

# CONSTITUTION

of the

## THE MOUNTAIN CLUB OF SOUTH AFRICA - MAGALIESBERG 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.  
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 Mountain Club of South Africa – Magaliesberg Section is a member of the MCSA, as set out in clause 1.2.1 above, and is a voluntary association to promote the objects of the MCSA.

## 2 NAME

The name of the association is:

**The Mountain Club of South Africa – Magaliesberg Section**

(hereinafter referred to as the “Section”).

The Section was founded in Pretoria in 1968 as the MCSA (Northern Transvaal Section) and its name was changed to that of Magaliesberg Section in 1995.

## 3 OBJECTS

The Section is a public, non-profit organisation established for the sole object 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, and widely accessible, to the general public. In so doing the objects, which are essentially the same as those of the Mountain Club of South Africa, shall *inter alia* include to:

- 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 organise search and rescue parties; and to
- 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 body corporate with its own legal identity which 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 objects. 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 association which the Committee (and failing which any division of the High Court) considers appropriate, which:

5.2.1 has objects the same or similar to the objects of the Section; and

5.2.2 is also exempt from payment of 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 South African Revenue Services upon which such exemption shall depend.

## **6 POWERS**

6.1 The Section shall have full powers to enable it to realise its objects, including to:

6.1.1 purchase or acquire movable and immovable property;

6.1.2 manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any way otherwise deal with its undertaking or all or any part of its property and assets;

6.1.3 borrow money;

6.1.4 secure the payment of moneys borrowed in any manner including the mortgaging and pledging of property;

6.1.5 lend money to any person or company;

6.1.6 invest money in any manner;

6.1.7 open and operate banking accounts and to overdraw such accounts;

6.1.8 make, draw, issue, execute, accept, endorse and discount promissory notes, bills of exchange and any other kind of negotiable or transferable instruments;

6.1.9 enter into indemnities, guarantees and surety ships and to secure payment hereunder in any way;

6.1.10 form and have an interest in any company or companies for the purpose of acquiring the undertaking or all or any of the assets or liabilities of the company or for any other purpose which may seem, directly or indirectly, calculated to benefit the Section, and to transfer to any such company or companies the undertaking or all or any of the assets or liabilities of the Section;

6.1.11 take part in the management, supervision and control of the business or operations of any other company or business and to enter into partnerships;

6.1.12 remunerate any person or persons, for services rendered;

6.1.13 make donations;

6.1.14 undertake and execute any trust;

6.1.15 act as principals, agents, contractors or trustees.

6.2 The Section shall be managed by the Committee who may exercise all such powers of the Section as are not required by the Constitution to be exercised by members of the Section at a Members Meeting.

## **7 MEMBERSHIP**

### **7.1 Classes of Membership**

The members of the Section shall be ordinary members, honorary members, country members, reciprocal members, youth members and child members.

#### **7.1.1 Ordinary Members**

7.1.1.1 Ordinary members are elected, after application for membership, by the Committee.

7.1.1.2 An application for membership shall include a summary of the applicant's mountaineering experience.

7.1.1.3 An application for membership shall be signed by a proposer and a seconder, both who have to be members of the Section.

7.1.1.4 An application for membership shall only be considered if the applicant in the judgment of the Committee, exhibits an active interest in mountaineering as well as in the activities of the Club, and if the applicant shall be willing to maintain the spirit and promote the reputation of the Club.

7.1.1.5 No applicant under the age of 18 years shall be eligible to be elected as an ordinary member of the Section.

- 7.1.1.6 In the event that two or more members of the Committee vote against the approval of an application for membership, such an application shall be refused.
- 7.1.1.7 The Secretary shall inform an applicant of the acceptance or refusal of the applicant's membership application as soon as possible.
- 7.1.1.8 An application for membership may be refused without stating reasons for the refusal.

#### **7.1.2 Honorary Members**

Honorary members are elected on the recommendation of the Committee by the members of the Section at a Members Meeting. Honorary members are exempted from payment of membership fees. An honorary member has the same privileges as an ordinary member and shall be bound by those provisions of the Constitution, which are applicable to ordinary members (except if expressly otherwise stated in this Constitution).

#### **7.1.3 Country Members**

- 7.1.3.1 Country members are elected, after application for country membership, by the Committee. A member so elected shall be subject to all the rules relating to an ordinary member.
- 7.1.3.2 Only applicants for membership and members who are ordinary or reciprocal members and who, in the judgment of the Committee, cannot participate in the normal activities of the Section, shall be considered for country membership.
- 7.1.3.3 Country members shall receive such benefits and shall pay such membership fees as are decided by the Committee from time to time.
- 7.1.3.4 The Committee may require any country member to adopt or readopt ordinary membership if, in its opinion, the circumstances which justified the grant of country membership cease to apply.

#### **7.1.4 Reciprocal Members**

- 7.1.4.1 Reciprocal members are elected, after application for reciprocal membership, by the Committee. A member so elected shall be subject to all the rules relating to an ordinary member.
- 7.1.4.2 Only applicants for membership and ordinary or country members who also are full members of another Section of the Mountain Club of South Africa, shall be considered for reciprocal membership.
- 7.1.4.3 Reciprocal members shall receive such benefits and shall pay such membership fees as are decided by the Committee from time to time.
- 7.1.4.4 The Committee may require any reciprocal member to adopt or readopt ordinary membership if, in its opinion, the circumstances which justified the grant of country membership cease to apply.

#### **7.1.5 Youth Members**

- 7.1.5.1 Youth members are elected, after application for youth membership, by the Committee and shall be bound by those provisions of the Constitution, which are applicable to ordinary members (except if expressly otherwise stated in this Constitution).
- 7.1.5.2 Youth members must, at the time of their application, be between the ages of 14 and 18 years.
- 7.1.5.3 Youth members shall receive such benefits and shall pay such membership fees as are decided by the Committee from time to time.
- 7.1.5.4 Youth members shall automatically be transferred to the applicable membership category on the attainment of the age of 18 years.
- 7.1.5.5 The application by youth members shall include an indemnification clause and has to be signed by the applicant's parents or guardians.
- 7.1.5.6 Youth members cannot be elected to the Committee.

#### **7.1.6 Child Members**

- 7.1.6.1 Child members are elected by the Committee, after application for child membership by a parent or guardian who has to be a member of the Section.
- 7.1.6.2 Child members must, at the time of their application, be younger than 14 years.
- 7.1.6.3 Child members shall pay such membership fees and enjoy such benefits as are decided by the Committee from time to time. When exercising privileges, the child member shall at all times be accompanied by his parent or guardian who shall be responsible for the child member's conduct, care and safety.

- 7.1.6.4 Child members shall automatically be transferred to youth membership on the attainment of the age of 14 years.
- 7.1.6.5 The application by child members shall include an indemnification clause that has to be signed by the applicant's parent or guardian who has to be a member of the Section.
- 7.1.6.6 Child members cannot be elected to the Committee.
- 7.1.6.7 In the event that two or more members of the Committee vote against the approval of an application for membership, such an application shall be refused.
- 7.1.6.8 The Secretary shall inform the parent or guardian of the applicant of the acceptance or refusal of the applicant's membership application as soon as possible.
- 7.1.6.9 An application for membership may be refused without stating reasons for the refusal.

## **7.2 Termination of Membership**

A person's membership of the Section shall be terminated if:

- 7.2.1 a member resigns as member, in writing; or
- 7.2.2 a member's membership is terminated by the Committee. The Committee may terminate the membership of a member should:
  - 7.2.2.1 a member, in the judgment of the Committee, be guilty of serious misconduct; or
  - 7.2.2.2 a member's membership fees be outstanding for six months.

## **7.3 Club Badge**

A member shall only be entitled to make use of the silver club badge after being a member of the Club for one year. The badge remains the property of the Section and must be returned to the Secretary on termination of membership.

# **8 MEMBERS MEETINGS**

- 8.1 The Committee shall annually convene a Members Meeting, if possible, during the month of February but not later than 31 March, which meeting shall be known as the Annual General Meeting.
- 8.2 The Annual General Meeting is competent to decide on any issue which deals with the policy and activities of the Section and the Committee shall be bound by the decisions of the Members Meeting.
- 8.3 The annual financial statements and the annual report must accompany the notice of the Annual General Meeting
- 8.4 The Committee may, if they consider it to be advisable and if so requested in writing by at least six members, convene a Special Members Meeting.
- 8.5 A Special Members Meeting shall only consider the business of which due notice has been given.
- 8.6 Notice of a Members Meeting shall be given to all members at least two weeks prior to such meeting. Notice must be given in writing and sent to the most recent postal or e-mail addresses of members.
- 8.7 Only ordinary members, honorary members, country members and reciprocal members of the Section are entitled to vote at a Members Meeting.
- 8.8 Members may vote in person or may, in writing, appoint another person to vote on their behalf.
- 8.9 Fifteen members or a quarter of all members (whichever is the lesser number) make up a quorum at a Members Meeting.
- 8.10 The Chairman of the Committee shall act as chairman at Members Meetings. In the absence of the Chairman, the Vice-chairman shall take the chair. If both the Chairman and the Vice-chairman are absent, the remaining members shall appoint a temporary chairman.
- 8.11 The Chairman has an equal and deciding vote at a Members Meeting.

# **9 COMMITTEE**

## **9.1 The President**

The President of the Mountain Club of South Africa is the *ex officio* President of the Section.

## **9.2 Composition of the Committee**

- 9.2.1 A Vice-president may be appointed by the Committee, if such appointment is considered in the interest of the Section.
- 9.2.2 The Committee consists of a Chairman, a Vice-chairman (Land and Access), a Secretary, a Treasurer, a Member for Hiking, a Member for Climbing, a Member for Youth and Outreach, a

Member for Rescue, a Member for Conservation, a Member for Training, a Member for Publications and a Member for Club Evenings and Socials.

### **9.3 Election of the Committee**

- 9.3.1 The Committee is elected at each Annual General Meeting of the Section per secret ballot by the members of the Section.
- 9.3.2 The Committee is elected for one year.
- 9.3.3. Any vacancies which may arise during the Committee's term, shall be filled by the Committee itself.
- 9.3.4 No committee member may serve on the Committee for more than four consecutive terms, providing that the term during which a committee member serves as Chairman shall not be taken into account in the calculation thereof. Notwithstanding the aforesaid, no person shall serve on the Committee for a period exceeding seven years.
- 9.3.5 No person may serve as Chairman for more than three consecutive years.
- 9.3.6 In the event that a committee member is absent from three consecutive committee meetings without the approval of the Committee, the committee member's membership of the Committee shall be terminated.
- 9.3.7 Written nominations for committee posts must be handed to the Secretary before the Annual General Meeting. Each nomination shall reflect all the committee positions in which the nominated person is willing to serve. The nomination must be signed by the proposer, the seconder and the nominated person, all who have to be members of the Section.
- 9.3.8 At the Annual General Meeting further candidates for the Committee may be nominated from the floor by a proposer and a seconder; all who have to be members of the Section.
- 9.3.9 Committee members are elected in specific posts. Election takes place in the order as set out in clause 9.2.2.

### **9.4 Committee Meetings**

- 9.4.1 Committee meetings are convened at the discretion of the Chairman.
- 9.4.2 If so requested by at least three committee members, the Chairman shall be obliged to convene a committee meeting.
- 9.4.3 The Chairman has an equal and deciding vote at all meetings of the Committee.
- 9.4.4 In the absence of the Chairman, the Vice-chairman shall take the chair. If both the Chairman and the Vice-chairman are absent, the committee members present shall appoint a temporary chairman.
- 9.4.5 A quorum shall be formed by three committee members.
- 9.4.6 The committee may make round robin resolutions provided that:
  - 9.4.6.1 the Secretary informs all committee members by e-mail or telephone of such proposed resolution;
  - 9.4.6.2 not less than 75% of committee members support such resolution, and
  - 9.4.6.3 the resolution is confirmed at the next meeting of the Committee.

### **9.5 Sub-committees**

The Committee is empowered to appoint sub-committees to perform certain assignments and such sub-committees may act on behalf of the Section with respect to all matters which fall within their appointed functions. Members of sub-committees need not be members of the Committee. The actions of sub-committee members are subject to the provisions of this Constitution, to the directions of the Committee and to the decisions taken at Members Meetings.

## **10 FINANCIAL MATTERS**

### **10.1 Financial Year**

The financial year of the Section shall extend from 1 January to 31 December of a calendar year.

### **10.2 Management of Funds**

All funds of the Section shall be deposited into a banking account, specially opened and reserved for the purpose, with a registered bank; unless otherwise decided by the Committee. Save for petty cash

vouchers and electronic transfers not exceeding an amount determined by the Committee from time to time, all cheques and payment instructions requiring signature on behalf of the Section shall be signed by two authorized signatories. The Committee shall determine the authorized signatories from time to time.

### **10.3 Membership Fees**

- 10.3.1 Membership fees and entrance fees are fixed by the Committee from time to time.
- 10.3.2 Applicants for membership must pay both the membership fee and the entrance fee simultaneously with the lodgement of their application, although the Committee may, on application, decide that payment of entrance fees can be postponed. The aforementioned moneys are refundable should a person not be elected as member.
- 10.3.3 Membership fees are payable in advance for each calendar year.

### **10.4 Immovable Property**

- 10.4.1 All immovable property of the Section shall be registered in the name of the Mountain Club of South Africa - Magaliesberg Section or in the name of the Mountain Club of South Africa or any other Section of the Mountain Club of South Africa.
- 10.4.2 The purchase and sale of any immovable property or any rights therein, or the transfer, mortgage or pledge thereof on behalf of the Section shall only be effected under authority of a resolution of a Members Meeting, duly passed and minuted.

## **11 MEETS**

- 11.1 The Committee must appoint a leader for every official meet of the Section. Such leader need not be a member of the Committee.
- 11.2 The appointed leader shall see to the safety and proper conduct of all members and guests on such a meet and all members and guests shall adhere to the appointed leader's instructions.
- 11.3 The appointed leader must organise the meet in such a manner that the reputation and spirit of the Club is maintained.
- 11.4 Subsequent to each meet the appointed leader must submit a short report on the meet in writing to the Committee. Such report must also contain the names of members and guests who attended the meet.
- 11.5 Children under the age of 14 years must be accompanied to meets by an adult person willing to accept full responsibility for them.
- 11.6 Children between the ages of 14 and 18 years must either be members of the Section, be accompanied by an adult person willing to accept full responsibility for them, or must carry an indemnity form signed by their parents or guardians.

## **12 AMENDMENT OF CONSTITUTION**

This Constitution may be amended by a simple majority vote taken at a Members Meeting on condition that the proposer and the seconder – both who have to be members of the Section – of such amendment give written notice of the proposed amendment to the Secretary at least three weeks prior to the Members Meeting. Such proposed amendment must be posted or e-mailed to all members at least two weeks prior to the Members Meeting.

## **13 DISSOLUTION**

- 13.1 The Section shall be dissolved by a simple majority vote at a Members Meeting on condition that the proposer and the seconder – both who have to be members of the Section – of such proposal for dissolution give written notice thereof to the Secretary at least three weeks prior to the Members Meeting. Such proposed motion for the winding up of the Section must be posted or e-mailed to the members at least two weeks prior to the Members Meeting.
- 13.2 As soon as a decision is made to proceed with the dissolution, two persons shall be appointed by the Members Meeting to act as liquidators of the assets and liabilities of the Section. The Members Meeting shall also decide on the power and remuneration of the liquidators.
- 13.3 The liquidators shall deal with the Section's assets as per clause 5.2.