

Constitution
of the
Voluntary Association
known as

The Mountain Club of South Africa – Limpopo Section

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1 BACKGROUND

- 1.1 The Northern Mountain Club was established in 2021 to provide a nexus point for mountaineers, hikers and rock-climbers in Limpopo and its surrounds.
- 1.2 The club was formed with the intention of applying to become a Section of The Mountain Club of South Africa (MCSA; a national association, with a federal character, to further the interests of mountaineering in South Africa and elsewhere) and its objectives are accordingly aligned to the latter organisation's objectives.
- 1.3 The Mountain Club of South Africa – Limpopo Section became a member of the MCSA with effect from 26 November 2022.

2 NAME

- 2.1 The name of the Association is: The Mountain Club of South Africa – Limpopo Section, hereinafter referred to as the Section.

3 OBJECTIVES

- 3.1 The Section is a public, non-profit organisation, established for the sole objective of promoting the interests of mountaineering, primarily in South Africa's Limpopo province and surrounds, on a non-professional basis as a recreational pass-time conducting its activities for the benefit of the general public and making itself accessible thereto. In so doing, its objectives, which are essentially the same as those of The Mountain Club of South Africa, shall include *inter alia* to:
 - 3.1.1 organise and facilitate mountaineering;
 - 3.1.2 procure and protect real rights in, and access to mountains and mountain areas;
 - 3.1.3 initiate and support actions towards protecting the natural beauty and wilderness character of mountains and to promote their effective conservation management;
 - 3.1.4 promote the safety and training of mountaineers;
 - 3.1.5 provide search and rescue services; and
 - 3.1.6 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.
 - 1.1 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 objectives 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 objectives, or reimbursement of actual costs or expenses incurred on behalf of the Section in furtherance of its objectives.
- 4.2 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.
- 4.3 The liability of a member, including any officer, for the obligations of the Section shall be limited to the amount of his unpaid subscription.
- 4.4 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.
- 4.5 In order to maintain its present and future tax exemption status, the Section shall at all times fully comply with all the requirements of the Income Tax Act No. 58 Of 1962, as amended from time to time, and where applicable, of the South African Revenue 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) years of age.
- 5.2.2 Honorary Members
 - 5.2.2.1 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 Section 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
 - 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 older)
 - 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 Section.

- 5.2.7.2 Temporary or Associate Members shall be entitled to such rights and subject to such terms of membership as the General 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 number of such guests.
- 5.2.7.3 In the exercise of its discretion in electing Temporary or Associate Members, the General Committee shall have regard to the desirability of encouraging students at tertiary educational institutes to engage in mountaineering in association with the Section, and of encouraging and assisting members of recognised overseas clubs 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 General 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 number of such guests.
- 5.2.8.3 In the exercise of its discretion in electing Affiliate Membership, the General Committee shall have regard to the desirability of encouraging outside organisations to engage in mountaineering in association with the Section.
- 5.2.8.4 Affiliate Membership shall give no entitlement to vote or be counted at any quorum of any meeting.

5.3 Resignation of Membership and Rejoining

- 5.3.1 The resignation of a member who resigns during a financial year, by giving written notice to the General Committee, shall only come into effect on the 1st of January of the year following the date of receipt of written notice. Such member will still be responsible for the payment of any outstanding subscriptions and other amounts due unless otherwise agreed to by a majority decision of the General Committee.
- 5.3.2 A member who has ceased to be a member, otherwise than under Clause 5.4.1, of the Section and who may be desirous of rejoining the section within two years of ceasing to be a member shall not, when applying for membership, be liable for the entrance fee as provided by Clause 5.1.2.

5.4 Termination of Membership

- 5.4.1 The General Committee may terminate the membership of any member –
 - 5.4.1.1 Which shall become effective after fourteen (14) days of having given written notice of its intention to do so in respect of those members whose
 - 5.4.1.1.1 Subscription is not paid by 30th April of the year in which it is due; or
 - 5.4.1.1.2 Other indebtedness is not paid within four months from the date upon which such indebtedness was incurred.
 - 5.4.1.2 In respect of whom any circumstances may arise which, in the opinion of the General Committee, render such person undesirable as a member of the Section.
- 5.4.2 A member whose membership has been terminated under the provisions of Clause 7.5.1 shall have the right of appeal for reinstatement at a Special General Meeting of members after receipt, by the General Committee, of not less than twenty-one days' notice of such appeal.
- 5.4.3 At its sole discretion, the General Committee may annul and make void the election of any applicant for membership by virtue of any omission or inaccuracy in the particulars given by such applicant relating to the description of himself or his achievements.

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 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 Chairpersons are to be elected and such list shall appear in the Notice of the Annual General 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.

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 General Committee in the interests of the Section, deem it otherwise necessary, the General 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. General Committee members shall be given notice and the Agenda of any meeting by the General 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 General 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 Chairperson shall have a deliberative and casting vote.
- 8.6 At all meetings of the General Committee, the Chairperson or, in his absence, the Vice-Chairperson shall preside. If both should be absent, a chairperson for that meeting shall be elected by and from the members present.

9 FINANCIAL MATTERS

- 9.1 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 as of 1st January in each year.
- 9.2 The General Committee may open or close accounts with any registered financial institution and to operate such accounts
- 9.3 The General Committee shall determine who shall be authorised 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.

10 GENERAL MEETINGS

- 10.1 The Annual General Meeting of the Club shall be held in Limpopo not later than 31st March of each year.
- 10.2 At least four weeks' notice shall be given to all members of the time, date and venue of General Meetings.
- 10.3 The Chairperson of the General Committee shall preside at the Annual or any Special General Meeting or in his absence, the Vice-Chairperson. If both should be absent a chairperson for that meeting shall be elected by and from the members present.
- 10.4 A Special General Meeting shall be called by the General Committee whenever such meeting is deemed necessary by the said General 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 10.2 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.
- 10.5 No amendment of or addition to the Constitution of the Section shall be made except at a General Meeting or Special General Meeting of the Section, and at least five (5) days' notice shall be given to all members of the proposed amendment or addition.
- 10.6 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.
- 10.7 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.
- 10.8 Members shall be entitled to vote personally or by proxy, provided that no member present shall vote on behalf of more than two (2) absent members.
- 10.9 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 (24) hours before the time at which such meeting is due to begin at which the member named in the instrument proposes to vote. In default of compliance with any of the foregoing, the instrument of proxy shall be deemed invalid.
- 10.10 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.

11 QUORUMS

- 11.1 The number of members to form a quorum shall be:
 - 11.1.1 General Committee or a sub-committee: the majority of its members;
 - 11.1.2 Annual or Special General Meeting: Fifteen (15) members
- 11.2 Members without voting rights shall be excluded from any count carried out to determine if a quorum is present at any meeting.
- 11.3 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 twenty (20) minutes later at the same place.
- 11.4 The members with voting rights then present shall constitute a quorum.

12 INDEMNITY

- 12.1 Subject to the provisions of any relevant statute, members of the General 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 General 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.

- 12.2 Subject to the provisions of any relevant statute, no member of the General 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.

13 AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

- 13.1 The terms of this Constitution may be amended, the name of the Section may be changed and the Section may be dissolved by resolution of the members in an Annual General Meeting or Special General Meeting, provided that –
- 13.1.1 Notice of such a proposed resolution, signed by the proposer, must be received by the Administrator not less than forty-five (45) days prior to the date of the meeting; and
- 13.1.2 Proper notice of the meeting is given to all members of the Section not less than twenty-one (21) days prior to the date of the meeting and such notice states the nature of the resolution to be proposed; and
- 13.1.3 Not less than two thirds of the members present and entitled to vote in favour of the resolution.
- 13.2 The proposed resolution, as notified to all members, may be amended at an Annual General Meeting or Special General Meeting provided that the Chairperson is of the opinion that the amendment does not constitute a substantive change to the content or spirit of the proposed resolution.

14 DISPUTES

- 14.1 In the event of a serious disagreement between the members of the General Committee and/or the Section regarding the interpretation of this Constitution, then any two (2) General Committee members or any five (5) members of the Section shall be entitled to declare a dispute. Such declaration shall be in writing, state the issues in dispute, and be addressed to the General Committee.
- 14.2 The General Committee shall consider such declaration within two (2) weeks of receiving it. Should the General Committee not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or arbitrator.
- 14.3 Should the dispute be referred to a mediator, the person(s) declaring the dispute and the General Committee must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 14.4 In the absence of agreement regarding a mediator, or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person(s) as the person(s) declaring the dispute and the General Committee may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties, on the basis that a majority decision of the appointed arbitrators shall be final and binding.
- 14.5 The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to the principles of natural justice.
- 14.6 The arbitrator may base his award not only on the applicable law, but also upon the principles of equity and fairness.
- 14.7 The person(s) declaring the dispute and the General Committee may agree beforehand to share the costs of the arbitration. In the absence of such agreement, the arbitrator shall decide which parties shall be liable for the costs.
- 14.8 The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

15 GENDER

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