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 Western Province shall prevail.

#### **5. MEMBERSHIP**

- 5.1. 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 Committee and who has not been excluded in terms of proper disciplinary proceedings conducted under this Constitution.
- 5.2. An application to become a member is submitted to the Membership Officer/Secretary electronically via the Club's website.
- 5.3. The Membership Officer/Secretary shall consider each application for membership and may accept or reject an application and need not state the grounds for such refusal, subject always to the applicant's rights not to be unlawfully discriminated against, as provided for in terms of the Constitution of the Republic of South Africa ("CRSA"). The Committee shall have the right to delegate the powers herein provided for, to one or more persons, in the Committee's discretion.
- 5.4. If the Membership Officer/Secretary rejects an application, he / she shall forthwith provide written reasons for his / her decision.
- 5.5. An applicant who feels aggrieved of a decision by the Membership Officer/Secretary to reject his or her application may appeal to the Management Committee.
- 5.6. The Management Committee shall consider an appeal as contemplated in sub clause 9.1 and may accept or reject an application.

- 5.7. The decision of the Management Committee under sub clause 5.6 is final and binding on all concerned.
- 5.8. The membership of a member shall:
- 5.8.1. endure for 1 (ONE) calendar year from 1<sup>st</sup> January annually being the date of joining in all cases and endure until the 31<sup>st</sup> December of the current year,
  - 5.8.2. provided that, in either case, such membership may be automatically renewed annually, subject to payment by the member of the annual membership fee as determined in accordance with this Constitution, by not later than 30 (THIRTY) days after the member's annual membership falls due for renewal.
  - 5.8.3. The Committee shall have the right, at any time and from time to time, to determine a date upon which the membership of all members shall terminate, subject to rights of renewal as more fully set out in clause 5.3 above (herein referred to as "the renewal date"). Where the Committee has determined such a date, then:
  - 5.8.4. all existing members at the time, shall be entitled to a pro rata refund of membership fee for the year in question, which entitlement shall accrue on the forthcoming renewal date and be applied automatically in reduction of the member's membership fee for the immediately following year unless the member ceases to be a member, in which event the member shall be entitled to a refund of the sum in question, on written request; and
  - 5.8.5. members who join after determination of a renewal date, shall pay a reduced membership fee for the year in which they first join, which reduced fee will be determined by the management committee each year
  - 5.8.6. Each member shall receive a membership card, valid for the member's period of membership and the Club shall keep and maintain a register of members.
  - 5.8.7. Membership fees shall be determined by the Committee from time to time and any changes shall, in the case of existing members, be applicable from the date of the forthcoming renewal of membership.
- 5.9. The Committee shall have the right, at any time and from time to time, to admit Honorary and/or Life Members of the Club, upon such terms and conditions as it may stipulate.

## 6. CONDUCT

- 6.1. A member of the Club is at all times subject to this Constitution, the rules made in terms of this Constitution, the laws, by-laws, regulations or rules of CSA and any code of conduct which may be adopted by the Club.
- 6.2. A member of the Club 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. The following is a guideline of the various discipline's standardised rules:
  - 6.2.1. **MTB**
    - 6.2.1.1. The MTB Board must be affixed to the front of your MTB for easy visibility with Velcro or cable ties. This board may not be used by anyone other than to whom it is assigned
    - 6.2.1.2. All gates that need to be opened must be closed after you.
    - 6.2.1.3. Do not damage irrigation pipes
    - 6.2.1.4. Report any visible damage of leaking pipes or pumps, broken fences, storm damage observed to the committee so that the farmer can be notified.
    - 6.2.1.5. MT Biker's must ride single file on all public tar roads as with Road cyclists.
  - 6.2.2. **Conduct:**
    - 6.2.2.1. Be courteous at all times, it is a privilege to have the access
    - 6.2.2.2. Give way to any farm vehicles especially machinery that is in use for normal farming activities
    - 6.2.2.3. Do not abuse residents, family members, resident's dogs and farm employees.
    - 6.2.2.4. No abusive language or gestures may be used against fellow cyclists, farm residents or any other user of the trails.
    - 6.2.2.5. The farmers and their employees have the right to report your board number to the committee for any poor behaviour, and the club's code of conduct will be enforced
    - 6.2.2.6. Ensure your ICE number is on the reverse of your board and stored on your cell phone without a pin lock
    - 6.2.2.7. Carry your club membership card or some form of ID with you in the event of an emergency
    - 6.2.2.8. Notify the committee of any damaged, broken or missing signage.
  - 6.2.3. **Rules of the trail:**
    - 6.2.3.1. Use at own risk
    - 6.2.3.2. Stay on marked route
    - 6.2.3.3. Do not cycle alone
    - 6.2.3.4. No litter/No fires/No smoking/No shouting
    - 6.2.3.5. No quads/Motorbikes/Vehicles
    - 6.2.3.6. No swimming
    - 6.2.3.7. No access before sunrise or after sunset
    - 6.2.3.8. Leave no trace
    - 6.2.3.9. Control your Bicycle
    - 6.2.3.10. Yield to others and animals

- 6.2.3.11. Never scare the animals
- 6.2.3.12. Plan ahead
- 6.2.3.13. Enjoy your ride
- 6.2.4. **Road**
  - 6.2.4.1. The Road Bike tag must be affixed to your bike
  - 6.2.4.2. Always ride single file
  - 6.2.4.3. Obey all traffic rules
  - 6.2.4.4. Control your Bicycle
  - 6.2.4.5. Be courteous at all times, no abusive language or gestures to be used against fellow cyclists or other road users.
  - 6.2.4.6. Enjoy your ride
- 6.2.5. NOTE: these basic rules are not exhaustive and further transgressions of general cycling and conduct rules will be determined by the management committee as and when these occur as set out in paragraph 20.

## **7. MANAGEMENT COMMITTEE**

- 7.1. The Management Committee of the Club consists of:
  - 7.1.1. Chairperson, who may serve a maximum of two (2) consecutive terms before standing down,
  - 7.1.2. Vice Chairperson, who may serve a maximum of two (2) consecutive terms before standing down,
  - 7.1.3. Treasurer and
  - 7.1.4. Secretary/Membership Officer
  - 7.1.5. at least four (4) but not more than six (6) additional Officials elected at a General Meeting
- 7.2. The Management Committee is responsible for:
  - 7.2.1. the administration and financial management of the Club,
  - 7.2.2. preparation of an annual business plan which will be made available at the AGM,
  - 7.2.3. applicable policy guidelines and instructions, if any.
  - 7.2.4. as and when required, name the representatives of the Club who shall serve on committees appointed and bodies established by any representative Club to which the Club is affiliated.
  - 7.2.5. appointing honorary members but such honorary member, by virtue of their honorary status, shall not have any rights to participate in the management and/or decision making in respect of the Club.
- 7.3. An Official shall cease to hold office if -
  - 7.3.1. he or she is excluded in terms of proper disciplinary proceedings conducted under this Constitution;
  - 7.3.2. he or she resigns from office by giving written notice to the Club;
  - 7.3.3. he or she is convicted of an offence which involves dishonesty;
  - 7.3.4. 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
- 7.4. The Management Committee may/shall:

- 7.4.1. 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.
- 7.4.2. 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.
- 7.4.3. 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.
- 7.4.4. 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 or resident concerned, calculated as between attorney and own client.

## **7.5. Meetings of the Management Committee**

- 7.5.1. The Management Committee meets as often as required but at least once per quarter.
- 7.5.2. Meetings of the Management Committee are convened by the Secretary on instruction from the Chairperson.
- 7.5.3. A quorum shall consist of 50 (fifty) percent plus one of the serving management committee members.
- 7.5.4. The Chairperson shall preside at meetings of the Management Committee and, in the absence of the Chairperson, the Vice Chairperson and, in the absence of both the Chairperson and the Vice Chairperson; an Official elected by the remaining members of the Management Committee shall preside.
- 7.5.5. 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.
- 7.5.6. Special meetings of the committee may be called by the Chairman or in his absence, the Vice-Chairman.
- 7.5.7. 3 (THREE) committee members may at any time convene a meeting of the committee by giving notice to the other committee members in writing and not less than 10 (TEN) days before the proposed meeting, which notice shall specify the reason for calling such a meeting; provided that in cases of emergency such shorter notice as is reasonable in the circumstances may be given



- 7.5.8. Decisions of the Management Committee are as far as reasonably possible taken by way of consensus.
- 7.5.9. 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.
- 7.5.10. If the Management Committee has to take a decision by vote and the vote is tied, the Chairperson shall have a casting vote.
- 7.5.11. The committee may make decisions by way of telephone, e-mail or other means of communication. The procedure for making such decisions shall be determined by the committee.

## **8. DISCIPLINARY COMMITTEE**

- 8.1. The management committee shall form a disciplinary sub-committee, consisting of at least two impartial management committee members, and at least one person who may or may not be a member of the Club and who may be an attorney or advocate.
- 8.2. At least one Members' Representative; may be appointed by the Management Committee from time to time when the Subcommittee for Discipline deems it necessary to conduct disciplinary proceedings against a member.
- 8.3. The Subcommittee on Discipline shall consider any infringement of the Constitution, any of the rules of the Club, any resolutions adopted and rulings made by the Club or Management Committee, any competition established by the Club, or any laws, by-laws, regulations or rules of CSA and any code of conduct which may have been adopted by the Club.
- 8.4. The Subcommittee for Discipline shall appoint –
  - 8.4.1. a member to take minutes at meetings of the disciplinary committee; and
  - 8.4.2. a member to act as prosecutor before the disciplinary committee and to present evidence on behalf of the club in a particular case.
- 8.5. Once a rule is transgressed and complaint is filed, the transgressor will need to be notified of the transgression in writing/e-mail and the rule so transgressed.
- 8.6. Notification of a date time and place of the hearing is forwarded to the transgressor.
- 8.7. 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.
- 8.8. 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.
- 8.9. If the disciplinary committee finds the accused member guilty of an infringement as charged, it may -
  - 8.9.1. warn the member;

- 8.9.2. impose a fine not exceeding R1 000.00 (One Thousand Rand) on the member;
  - 8.9.3. 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;
  - 8.9.4. recommend to the Management Committee that the member should be expelled from the Club; or
  - 8.9.5. take such other steps as it may deem fit in the circumstances of the case.
- 8.10. 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. Failure to inform the member accordingly will render the transgressor not guilty.

## **9. APPEAL**

- 9.1. 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, appeal to the Chairman of the Club in writing, stating the reasons for the appeal.
- 9.2. The Chairperson of the Club shall consider the appeal on the minutes of the disciplinary committee, the finding and reasons contemplated in clause 8.3 and the written reasons contemplated in clause 8.8 and may in whole or in part, revoke or amend the decision of the disciplinary committee and may -
- 9.2.1. warn the member;
  - 9.2.2. impose a fine not exceeding R1 000.00 (One Thousand Rand) on the member;
  - 9.2.3. 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;
  - 9.2.4. recommend to the Management Committee that the member should be expelled from the Club; or
  - 9.2.5. take such other steps as it may deem fit in the circumstances of the case.
- 9.3. The decision of the Chairman of the Club shall be final and binding on all concerned.

## **10. GENERAL MEETINGS OF CLUB**

- 10.1. The Club shall, within three months after or before 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 11.1. Such AGM's must be held within the municipal boundaries of the Helderberg sub district of the Cape Metropole.
- 10.2. The Management Committee must on petition of members together holding not less than 20% (Twenty percent) of the

total voting rights of all members, convene extraordinary general meetings.

## **11. NOTICES OF MEETINGS**

- 11.1. An annual general meeting and a meeting called for the passing of a special resolution, including the setting of annual membership fees, shall be called by giving at least 21 days' written notice and an extraordinary general meeting, other than one called for the passing of a special resolution, shall be called by giving at least 14 days' written notice.
- 11.2. 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 –
  - 11.2.1. in the case of an annual general meeting, by all the members entitled to attend and vote thereat; or
  - 11.2.2. in the case of an extraordinary 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 60% of the total voting rights of all members.
  - 11.2.3. any period referred to in sub clause 11.1, 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.
  - 11.2.4. 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.
- 11.3. All notifications in this regard may be communicated electronically.
- 11.4. Place and date of meeting must be suitable communicated.

## **12. QUORUM**

- 12.1. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.
- 12.2. The quorum at any annual general meeting of the Club shall be members together holding not less than 25% (Twenty-five 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 25% (Twenty-five percent) of the total voting rights of all members.
- 12.3. If, within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting can be adjourned and reconvened half an hour later, at which stage the members present shall constitute a quorum.

## **13. AGENDA AT MEETINGS**

- 13.1. 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 –
  - 13.1.1. consideration of the chairperson's report;
  - 13.1.2. election of Officials;
  - 13.1.3. consideration of any other matters raised at the meeting, including any resolution proposed for adoption by such meeting by the Management Committee, and the voting upon any such resolutions;
  - 13.1.4. consideration of the Annual Financial Statements of the Club for the preceding financial year;
  - 13.1.5. business plan including income and expense budget
- 13.2. 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 Chairperson may on ordinary resolution of the meeting relax this condition.

## **13.3. PROCEDURE AT GENERAL MEETINGS**

- 13.3.1. The Chairperson 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.
- 13.3.2. 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.
- 13.3.3. 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.
- 13.3.4. Subject to the provisions of clause 11, the members shall not be entitled to any notice of adjournment or of the business to be transacted at an adjourned meeting.
- 13.3.5. 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 Chairperson.

- 13.3.6. All minutes of general meetings shall, after certification, be recorded by the Secretary. The certified minutes will also be found on the clubs website.

## **14. PROXIES**

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

14.1.2. 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.

14.1.3. 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.

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

## **15. VOTING**

15.1.1. 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.

15.1.2. 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.

15.1.3. At any general meeting a resolution put to the vote shall be decided on a show of hands and a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or rejected, and an entry to that effect in the record 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.

15.1.4. 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 Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15.1.5. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall have a casting vote.

15.1.6. 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 Chairperson directs.

15.1.7. 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.

- 15.1.8. 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.
- 15.1.9. An ordinary resolution or the amendment of an ordinary resolution shall be carried on a simple majority of all votes cast.
- 15.1.10. 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 Chairperson 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 Chairperson 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.
- 15.1.11. 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.

## **16. ELECTION OF OFFICIALS**

- 16.1. The Officials are elected on the annual general meeting and shall ordinarily hold office from the date following the date on which they are elected until the date of the next annual general meeting.
- 16.2. An official may be re-elected
- 16.3. If any Official ceases to hold office as contemplated in clause 7, the Management Committee may appoint a member to hold such office for the remaining portion of the Official concerned term of office.
- 16.4. Any member may, subject to sub clauses 16.1 and 16.2 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.
- 16.5. If only one or no nomination is received for a particular office in terms of sub clause 16.4, the Chairperson may invite nominations during the course of the annual general meeting.
- 16.6. Only members of the Club are eligible to be nominated for an office and only one member of any household may be elected.
- 16.7. Officials are elected by ordinary majority vote by the members present in person or by proxy at an annual general meeting.
- 16.8. If only one nomination in terms of sub clause 16.4 up to and including 16.7 is received for a particular office, the nominated candidate shall be deemed to be elected unopposed.
- 16.9. If there is an equality of votes in respect of a particular office -
  - 16.9.1. the existing Chairperson has a casting vote if there are only two nominees or two remaining nominees; or
  - 16.9.2. 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.

## **17. FINANCES**

- 17.1. The financial year of the Club shall be from 1 January to 31 December.
- 17.2. 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.
- 17.3. Withdrawal of funds from any account contemplated in sub clause 17.2, whether by cheque or otherwise, shall only be done on authorisation of the Treasurer and the Chairperson or another Official duly appointed by the Management Committee.
- 17.4. The accounts and books of the Club shall be properly maintained, kept up to date and open to inspection by members' at all reasonable times during business hours.
- 17.5. The accounts of the Club may be examined annually and the correctness thereof ascertained by the auditors of the Club in accordance with standard accepted accounting practice.

## **18. RECORDS**

- 18.1. The Secretary shall maintain general records as may be necessary for the efficient administration of the Club.
- 18.2. The Secretary/Membership Officer shall maintain records of members, honorary members and life members as may be necessary to control the membership of the club.
- 18.3. The Treasurer shall maintain an inventory of fixed and other assets owned by the Club.

## **19. SERVICE OF NOTICES**

- 19.1. 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.
- 19.2. Any notice served by post and/or email, or in the case of disciplinary proceedings by post and/or email, shall, unless the contrary is proven, be deemed to have been served on the fifth day following that on which the notice was posted.

## **20. INDEMNITY**

- 20.1. 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.

- 20.2. Without prejudice to the generality of the sub clause 20.1, the Club shall specifically indemnify every person referred to in sub clause 20.1 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.

## **21. RULES**

- 21.1. 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:
- 21.1.1. the conduct of members;
  - 21.1.2. the application form for membership of the Club
  - 21.1.3. decrease in membership fees during the membership year
  - 21.1.4. 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,
  - 21.1.5. and may vary, modify or repeal any rules made by the Management Committee, but not rules made by a general meeting of the Club.
- 21.2. 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 or by the Management Committee.
- 21.3. The members shall be notified in writing of any rule made by the Management Committee or the general meeting of the Club.
- 21.4. 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 sub clause 21.1 which shall also be posted on the club's website.

## **22. AMENDMENT**

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

## **23. NO DISCRIMINATION**

Discrimination based on race, colour, creed or political persuasion against any prospective member or members shall not be permitted. No discussion on race, colour or creed shall form part of the Club's deliberations.

## **24. INTERPRETATION**

Should any dispute or doubt arise as to the interpretation or meaning of this constitution or any rules or regulations of the Club, the committee shall be the final arbiter and its decision shall be binding upon the members.



## **25. DISSOLUTION**

- 25.1. The Club may dissolve itself by resolution of a general meeting passed by a majority of not less than 75% of the votes cast.
- 25.2. In the event of a dissolution of the Club -
  - 25.2.1. the Management Committee will act as liquidators;
  - 25.2.2. the Club's net assets after discharge of its liabilities will be distributed in the liquidators' discretion to one or more cycling clubs with similar objects.