

SPORT AEROBATIC CLUB OF SOUTH AFRICA

CONSTITUTION

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SPORT AEROBATIC CLUB OF SOUTH AFRICA

CONSTITUTION

1. NAME

- 1.1. The name of the club shall be the **SPORT AEROBATIC CLUB OF SOUTH AFRICA** (hereinafter referred to as “the club”).
- 1.2. The club is a voluntary association and a organisation.

2. DEFINITIONS

In this constitution the words, phrases and acronyms set out hereunder shall be interpreted as follows:

- 2.1. A *day* is an ordinary calendar day, excluding public holidays, but including weekends, and shall be reckoned by excluding the first day and including the last day.
- 2.2. A *month* is an ordinary calendar month, excluding public holidays, but including weekends.
- 2.3. *AeCSA* is a reference to the Aero Club of South Africa.
- 2.4. *CIVA* is a reference to the FAI Aerobatics Commission.
- 2.5. The pronouns *he*, *his* or *him* shall include such female pronouns as the context may require.

- 2.6. *The Act* is a reference to the Civil Aviation Act 13 of 2009 and the regulations promulgated thereunder.
- 2.7. *The club* is a reference to the Sport Aerobatic Club of South Africa which was established in terms of this constitution
- 2.8. *The committee* is a reference to the duly elected committee of the club.
- 2.9. *This constitution* is a reference to this constitution and, where the context so indicates, all previous constitutions of the club.

3. **THE CLUB**

The club:

- 3.1. is a voluntary association which exists in its own right, independent of its members;
- 3.2. has perpetual succession;
- 3.3. has the right to own property, whether movable, immovable or incorporeal;
- 3.4. has the right to sue or be sued in its own name; and
- 3.5. is and shall remain affiliated to the AeCSA.
- 3.6. The committee is empowered to maintain and control and management of the club in accordance with:
 - 3.6.1. the Act;
 - 3.6.2. the rules and regulations of the AeCSA; and
 - 3.6.3. the rules made under this constitution.

3.7. In the case of a conflict between the rules and regulations of the AeCSA and the rules made under this constitution, the rules and regulations of the AeCSA shall prevail.

4. **OBJECTIVES**

4.1. The objectives of the club are:

4.1.1. to foster, maintain and promote the sport of aerobatics in South Africa on behalf of its members;

4.1.2. to organise aerobatic competitions and events;

4.1.3. to liaise with, and actively support CIVA and make contributions to international aerobatics; and

4.1.4. to select, train and support where possible, pilots who wish to compete internationally.

5. **MEMBERSHIP**

5.1. Membership of the club is open to only members of the AeCSA.

5.2. There shall be two categories of membership of the club, namely ordinary membership and honorary membership.

5.3. **Ordinary Membership**

5.3.1. Any person wishing to be a member of the club shall make written application to the committee who shall respond to such application within 30 days thereof.

- 5.3.2. If the committee on reasonable grounds believes that the granting of membership to a particular person may be prejudicial to the objectives of the club, it may refuse to admit such person as a member. Such person may thereupon submit his application for membership to a general meeting for consideration by such meeting. The decision of the general meeting shall be final.
- 5.3.3. All ordinary members shall be obliged to pay such subscription and entry fees and any other charges as may be determined at a general meeting of the club.
- 5.3.4. Any member who is more than 30 days in arrears in respect of any amount due to the club shall not be in good standing.
- 5.3.5. Only members who are in good standing shall be entitled to exercise any of the rights and privileges arising out of membership of the club.
- 5.3.6. The committee may without notice terminate the membership of any member who is more than 40 days in arrears in respect of any amount due to the club.

5.4. **Honorary Membership**

- 5.4.1. The committee shall have the right to recommend at any general meeting of the club that any person who, at the sole discretion of the committee, has distinguished himself so

as to warrant honorary membership of the club be accorded such membership.

5.4.2. A general meeting of the club shall decide whether or not to act in accordance with the said recommendation of the committee.

5.4.3. Honorary membership may be withdrawn by a decision of at least two thirds of those present at a committee meeting.

5.4.4. Honorary membership may be withdrawn by a decision of at least a majority of members present at a general meeting.

6. ENFORCEMENT OF RULES AND REGULATIONS

6.1. All members shall be bound by and comply with this constitution and the rules of the club.

6.2. It shall be the duty of each member to establish what rules of the club are in force.

6.3. It shall not be a defence for a member to assert that he was not aware of any particular rule.

7. RIGHTS AND PRIVILEGES OF MEMBERS

7.1. Membership of the club shall entitle a member to:

7.1.1. vote at any general meeting;

7.1.2. be elected to the committee;

- 7.1.3. participate in any event organised by the club, whether at a fee or otherwise; and
- 7.1.4. be selected for representation at international level.

8. NOTICE TO MEMBERS

- 8.1. Notice to any member regarding any matter which the committee wishes to communicate to such member may be sent by any of the following electronic messaging methods:
 - 8.1.1. Email;
 - 8.1.2. Whatsapp; or
 - 8.1.3. SMS.
- 8.2. All members shall, for the purposes of receiving notifications from the committee, have the obligation to furnish the committee with an email address or cellular number (as the case may be). Failure to do so shall be deemed to constitute a waiver of the right to receive notice.
- 8.3. All notices sent to a member using the details furnished by him shall be deemed to have been duly delivered to such member, unless it can be proved otherwise.
- 8.4. Notwithstanding the foregoing, any notice actually received by any member, even if not received in one of the manners contemplated in paragraph 8.1 above, shall be deemed to be proper notice to such member.

9. **GENERAL MEETINGS**

9.1. There shall be two categories of general meetings, namely, an annual general meeting and a special general meeting.

9.2. **Annual General Meeting**

9.2.1. The purpose of the annual general meeting shall, in general terms, be to report back to members on matters affecting the club, the election of committee members (when necessary), the consideration of any amendments to this constitution, the making of rules and to enable members to decide on the policies of the club.

9.2.2. The annual general meeting shall be held annually at such place and at such date and time as the committee may determine, provided that such date shall, unless there are exceptional circumstances, be:

9.2.2.1. no earlier than 11 months after the previous annual general meeting; and

9.2.2.2. no later than one year and two months after the previous annual general meeting.

9.2.3. 14 Days notice of such annual general meeting shall be given to all members in good standing and shall set out:

9.2.3.1. the place, date and time of the meeting; and

9.2.3.2. the agenda for the meeting.

9.2.4. The following business shall be conducted at an annual general meeting:

9.2.4.1. the consideration and adoption (with or without amendments) of the minutes of the previous annual general meeting;

9.2.4.2. the respective reports of the treasurer, chairperson and CIVA delegate;

9.2.4.3. the election of committee members;

9.2.4.4. the consideration of the remaining items on the agenda;

9.2.4.5. the consideration of such matters concerning the affairs of the club for which timeous notice has been given; and

9.2.4.6. any other business deemed by the committee to be necessary to consider.

9.2.5. Written notice of any matter to be considered at the annual general meeting shall be given to the secretary of the committee no later than 14 days prior to the date of the meeting.

9.3. **Special General Meetings**

9.3.1. A special general meeting shall, in general terms, be called when the committee requires a mandate or guidance of the general members of the club to consider matters which

cannot wait until the next annual general meeting, or when such a meeting is called by members.

9.3.2. The committee may at any time call a special general meeting on no less than 14 days written notice to members.

9.3.3. The committee shall call a special general meeting on receipt of a written request signed by at least 25% members or 25 members whichever is the lesser. This special general meeting shall be convened within 30 days of receipt of the members' requisition.

9.3.4. The said request shall set out the business to be considered at the special general meeting.

9.3.5. In exceptional circumstances, the 14 day notice period may, in the discretion of the committee, be reduced to such period as the exigencies of the situation may require.

9.4. **Procedure at a General Meeting**

9.4.1. A general meeting shall be chaired by the chairperson of the committee, or failing him, the vice-chairperson of the committee. Failing both of them, a general meeting shall be chaired by any member of the committee elected by the members present thereat. If no committee member is present or prepared to chair the meeting, those members present shall elect a member from amongst them to chair the meeting.

- 9.4.2. Only members in good standing shall be entitled to attend and vote at a general meeting.
- 9.4.3. A quorum for all general meetings shall be 25% of members in good standing.
- 9.4.4. Voting shall be by a show of hands unless a secret ballot is demanded by no less than 10 members present.
- 9.4.5. Each member shall have one vote.
- 9.4.6. Subject to paragraph 9.4.8 hereunder, all motions shall require that a simple majority of the members present at the general meeting vote in favour of such motion.
- 9.4.7. The chairperson shall have a casting vote in the event of a tie.
- 9.4.8. Any motion to amend this constitution or to dissolve the club shall require that two thirds of the members present at the general meeting vote in favour of such motion.
- 9.4.9. A member in good standing shall at a general meeting be entitled to act as proxy for no more than three other members in good standing, provided that such member present at the meeting shall, prior to him acting in terms thereof, have lodged with the secretary of the committee a written authority by the member for whom he acts. In the event of there being a dispute in regard to the validity or otherwise of the proxy, the chairperson shall in a summary

manner make a determination thereon, and such determination shall be final and binding.

9.4.10. Notwithstanding the provisions of clause 9.4.2, the chairperson of the general meeting may in his discretion allow any non-member or member who is not in good standing to attend a general meeting. Such person shall not have the right to cast a vote.

10. **THE COMMITTEE**

10.1. The committee shall oversee and manage the affairs of the club.

10.2. The committee shall consist of at least:

10.2.1. a chairperson;

10.2.2. a vice-chairperson;

10.2.3. a treasurer;

10.2.4. a CIVA delegate; and

10.2.5. provincial representatives.

10.3. Each province of the Republic of South Africa shall, as far as possible, be represented on the committee by a provincial representative. Provincial representatives shall be elected by members in good standing ordinarily resident within the relevant province. Where no representative for a particular province has been elected, such seat on the committee shall remain vacant until such representative is elected.

- 10.4. The term of office of each of the members of the committee shall be three years. All members of the committee may be re-elected.
- 10.5. A general meeting may elect such further members as it may deem fit to serve on the committee for either a limited period or for the full three year period.
- 10.6. The committee shall have the right to co-opt any person onto the committee for a particular purpose or particular purposes. Such co-opted committee member shall have a vote only in relation to the particular purpose or purposes for which he was co-opted.
- 10.7. In the event of a vacancy on the committee occurring, the committee may appoint any member in good standing to fill such vacancy until a general meeting elects a member to such vacant seat.
- 10.8. A quorum for a committee meeting shall be three committee members.
- 10.9. Any member of the committee who absents himself from three consecutive committee meetings without leave of absence shall *ipso facto* cease to be a member of the committee.
- 10.10. Decisions of the committee shall as far as possible be by consensus. In those instances where consensus cannot be reached, the issue shall be put to the vote. Decisions shall be carried by a simple majority of votes, with the chairperson having a casting vote in the event of a tie.
- 10.11. The committee shall delegate one of its members to represent it on the board of the AeCSA.

- 10.12. The chairperson, or in his absence the vice chairperson, shall preside over all meetings of the committee. If neither the chairperson nor the vice-chairperson are available to chair the meeting, the members of the committee then present may appoint one of their number to act as chairperson for that meeting.
- 10.13. The committee shall determine the duties to be performed by each of its members: Provided that the duties ordinarily carried out by a treasurer shall be carried out by the treasurer.
- 10.14. Without derogating from the powers granted elsewhere in this constitution, the powers of the committee shall include the following:
- 10.14.1. to make rules not inconsistent with this constitution or any rules made by a general meeting;
 - 10.14.2. to acquire any movable property;
 - 10.14.3. to make recommendations to a general meeting in regard to the acquisition or disposal of any immovable property;
 - 10.14.4. to procure the performance of any contractual obligations of the club, including, but not limited to, the performance of acts or the refraining from performing acts, and the payment and collection of monies;
 - 10.14.5. to lease, sell, alienate or otherwise dispose of any movable property, including monies, in such manner as it may on reasonable grounds believe is most beneficial to the club;
 - 10.14.6. to appoint professionals such as attorneys and accountants for specific purposes;

- 10.14.7. to institute, conduct, defend, compound, settle or abandon any legal or arbitration proceedings by or against the club or any of its members concerning the affairs of the club;
- 10.14.8. to open and operate one or more banking accounts in the name of the club, in accordance with usual banking practice;
- 10.14.9. to invest and deal with any money of the club not immediately required for the purpose of the club, upon such securities and on such terms as it may think fit;
- 10.14.10. to borrow or raise money in such a manner as it may think fit;
- 10.14.11. to delegate to any sub- committee any of the powers set out herein: provided that no powers which would ordinarily be exercised by a treasurer may be delegated to any other person. For the sake of clarity, the committee may accordingly establish an executive committee consisting of as many committee members as it deems fit.

11. DISCIPLINARY PROCEEDINGS

- 11.1. The committee may, where it becomes aware of any alleged breach by a member of any of the provisions of this Constitution or of any rule made under it, investigate such alleged breach and institute disciplinary proceedings against such member.

- 11.2. Such disciplinary proceedings must be in accordance with the elementary rules of natural justice.
- 11.3. The disciplinary proceedings shall be conducted in an informal manner, but must ensure that all parties are afforded the right to be heard.
- 11.4. The committee shall determine who shall preside over the disciplinary proceedings, it being understood that the person or persons so appointed need not be a member of the club.
- 11.5. The disciplinary enquiry chairperson may, if he finds that the member is guilty of the allegations against him:
 - 11.5.1. Impose no sanction at all;
 - 11.5.2. Issue a caution;
 - 11.5.3. Suspend the member's membership for a period not exceeding six months; or
 - 11.5.4. Terminate the member's membership.

12. **GENERAL**

12.1. **Complaints**

- 12.1.1. Any member who has a cause of complaint about any of the affairs of the club or any of its members may lodge a complaint in writing addressed to the secretary.
- 12.1.2. Any dispute between members in relation to the affairs of the club shall be referred for mediation to a panel consisting

of one or more persons (who may or may not be members of the club) appointed by the committee. In such circumstances where the dispute involves or relates to the committee or any of its members in their capacity as committee members, the chairperson of the AeCSA shall be requested to appoint the panel to mediate such dispute.

12.2. Damage to Property

Members shall be liable to compensate the club for any damage caused to the club or its property by such members or their guests.

12.3. Indemnification

12.3.1. Members of the committee and other officers and office bearers for the time being shall be indemnified and held harmless out of the assets of the club from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by, or by reason of any act done, concurred in or omitted, in or about the execution of their respective duties in their capacities as such, except, such if any, as they shall incur or sustain by or through their own gross negligence or wilful conduct.

12.3.2. So too, none of the persons set out in the immediately preceding paragraph shall be liable for the acts, receipts, neglect or defaults of the other or others of them or for

joining in any acts, whether for the sake of conformity or otherwise.

12.4. Dissolution

If upon winding up or dissolution of the club there remains after satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to, or distributed among, the members of the club, but shall be dealt with in such manner as may be determined by the members present at a general meeting.

12.5. Interpretation of Rules

Where, except in disciplinary proceedings, a dispute arises as to the interpretation of any rule made in terms of this constitution, the committee shall be the final arbiter in relation to the interpretation of such rule, and such interpretation shall be final and binding on all members.

12.6. Contests, Competitions and Championships

12.6.1. The committee shall, as far as practicable, organise or cause to be organised a minimum of four aerobic competitions per year, one of which shall be the National Championships.

12.6.2. All members in good standing shall be entitled to enter any contest organised under the auspices of the club.

12.6.3. All contests, competitions, events and championships shall be conducted according to the rules and regulations as laid down by the committee from time to time and in compliance

with the manual of procedure for the club, in its capacity as an Approved Recreational Organisation, lodged with the Civil Aviation Authority.

12.7. **Referendum**

- 12.7.1. The committee may call for a referendum if it is of the view that it is necessary to test the opinion and ascertain the views of the members in relation to a specific issue.
- 12.7.2. A referendum shall not be considered a vote, and shall as such, not be binding.
- 12.7.3. A referendum shall be conducted by email, and the expressed opinion and views of each member shall be considered only once.
- 12.7.4. As far as practicable, an electronic form should be drawn up by the committee which will enable members to answer only "Yes" or "No" in relation to the issue under consideration.
- 12.7.5. The results of the referendum shall be made known to the members within 2 days of the closure of the referendum.