

Constitution

of the

Mountain Club of South Africa

Johannesburg Section

**THE MOUNTAIN CLUB OF SOUTH AFRICA
JOHANNESBURG SECTION
CONSTITUTION**

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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 character, 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; and
 - 1.2.2 **Persons**, being individual members of the Sections, irrespective of race, gender or creed.
- 1.3 The Section was formed in 1931 as a voluntary independent association of individual persons under the name The Transvaal Mountain Club to carry on the sport of mountaineering in South Africa and elsewhere and to further the interests of mountaineering. In 1937 the Transvaal Mountain Club was affiliated as a section to the MCSA and in 1997 adopted as its name THE MOUNTAIN CLUB OF SOUTH AFRICA – JOHANNESBURG SECTION, by which it is now known.

2. NAME

The name of the Association is

-The Mountain Club of South Africa – Johannesburg Section

3. OBJECTIVES

The Section is a public, non-profit organisation, established for the sole object of promoting the interests of mountaineering primarily in South Africa on a non-professional basis as a recreational pastime conducting its activities for the benefit of the general public and making itself accessible thereto. In so doing its objects, which are essentially the same as those of the Mountain Club of South Africa, *inter alia* shall include:

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

4. LEGAL STATUS

- 4.1 The Section is a corporate body with its own identity and any change in its members and/or its membership will not affect its continuation to exist as such.

- 4.2 The Section may own and dispose of any property, movable or immovable, and any rights in or to such property and raise loans by mortgage bonds or otherwise under the security of such property and enter into contracts and sue and be sued in its name. All the rights, property and powers shall be used solely for the promotion of the stated objects of the Section, and no portion of the income of the section shall be paid directly or indirectly to any person including any member of the Section otherwise than as reasonable compensation for services rendered to it in pursuit of its objects, or reimbursement of actual costs or expenses incurred on behalf of the Section in furtherance of its objects.
- 4.3 The acquisition or disposal by the Section of any immovable property or of any rights therein, or the transfer, mortgage or pledge thereof on its behalf shall only be effected under the authority of a resolution duly passed and minuted at a General Meeting of the Section. Registration of any new immovable property acquired, shall be in accordance with the policies or agreements entered into with other entities, or resolutions passed.
- 4.4 The liability of a member, including any officer, for the obligations of the Section shall be limited to the amount of his unpaid subscription.
- 4.5 All immovable property acquired by the Section as registered owner shall be registered in the appropriate Deeds Office in such manner as may be necessary to comply with the relevant statutes and regulations then governing such registration.
- 4.6 In order to maintain its present and future tax exemption status, the Section shall at all times fully comply with all requirements of South African Revenue Services upon which such exemption shall depend.

5. MEMBERSHIP

5.1 APPLICATION FOR MEMBERSHIP

- 5.1.1 Application for membership of the section shall be on the prescribed form and signed by the applicant. In the case of a minor, the application must be signed by the legal guardian.
- 5.1.2 Entrance and subscription fees are payable on application, save for where the applicant is 24 (twenty-four) years or younger, in which case the entrance fee is payable when becoming an ordinary member.
- 5.1.3 The applicant to sign an indemnity form. In the case of a minor, the legal guardian to sign.
- 5.1.4 The general committee shall ratify the application. Should the application not be successful, the fees levied will be refunded.

5.2 MEMBERSHIP CATEGORIES

5.2.1 ORDINARY MEMBERS

An ordinary member is an individual adult person, from 25 (twenty-five) to 64 (sixty-four).

5.2.2 HONORARY MEMBERS

The General Committee shall have the power to elect suitable persons to be Honorary Members or Honorary Life Members of the Section, either Temporary or Permanent such Honorary Members being exempt from the payment of any entrance fee or subscriptions.

5.2.3 JUNIOR MEMBERS (17 years and younger)

5.2.3.1 Minors up to and including 17 (seventeen) years may be elected as junior members of the Club provided the consent of their legal guardian is obtained.

5.2.3.2 There shall be no entrance fee for a junior member until they become Ordinary Members.

5.2.3.3 A Junior member shall have no voting powers or be counted in a quorum.

5.2.3.4 Upon attaining the age of 18 (eighteen) years, a Junior Member's membership shall *ipso facto* cease and his membership shall thereupon automatically be converted to Youth Membership.

5.2.4 YOUTH MEMBERS (18-24 years)

5.2.4.1 Persons between the ages of 18 (eighteen) and 24 (twenty-four) may be elected as youth members.

5.2.4.2 There shall be no entrance fee for a youth member until they become ordinary members.

5.2.4.3 Upon attaining the age of 25 (twenty-five) years, a Youth Member's membership shall *ipso facto* cease and his membership shall thereupon automatically be converted to Ordinary Membership.

5.2.5 COUNTRY MEMBERS

5.2.5.1 Any member or applicant for membership may apply for country membership, and if, in the opinion of the General Committee, the distance between his place of ordinary residence is such as to preclude him from making effective use of the section's facilities, he may at the discretion of the General Committee be elected a country member.

5.2.5.2 A member so elected shall be subject to all the rules relating to an ordinary member. The annual subscriptions of a Country Member, whether single or married shall be determined by the General Committee.

5.2.5.3 The General 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.

5.2.6 SENIOR MEMBERS (65 years and over)

5.2.6.1 A senior member shall be one who is 65 (sixty-five) years and older.

5.2.7 TEMPORARY OR ASSOCIATE MEMBERS

5.2.7.1 The General Committee may in its discretion elect any person to Temporary or Associate Membership of the Club.

5.2.7.2 Temporary or Associate Members shall be entitled to such rights and subject to such terms of membership as the Committee may from time to time prescribe, including the payment of fees, the period of membership and rights to introduce guests at any meet and the numbers of such guests.

5.2.7.3 In the exercise of its discretion in electing Temporary or Associate Members, the Committee shall have regard to the desirability of encouraging students at tertiary educational institutes to engage in mountaineering in association with the Club, and of encouraging and assisting members of overseas clubs, recognised as such by the MCSA or by the UIAA, to apply for temporary membership while visiting South Africa.

5.2.7.4 Temporary or Associate Members shall not be entitled to vote or be counted in a quorum at any meeting.

5.2.8 AFFILIATE MEMBERSHIP

5.2.8.1 The General Committee may in its discretion elect any organisation to be an affiliate of the Section.

5.2.8.2 Affiliate Membership shall entitle the organisation to such rights and be subject to such terms of affiliation as the Committee may from time to time prescribe, including the payment of fees, the period of membership and rights to introduce guests at any meet and the numbers of such guests.

5.2.8.3 In the exercise of its discretion in electing affiliate membership, the Committee shall have regard to the desirability of encouraging outside organisations to engage in mountaineering in association with the Club,

5.2.8.4 Affiliate Membership shall give no entitlement to vote or be counted at any quorum of any meeting.

5.3 EXPULSION OF MEMBERS AND RESIGNATIONS

5.3.1 The General Committee shall have the power to deprive of his membership any member whose conduct is considered to be incompatible with membership of the Section.

5.3.2 The General Committee may, after not less than 14 days' notice to committee members, deprive a member of his membership for such reasons as the committee unanimously deem good and sufficient.

5.3.3 The member shall be given not less than 14 days' notice of the intention to propose his removal. He shall be informed in writing of removal and shall have the right of appeal for reinstatement to the next general meeting of members provided he shall have given not less than twenty-one days written notice of such appeal to the secretary.

5.3.4 The General Committee shall have the power to terminate the membership of a member who has not paid his subscription within 3 (three) months from the date on which it becomes payable provided that due notice thereof shall be given to a defaulting member who shall have 30 days from the date of such notice to meet his outstanding commitments.

5.3.5 Any member may resign from the Section on giving notice in writing to the Administrator, but shall remain liable for any subscription or subscriptions which fell due prior to the date of receipt of such notice by the Administrator.

6. GENERAL COMMITTEE

- 6.1 The affairs of the section shall be managed by a General Committee consisting of:
- 6.1.1 Chairperson;
 - 6.1.2 Vice Chairperson;
 - 6.1.3 Administrator (appointed);
 - 6.1.4 Honorary Treasurer;
 - 6.1.5 such number of additional members as may be needed to furnish a chairperson for each of the Section's sub-committees then operating, or to operate in the ensuing year; and
- 6.2 The outgoing General Committee shall submit to the Annual General Meeting, to be held before the end of March, a list of the sub-committees for which Chairmen are to be elected and such list shall appear in the notice of the Meeting.

7. ELECTION OF GENERAL COMMITTEE

- 7.1 The General Committee shall be elected at the Annual General Meeting of the Section, save for the Administrator who shall be appointed by the General Committee.
- 7.2 The Annual General Meeting shall be held on a date not later than the 31st March in each year and at such meeting the General Committee for the ensuing year, shall be elected.
- 7.3 Each newly elected General Committee shall assume office after election.
- 7.4 All nominations for office holders which shall include the proposed convenors of sub-committees shall be in writing by a proposer and seconder and accepted in writing by the nominee. Nominations shall reach the Administrator at least 24 hours before the date of the Annual General Meeting. If more than one person is nominated to any office on the General Committee, the holder of that office shall be elected by ballot.
- 7.5 No elected member of the General Committee may serve on the General Committee for more than four consecutive years, except that the term during which a General Committee member serves as Chairperson shall not be taken into account in the calculation thereof. Notwithstanding the aforesaid, no member shall serve on the General Committee for a period exceeding seven consecutive years.

8. POWERS AND DUTIES OF THE GENERAL COMMITTEE

- 8.1 The General Committee shall direct and manage all the affairs of the Section, and be entitled to do all matters and things not specially required to be otherwise performed. Without limiting their rights of direction and management and subject to the express terms of the Constitution, the General Committee shall have the following special powers:
- 8.1.1 to convene meetings;
 - 8.1.2 to have custody and control of the funds and of the moveable property of the Section.
 - 8.1.3 To appoint sub-committees and delegate any of its powers to such sub-committees.
 - 8.1.4 To do all such other things as it may consider conducive to the interests or good management of the Section or the promotion of its objectives.

- 8.1.5 In the case of doubt as to the meaning or interpretation of this Constitution and any rules framed thereunder, the General Committee shall be the final arbiter and its decision shall be binding upon members.
- 8.1.6 The General Committee shall delegate the issuing of membership identification cards to the office administration. Such cards will only be valid with the appropriate yearly sticker.
- 8.2 Should vacancies occur in the General Committee during its year of office or should the committee in the interests of the Club, deem it otherwise necessary, the Committee shall be entitled by a majority vote to co-opt to the committee such numbers of members of the Section as may suffice to fill the vacancies or deal with the interests. The co-option shall be reported at the next following general meeting of the Club, and the reasons for co-option given. The co-optee's period of office shall not extend beyond the period of the General Committee which co-opted him.
- 8.3 Ordinary meetings of the General Committee shall be held whenever deemed necessary, but not less than once in each two months. Committee members shall be given notice and the Agenda of any meeting by the committee member designated to do such.
- 8.4 If any member of the General Committee is absent from three consecutive meetings without leave of absence, he or she may be required to forfeit his or her seat on the Committee, upon a majority vote of the General Committee, and the vacancy may be filled in terms of Clause 8.2.
- 8.5 At all meetings, whether General Committee Meetings, Annual General Meetings or Special General Meetings, the Chairman shall have a deliberative and casting vote.
- 8.6 At all meetings of the General Committee, the Chairman or in his absence the Vice-Chairman shall preside. If both should be absent a chairman for that meeting shall be elected by and from the members present.
- 8.7 FINANCIAL MATTERS
- 8.7.1 The General Committee shall in October of each year produce an operating budget from which the annual subscription of each category of membership shall be determined, and shall determine the entrance fee for new members. By not later than 30th of November next following, members shall be informed of the amounts so determined and of the resultant amounts payable by all classes of members. All such amounts shall be due and payable of 1st January in each year.
- 8.7.2 The General Committee may open or close accounts with any registered financial institution and to operate such accounts.
- 8.7.3 The General Committee shall determine who shall be authorized to sign all cheques and other payment instructions documents on behalf of the Section, including the basis of using electronic banking and the terms, conditions, amounts and/or limits that may be imposed on any or all of the signatories.
- 8.7.4 Notwithstanding anything to the contrary in these Rules contained, the General Committee may in its discretion waive the payment of the entrance fee or any portion thereof by any applicant for membership who at the date of his election to membership of the Section is a paid-up member of any other Section of the Mountain Club of South Africa.

9. GENERAL MEETINGS

- 9.1 The Annual General Meeting of the Section shall be held in Johannesburg not later than 31st March of each year.
- 9.2 At least four weeks' notice shall be given to all members of the time, date and venue of general meetings.
- 9.3 The chairman of the General Committee shall preside at the Annual or any Special General Meeting or in his absence, the Vice-Chairman. If both should be absent a chairman for that meeting shall be elected by and from the members present.
- 9.4 A Special General Meeting shall be called by the General Committee whenever such meeting is deemed necessary by the said Committee. The General Committee shall further be obliged to call such a meeting on receipt of a request in writing to do so, signed by any ten members of the Section. The provision of Clause 9.2 shall apply as regards notice of such meeting subject to the right of the General Committee to give shorter notice if they shall deem it advisable to do so. Such shorter notice shall not be less than three days and shall state the purpose of the meeting. A Special General Meeting shall only be competent to deal with the particular business of which due notice has been given.
- 9.5 No amendment of or addition to the Constitution of the Section shall be made except at a General or Special Meeting of the Section, and at least five days' notice shall be given to all members of the proposed amendment or addition.
- 9.6 At each Annual General Meeting of the Section, financial statements for the preceding calendar year ended 31st December, reviewed by the elected independent reviewer, shall be laid before members for approval, and an Independent Reviewing Officer elected for the ensuing year.
- 9.7 Voting at General Meetings shall be by show of hands. However, on demand at any General Meeting of not less than five (5) members present at such meeting, such voting may be by secret ballot.
- 9.8 Members shall be entitled to vote personally or by proxy, provided that no member present shall vote on behalf of more than two absent members.
- 9.9 The instrument appointing a proxy shall specify the meeting in respect of which it is granted and be signed by the grantor and shall be lodged with a member of the General Committee not less than twenty-four hours before the time at which such meeting is due to begin at which the person named in the instrument proposes to vote. In default of compliance with any of the foregoing, the instrument of proxy shall be deemed invalid.
- 9.10 Any notice to a member shall be considered duly delivered when sent to email address of that member as furnished on his application for membership or as subsequently advised to the administrator in writing by or on behalf of the member or as posted on the section's website.

10. QUORUMS

- 10.1 The number of members required to form a quorum shall be:
- 10.1.1 General Committee or a sub-committee: the majority of its members;
- 10.1.2 Annual or Special General Meeting: 15 members;

- 10.1.3 Members without voting rights shall be excluded from any count carried out to determine if a quorum is present at any meeting.
- 10.2 If no quorum be present at the time fixed for an Annual or Special General Meeting, the meeting shall be adjourned and shall be resumed 20 minutes later at the same place.
- 10.3 The members with voting rights then present shall constitute a quorum.

11. INDEMNITY

- 11.1 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.
- 11.2 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.

12. DISSOLUTION OF THE SECTION

- 12.1 If at any General Meeting a resolution for the dissolution of the Section shall be passed, such resolution shall be required to be confirmed by a majority of at least three-quarters of the members voting thereon at a subsequent Extraordinary General Meeting convened by the Committee, under the provisions of clause 9.2 of this Constitution. The dissolution shall become effective on the conclusion of the business of the said subsequent Extraordinary General Meeting. The Committee then in office shall, subject to the discharge of all debts and liabilities of the Section, transfer all the remaining assets of the Section by donation to the Mountain Club of South Africa or to another Section thereof, or to some other Public Benefit Organisation as recognized under the provisions of the Income Tax Act which the meeting decides is appropriate: provided that such organisation has objects similar to those of the Section. None of the Section's said remaining assets shall be paid to any member or distributed among members, including officers.
- 12.2 For the purposes of giving effect to clause 12.1 foregoing, the Committee shall be deemed to retain as long as is necessary, all powers vested in it by the Constitution notwithstanding the dissolution of the Section.

13. GENDER

In the interpretation of this Constitution any reference to one gender shall be taken to include the other genders unless the context implies otherwise.