

# **Constitution of the Mountain Backpackers Club**

**Adopted 25 October 2007**

## **1. Reconstitution**

- a) There is hereby reconstituted an association of persons which has been formed not for the purposes of gain, but for the purposes of pursuing the objectives set out below, and in general to carry out activities designed to promote backpacking and hiking primarily in KwaZulu-Natal, and in other areas of South Africa.
- b) The association shall not distribute any of its profits or gains to any person, nor shall it use its funds other than for the objects for which it has been established, which objects are set out in Clause 3 below.
- c) The association shall in its own name be capable in law of suing and being sued and of acquiring, holding and alienating property, movable and immovable.
- d) The association shall be a body corporate and shall have an identity and existence distinct from that of its members and office-bearers.

## **2. Name and Address**

- a) The name of the association shall be THE MOUNTAIN BACKPACKERS CLUB, hereinafter referred to as "the Club".
- b) The address of the Club shall be situated in Durban, KwaZulu-Natal, and unless otherwise decided upon by the Committee, shall be at PO Box 37702, OVERPORT, 4062.

## **3. Purposes and Objects**

The purposes and objects for which the Club is established are:

- a) To promote the common interests of its members
- b) To promote interest and active participation in backpacking and hiking.
- c) The planning, organizing and leading of backpacking, hiking and cycling outings for members and occasional visitors.

## **4. Membership – Numbers and eligibility**

There shall be no limitation on the number of members of the Club and all adult persons wishing to promote the objects of the Club shall be eligible for membership subject to the conditions of Clause 6 below.

## **5. Membership Application**

An application for membership of the Club shall be in such a form as may be prescribed by the Committee and shall be accompanied by such subscription and other monies as the Committee may determine.

## **6. Membership Admission**

An application for membership of the Club shall be subject to acceptance by the Committee that may in its sole discretion admit any applicant to membership, either conditionally or upon such conditions as it may determine, or may refuse to admit any applicant to membership without assigning any reason for such refusal.

## **7. Membership – Rights and Privileges not Transferable**

The rights and privileges of a member shall not be transferable by the act of the member, or by operation of law, or in any other way.

### **Membership – Honorary Members**

- a) The Committee may nominate persons for honorary membership, and a General Meeting of the Club shall vote to make such persons honorary members.
- b) Such honorary members may be nominated by virtue of their holding some appropriate high public office, or by virtue of a long-standing connection with the Club, or by virtue of service to the Club of particular note.
- c) Honorary members shall enjoy all privileges and rights of other members subject to the Club's rules and regulations, save that honorary members shall not have the right to vote at meetings.
- d) Honorary members shall not be liable to pay subscriptions to the Club.

## **8. Membership – Life Members**

- a) Any person who in the opinion of the Committee has performed exceptional or meritorious service in the advancement of the objectives of the Club, may be made a Life Member of the Club on the recommendation of the committee, subject to an acceptance of such recommendation by a majority at any General Meeting.
- b) A Life Member shall not be liable to pay fees or subscriptions.
- c) A Life Member shall enjoy all the benefits, privileges and rights of ordinary membership of the Club.

## **9. Membership Contributions and Subscriptions**

- a) The Committee shall determine the annual subscription and other fees payable to the Club by its members from time to time.
- b) Subscriptions and other fees shall become due and payable on 1<sup>st</sup> January of each year.
- c) In the instance of a person applying for membership, his or her first subscription fee shall become due and payable on the date of acceptance of his or her membership. However if the acceptance takes place between 1 September and 31 December of any year, the fee shall be half of the annual fee.

## **10. Membership – Removal from the Roll of Members**

- a) The Committee may suspend or expel from membership any member whose subscription in respect of any year is unpaid on 30 June of that year, any member who in the opinion of the Committee has acted in any way:
  - (i) which is or may be prejudicial to the interests of the Club,
  - (ii) who has been guilty of a substantial breach of the Rules of the Club,
  - (iii) has been guilty of gross misbehaviour.
- b) The power to suspend or expel a member shall only be exercised after there has been an investigation by the Committee and after the member in question has been afforded an opportunity to be heard by the Committee or sub-committee delegated by it.
- c) Any person who has ceased to be a member of the Club shall remain liable for all amounts that may still be due by such person to the Club.

## **11. Membership – Resignation**

A member of the club may resign by giving written notice to the Secretary.

## **12. Membership – Forfeiture**

A member whose subscription fee has remained outstanding for any period in excess of one year, reckoned from the due date thereof, shall forfeit membership of the Club.

## **13. Office Bearers**

- a) The officers of the Club shall be a Chairman, a Secretary and a Treasurer, and such officers shall be elected at the Annual General Meeting. The Chairman and Vice Chairman shall be ex officio members of the Committee.
- b) The term of office for each of these officers shall be for one year, but retiring members shall be eligible for re-election, except that the Chairman shall not hold office for more than three consecutive years.

## **14. Management**

- a) The Club shall be governed by an annually elected Committee, which shall consist of five elected Committee members, including the Chairman, the Secretary and the Treasurer. These five Committee members shall be elected at the Annual General Meeting. These five Committee members shall retire annually at the Annual General Meeting but shall be eligible for re-election. Nominees must have been members for at least one year.
- b) Should there be no suitable candidates from the Committee to fill the positions of Secretary or Treasurer, the Committee may at its discretion co-opt a paid-up member of the Club to fill one or both of these positions.
- c) The Committee shall have the power to fill any vacancy occurring on it by reason of death, absence, retirement or resignation of any member, subject to confirmation at the subsequent Annual General Meeting.
- d) The proceedings of any Committee meeting shall not be invalidated by reason of any vacancy thereon.
- e) A member of the Committee shall cease to hold office if he or she has been absent from three consecutive meetings thereof, without tendering reasons for the absence satisfactory to the Committee, or if he or she ceases to be a member of the Club.

- f) The Committee shall prepare an Annual Report at the end of each year, which shall be submitted to the next Annual General Meeting together with the Balance Sheet and Income and Expenditure Account for the year just ended, duly checked.
- g) The Committee shall have the power to co-opt members to fill casual vacancies.
- h) The Committee shall have the power to co-opt up to four non-voting members to assist with the running of the Club.

## **15. Powers and Duties of the Committee**

The Committee shall, subject to the general directions of the Club as expressed at General Meetings, and to the Provisions of the Constitution, have all such powers as may be exercised by the Club and shall have all such powers as are necessary to manage the affairs of the Club, including the conclusion of contracts. In addition, the Committee shall have the power generally to do such acts as may be necessary in connection with the exercise of its powers and functions, for the attainment of the objectives of the Club. In particular and without prejudice to the general powers conferred, the Committee shall have the following powers:

- a) To appoint agents, officers, officials or other servants for permanent, temporary or special service as may be deemed fit, to determine their powers and duties, and to fix their remuneration and conditions of service and to require such security for the due performance of their functions as may in particular cases be deemed expedient, and to remove or suspend such agents, officers, officials or other servants.
- b) By power of attorney to appoint any person or persons to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions, and for such period and subject to such conditions as the Committee may from time to time think fit.
- c) To institute, conduct, defend, compromise or abandon any legal proceedings by or against any of its officers or officials or other servants in connections with the affairs of the Club, and to compound or allow time for payments or satisfaction of any debt due to any claim or demand by or against the Club.
- d) To open, close and operate banking accounts at banks, building societies and other financial institutions in the name of the Club, and to draw, accept or endorse, make or execute any bill of exchange, promissory note or other negotiable instrument in connection with the conduct of the affairs of the Club.
- e) To invest or in any other manner deal with the monies of the Club not immediately required for the purpose of the Club, upon such securities and upon such terms as it may deem fit, and from time to time to vary or realize any such investments.
- f) To delegate any of its powers to a sub-committee for the better carrying out of the objectives of the Club, and to appoint any other person to assist the Committee in any manner in which it may require his or her service.
- g) To make Rules and Regulations of the Club.
- h) To conclude any transaction on behalf of the Club.
- i) To deal generally with the property and funds of the Club for purposes of attaining its objectives.

## **16. Meetings – Annual General Meetings**

- a) The Club shall hold an Annual General Meeting in every calendar year at such time and place as the Committee may determine.
- b) The quorum of the Annual General Meeting shall comprise ten members.
- c) The business of the Annual General Meeting shall be:
  - (i) To confirm or correct the minutes of the previous annual general meeting
  - (ii) To receive the Committee's Report.
  - (iii) To receive the annual financial report.
  - (iv) To elect office bearers.
  - (v) To appoint an auditor.
  - (vi) To deal with any other general matters.
- d) Notice for an Annual General Meeting shall be fourteen days, together with notice of the agenda for that meeting and proposals for consideration at that meeting.

## **17. Notice for Committee Meetings**

Not less than seven days notice shall be given for a Committee Meeting.

## **18. Extraordinary General Meetings**

The Chairman may at his or her discretion, and shall, if requested in writing by ten members, call an Extraordinary General Meeting. The request shall set out the purpose of the meeting. Notice given of the meeting shall also set forth the purpose of the meeting. No other business other than that set forth in the request shall be transacted at the meeting. A quorum at an Extraordinary General Meeting shall be ten members.

## **19. Chairing of General Meetings**

The Chairman of the Club, or in his or her absence, the Vice Chairman, shall preside at all general meetings. In the event of neither of these officers being present, the meeting shall elect a Chairman to preside over the meeting.

## **20. Voting at Meetings**

- a) Voting shall be by a show of hands, except when a majority of those present determine that a decision by secret ballot shall be obtained.
- b) In the event of an equality of votes, the Chairman shall at all meetings have a casting vote in addition to a deliberate vote.
- c) All matters shall be decided by a simple majority, except where otherwise required in terms of this Constitution.
- d) Ordinary members unable to attend any General meeting shall have the right to vote by proxy given to a member, provided the proxy is executed in such a form as the Committee may determine, and provided that no member shall represent more than three members by proxy, and provided further, that no proxy shall be valid unless it is received by the secretary in proper and approved form, not less than two days before the date of the meeting.

## **21. Quorum at Other General Meetings**

The quorum at all General Meetings shall be ten members. If, however, at any meeting a quorum is not present, the meeting shall be adjourned to a time (not less than seven days thereafter) and a place determined by the members present and at such adjourned meeting the members present shall form a quorum.

Provided that if the Chairman or the Vice Chairman is present at any meeting at which there is not a quorum, the meeting shall be adjourned for half an hour, and the members then present shall form a quorum for the disposal of all business other than amendments to the Constitution.

## **22. Minutes**

Minutes shall be kept of any meetings that are held.

## **23. Financial Provisions**

- a) The Committee shall cause one or more banking accounts to be opened in the name of the Club and all amounts accruing to the Club shall be deposited in one or other of such accounts as the Committee may determine.
- b) All payments out of funds of the Club shall be effected by cheque signed by two of the authorized signatories. The authorized signatories shall be as determined by the Committee, provided that the Treasurer shall be included as one of the authorized signatories. Provided that the Committee from year to year may authorize the Treasurer to manage a float of Petty Cash which shall never exceed a sum to be determined by the Committee from time to time. Such Petty cash shall be reimbursed by cheque from the bank, after submission by the Treasurer of adequate vouchers for the amounts already expended out of Petty Cash.
- c) The Committee shall cause proper financial statements of income and expenditure to be presented together with a balance sheet to all members of the Club at the Annual General Meeting immediately following the financial year to which they relate.
- d) In the event of the auditor appointed by the Annual General Meeting being unable to act, the Committee shall appoint one or more persons in his stead.
- e) The Committee may from time to time raise or borrow monies to be utilized for the purposes of the Club, but the amount at any time owing shall not, without the sanction of a General Meeting, exceed one half of the total revenue received during the previous year.
- f) No profits or gains will be distributed to any person, and the funds of the Club will be utilized solely for investments or the objectives for which it was established. The Club's income and expenditure are not distributable to its members or to its office bearers. The members or office bearers of the Club shall have no rights in the property or other assets of the Club solely by virtue of their being members or office bearers.
- g) The Club's financial year end shall be on the last day of December each year.

## **24. Execution of Documents**

Two members of the Committee under the authority of a resolution by the Committee shall execute all formal documents.

## **25. Liability of Members**

- a) The liability of each member shall be limited to the sum in respect of any unpaid subscription and/or other amounts due by the member of the Club.
- b) Members or office-bearers shall not become liable for any of the obligations and liabilities of the Club solely by virtue of their status as members or office-bearers of the Club.
- c) The office-bearers and hike leaders shall not become personally liable for any loss suffered by any person as a result of an act or omission, which occurs in good faith while the office-bearer and hike leader is performing functions for or on behalf of the Club.

## **26. Interpretation**

In any instance of doubt as to the meaning or interpretation of any of the provisions hereof, the interpretation of the Committee shall be final and binding upon all the members.

## **27. Amendment of the Constitution**

- a) Any amendments to this constitution shall be effected only by means of a resolution carried by a two-thirds majority of these members in good standing present, or represented by a proxy at a General Meeting convened for the express purpose of such amendment.
- b) Not less than one month's notice shall be given prior to the holding of such a meeting.
- c) Upon any such alteration, amendment or addition being made, as aforesaid, the same shall be deemed and taken to be incorporated in and form part of the Constitution in the same manner and in all respects as if originally inserted herein and shall be binding upon all members of the Club without any further or special act of assent thereto.

## **28. Dissolution**

The Club may be wound up at any time by resolution of an Extraordinary General Meeting called for that purpose, provided that such a resolution is carried by not less than three-fourths majority. Notice of such Extraordinary General Meeting shall have been given at least thirty days in advance. The Extraordinary General Meeting shall appoint liquidators and shall specify the manner in which such liquidation is to be conducted, and shall also specify that the Club's assets, if any, remaining after the satisfaction of its debts and liabilities shall be given or transferred to some other association, society or organization having aims and objects similar to those of the Club, and which association, society or organization shall be a non-profit organization.