

Stellenbosch Flying Club Constitution – November 2020

1.0 NAME AND ADDRESS

1.1 The name of the Club shall be the **STELLENBOSCH FLYING CLUB**, hereinafter referred to as "the Club".

1.2 The registered address of the Club shall be Stellenbosch Aerodrome, Strand Road, Stellenbosch, which address the Club chooses as its *domicilium citandi et executandi*.

2.0 LEGAL PERSONALITY

The Club shall be a legal person with perpetual succession and shall be capable of instituting legal proceedings in its own name and/or defending legal proceedings brought against it.

3.0 OBJECTS OF CLUB

The objects of the Club shall be

3.1 Generally to encourage and promote all aspects of general aviation.

3.2 To provide facilities and amenities for all its members.

3.3 To function as a non-profit making flying club, which means *inter alia* that:

3.3.1 no income or profit of the Club shall be distributed to any member or person; and

3.3.2 the funds of the Club may only be used to further and promote the objects of the Club.

3.4 To provide and maintain a functional airfield in line with the spatial development plan for the area making provision for aviation related emergency services and other activities aligned with the objects of the Club.

The activities of the Club may only be carried out to further and promote the objects of the Club.

4.0 MEMBERSHIP

4.1 Membership is open to any person interested in aviation and whose application for membership is approved by the Committee

4.2 All members of the Club shall be bound by this Constitution and the Rules and Regulations in force and any further changes to these documents that may be promulgated from time to time by the Committee and/or the Club

4.3 The costs, restrictions, benefits and privileges associated with each category of membership shall be published annually within one month after the AGM on the Membership Categories and Privileges Statement which will be posted on the Club noticeboard and website.

5.0 CLASSES OF MEMBERS, PRIVILEGES AND LIMITATIONS

5.1 There shall be the following classes of membership:

5.1.1 FULL MEMBERS

A full member is a member duly admitted as such by the Committee and who has paid the prescribed entrance and current annual subscription fee for this class of membership. A full member shall be entitled to all the privileges offered by the Club and shall have one vote at every General Meeting.

5.1.2 SOCIAL MEMBERS

5.1.2.1 A social member is a member duly admitted as such by the Committee and who has paid to the Club the prescribed entrance and annual subscription fees for this class of membership. A social member shall be entitled to all the privileges of the Club except that such member shall:

5.1.2.1.1 Not be eligible to serve on the Committee.

5.1.2.1.2 Have no vote at any General Meeting.

5.1.2.1.3 May not make use of the Club's aircraft for flying or training purposes.

5.1.2.1.4 Not make use of the Stellenbosch Aerodrome for aviation training from that aerodrome.

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5.1.3 TEMPORARY MEMBERS

- 5.1.3.1 The Committee may confer temporary membership on any person for such time and upon such terms and conditions as it deems fit. Eligibility for this class of membership shall be restricted to a person who wishes to make use of the Club's facilities for a limited period, usually not to exceed one calendar month.
- 5.1.3.2 A temporary member is a member duly admitted as such by the Committee and who has paid to the Club the prescribed entrance and annual subscription fees for this class of membership. A Temporary member shall
 - 5.1.3.2.1 be entitled to the use of all the Club's facilities.
 - 5.1.3.2.2 Not be eligible to serve on the Committee.
 - 5.1.3.2.3 Have no vote at any General Meeting.

5.1.4 COUNTRY MEMBERS

- 5.1.4.1 A country member must reside outside a radius of 150 kilometers from the Stellenbosch aerodrome and does not qualify as a full member.
- 5.1.4.2 A country member is a member duly admitted as such by the Committee and who has paid the prescribed entrance and annual subscription fees for this class of membership.
- 5.1.4.3 A country member shall be entitled to all the privileges of the Club, except that such member shall:
 - 5.1.4.3.1 Not be eligible to serve on the Committee.
 - 5.1.4.3.2 Have no vote at any General meeting.
 - 5.1.4.3.3 Shall not be eligible to own a hangar or keep an aircraft permanently at the Airfield.

5.1.5 LIFE MEMBERS

- 5.1.5.1 A life member must have been a member of the Club for a period of not less than 2 consecutive years.
- 5.1.5.2 A life member is a member duly admitted as such by the Committee and who has paid to the Club the prescribed entrance and annual subscription fees for this class of membership. A life member shall be entitled to all the privileges offered by the Club and shall have one vote at every General Meeting.

5.1.6 HONORARY MEMBERS

- 5.1.6.1 An honorary member is a member who has been duly elected as such by the members of the Club at a General Meeting.
- 5.1.6.2 An honorary member shall be entitled to all the privileges offered by the Club and shall have one vote at every General Meeting.
- 5.1.6.3 An honorary member shall not be required to pay any entrance or annual subscription fees.

5.1.7 CORPORATE MEMBERSHIP

Corporate membership shall be required for any business or service which establishes itself or is established either permanently, seasonally, or temporarily at the Stellenbosch Flying Club for the purpose of carrying out its business or rendering its service. This shall include but not be limited to training, maintenance, firefighting, air charter operation or any other venture which charges for its services and shall be restricted to services of an aviation related nature.

- 5.1.7.1 A corporate member is a member duly admitted as such by the Committee and which has paid to the Club the prescribed entrance and annual subscription fees for this class of membership.
- 5.1.7.2 A corporate member shall be entitled to pursue its business or service activities at the Stellenbosch Airfield as described in its application for membership.
- 5.1.7.3 Any change to the stated scope of activities shall be approved by the committee in writing.
- 5.1.7.4 The management board of a corporate member shall appoint one of its members to represent the entity to the club and who shall carry the membership as a natural person as required.
- 5.1.7.5 A corporate member shall be entitled to all of the privileges of a full member. These privileges can however only be exercised by their appointed representative and such privileges do not extend to any other employees.

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- 5.2 Membership of the Club shall only be open to natural persons. Juristic persons shall not be entitled to be members other than by the means described in 5.1.7 above.
- 5.3 Any person who, directly or indirectly (i.e. in his/her personal capacity or through any company or other juristic vehicle, including a trust) owns or has shares or any other form of ownership in any asset on the aerodrome, must be a full member. Where the relevant asset is owned by a juristic entity (including a trust), then (each of) the natural person/s who customarily and regularly utilise the asset must be full members.

6.0 MEMBERSHIP APPLICATION

- 6.1 Application for membership shall be in writing on the Club's application form.
- 6.2 All information as the Committee may require shall be furnished before the application may be considered by the Committee.
- 6.3 The indemnity included in the application form shall be signed by the applicant.
- 6.4 No application for membership shall be considered unless supported by a Proposer and a Secunder.
 - 6.4.1 The Proposer and Secunder shall sign the membership application form.
 - 6.4.2 Both the Proposer and Secunder shall have been full member/s, life member/s, honorary member/s or corporate member/s for a period of not less than 6 months.
 - 6.4.3 Both the Proposer and Secunder shall be members in good standing.
- 6.5 Consideration and evaluation of an applicant for membership may take the form of independent interviews of the applicant, as well as the Proposer and Secunder, by the Committee Member tasked with the Membership portfolio and his/her selected sub-committee.
- 6.6 The Committee shall be entitled to ask for information from either the Proposer or Secunder concerning the applicant, which may not be unreasonably refused.
- 6.7 The Committee has the right either to approve or refuse membership. It shall not be required to furnish reasons for its decision.
- 6.8 The Club Secretary shall notify every applicant of the decision of the Committee.
- 6.9 The Club Secretary shall furnish an admitted member with a copy of the Constitution and the Rules and Regulations.
- 6.10 An applicant whose application for membership is rejected may be proposed and seconded again after 6 months.
- 6.11 Upgrading of membership from a lower category to full membership shall be by application to the committee and shall not be automatic. The prospective full member shall be proposed and seconded as for a new membership application.

7.0 RESIGNATION

Any member wishing to resign his/her membership, shall do so in writing to the Club Secretary. The resignation shall not relieve the member of any liability whatsoever due to the Club. Any person who resigns his/her membership as aforesaid shall, immediately upon giving written notice to the Club Secretary of his/her resignation, no longer be entitled to exercise any rights and/or privileges attaching to membership of the Club. Pro-rata subscriptions are not refundable.

8.0 ADDRESS AND NOTICES TO MEMBERS

- 8.1 Every member shall inform the Club Secretary in writing
 - 8.1.2 of his/her postal address;
 - 8.1.3 of his/her email address, and of any changes to such address/es from time to time.
- 8.2 All notices or communications to a member shall:
 - 8.2.1 be by email with a copy being placed on the noticeboard in the Clubhouse;
 - 8.2.2 on being e-mailed to such member's address, be deemed to have been received by such a member within 5 days of the dispatch of such notice or communication to such member by e-mail.

9.0 MEETINGS OF MEMBERS

- 9.1 The Annual General Meeting (AGM) shall be held before the 31st of July in every calendar year.
 - 9.2.1 The Committee shall appoint an auditor to prepare audited financial statements, to be submitted to the members at the next the Annual General Meeting. The appointed auditor may not be a member of the Club.
 - 9.2.2 Special General Meetings (SGM) may be called by the Committee or by any 9 full, life, or honorary, or members in good standing.

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- 9.3 Not less than 14 days notice of such meetings must be given by email to all members in good standing who have the right to vote at such Annual or Special General Meetings.
- 9.4 The notice convening any General Meeting shall state the venue, date and time of the General Meeting, and shall be accompanied by the Agenda for the meeting and, in the case of the AGM, the audited financial statements of the Club.
- 9.5 Any agenda:
- 9.5.1 for an Annual General Meeting shall contain provision for General Matters; and
 - 9.5.2 for a SGM shall state the specific purpose/s of the meeting and shall provide detail of all proposed resolutions which are to be put forward for consideration at the meeting, which resolutions must be set out with sufficient clarity and specificity and be accompanied by sufficient information or explanatory material to enable members who are entitled to vote at the meeting to determine whether or not to participate in the meeting and to seek to influence the outcome of the vote on the resolutions.
- 9.6 In the case of a Special General Meeting only matters on the agenda, may be considered.
- 9.7 A quorum at an Annual General Meeting and Special General Meeting shall consist of 10% of all members in good standing and entitled to vote.
- 9.8 In the event of an Annual General Meeting or Special General Meeting without the required quorum, the meeting shall be adjourned for 30 minutes. If a quorum is still not present after 30 minutes, the chairperson shall determine whether the meeting shall proceed, irrespective of the fact a quorum is not present, or if the meeting will be postponed to a later date, provided that such meeting shall be postponed to a date which is no more than 3 months later. All decisions taken at a properly constituted meeting, including an adjourned or postponed meeting, shall be valid.
- 9.9 The Chairperson of the Committee or, in the Chairperson's absence, the Vice-Chairperson shall preside at all meetings. If the Chairperson and Vice-Chairperson should be absent, the meeting will elect a Chairperson from those members in good standing present at the meeting.
- 9.10 Matters shall be decided by a majority vote, unless otherwise prescribed in this Constitution.
- 9.11 Subject to 12.5.1 below, voting shall be by the show of hands or by secret ballot if requested by any member entitled to vote at the meeting, provided that the majority of members present and entitled to vote, sanction such request for a secret ballot, which sanction shall be indicated by a show of hands.
- 9.12 The Chairperson shall have a deliberative and a casting vote.
- 9.13 Any member who has a conflict of interest in any matter to be voted on at a General Meeting shall, immediately once discussion on the relevant matter commences, declare such interest and provide detail on the nature of the alleged conflict to the Chairperson. The Chairperson shall determine whether a conflict of interest exists. If the Chairperson determines that a conflict does exist, the member concerned should leave the meeting for the duration of the discussion and voting on the matter in question. A member who has a conflict of interest in any matter to be voted on at any meeting shall not be entitled to participate in the vote on the matter.
- 9.14 In the event that a vote of no-confidence in the Committee is accepted by a majority vote of members present at the AGM, or a SGM called for that purpose, an *ad hoc* committee consisting of at least 3 members, chosen from the members present at AGM or SGM, as the case may be, must be elected by a majority vote of the members present at that meeting, to fulfill any duties that may require immediate attention, who will then hold office until a committee can be elected at an AGM or SGM called for that purpose. The AGM or SGM to elect the new committee must take place within 30 days of the date upon which the vote of no-confidence is carried.
- 9.15 Each member who is entitled to vote has one vote at any AGM or SGM.
- 9.16 A member who is entitled to vote at a meeting may, in writing, appoint a member entitled to vote to serve as his/her proxy and to vote on his/her behalf at the relevant meeting. member entitled to vote may not hold more than 2 proxies in respect of any matter to be put to the vote.
- 9.17 A proxy may not be used to vote for a member of the Committee.

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10.0 ENTRANCE FEES AND SUBSCRIPTIONS

Entrance fees and annual subscription fees for the ensuing Club Financial Year shall be determined by the Annual General Meeting or at a Special General Meeting called for that purpose. Membership fees and annual subscription fees are not refundable for any reason, including if a member resigns his/her membership or changes his/her membership class.

11.0 MEMBERS IN GOOD STANDING

11.1 A member shall be a member in good standing unless

11.1.1 The member's annual subscription fee is outstanding 90 days or more after the date of the AGM or SGM, as the case may be; or

11.1.2 The member fails to discharge any debt, other than the annual subscription fee, within the time stipulated to him to remedy the failure by the Treasurer in writing.

11.2 Any member who fails to pay his/her annual subscription fee within the time period contemplated in 11.1.1 or who fails to discharge any debt as contemplated in 11.1.2 shall cease to be a member of the Club and shall forfeit all privileges of membership.

12.0 ADMINISTRATION

12.1 The Club shall be administered by a Committee of 8 members, including the Chairperson, of whom 2 shall be aircraft owners or co-owners (with at least 20% shareholding) of aircraft based fulltime at Stellenbosch aerodrome and another 2 shall be owners or co-owners (with at least 20% share holding) of hangars.

12.2 Any candidate for election to the Committee shall be a full, life, honorary or corporate member in good standing for at least 3 years; and any candidate for election as the Chairperson shall be a full, life, honorary member in good standing for at least 5 years. A corporate member elected to serve on the committee may not serve as chairman.

12.3 Club employees, including flying instructors and personnel of the flight training school, are not eligible for election to the Committee. This exclusion shall not apply to persons who occasionally or on an *ad hoc* basis render services to the Club and flight training school.

12.4 No more than one corporate member may be elected to serve on the committee at any time.

12.5 The Club Manager, Chief Flying Instructor, Club Secretary and the Safety Officers are ex-officio members of the Committee, but shall not be entitled to vote in respect of resolutions adopted by the Committee.

12.6 Term of office

12.6.1 Committee members shall be elected annually at the Annual General Meeting by secret ballot and shall hold office until the end of the AGM which takes place during their second year of office. For the sake of clarity, it is recorded that it is the intention that Committee members shall serve for a 2 year term. In the event that the number of persons proposed for election as Committee members is equal to or less than the number of vacancies on the Committee at the relevant time, and a proposal is made (and seconded) to the effect that all Committee members proposed for election, be elected, then and in such event the election of the Committee members can be done by show of hands.

12.6.2 The Chairperson shall hold office for 2 years unless a majority at a Committee meeting requests him/her to vacate office with immediate effect or from such date as they may stipulate. In such event, a replacement Chairperson, who will serve until the next AGM or SGM called for the purpose of electing a Chairperson, will be elected forthwith by a majority vote of those Committee members present and entitled to vote.

12.6.3 In order to maintain continuity in the Committee, there should always be at least 4 members of the Committee who served the previous year, even if it will mean that one or more of them (including the Chairperson) will be members of the committee for a third or more years.

12.7 Any Committee member who does not complete his/her term of office shall not be eligible for election to the Committee in the 2 years immediately following the period for which he/she was elected, unless the Committee decides otherwise upon request and after being provided with good reasons for the relevant Committee member not having completed his/her term of office.

12.8 Nominations for Committee members, duly proposed, seconded, signed and indicating acceptance by the nominee, shall be in writing and must be received by the Club Secretary at least one week before the commencement of the Annual General Meeting.

12.9 The Proposer and Seconder shall both be full, life, honorary or corporate members in good standing for at least 1 year.

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- 12.10 As soon as possible, but not more than 30 days after the Annual General Meeting, the Committee shall elect one of the Committee members to serve as Chairperson of the Committee.
- 12.11 The Chairperson shall allocate portfolios in his/her sole discretion.
- 12.12 Five members of the Committee shall constitute a quorum at Committee meetings.
- 12.13 The Committee shall meet once a month, unless it decides otherwise for a specific reason, which must be minuted at the next meeting.
- 12.14 The proceedings of all Committee Meetings shall be recorded in a Minute Book.
- 12.15 A special meeting of the Committee may be called by the Chair or any 2 Committee members.
- 12.16 Decisions by the Committee shall be taken by majority vote, with each Committee member having 1 vote.
- 12.17 The Chairperson shall have a deliberative and a casting vote on matters decided by the Committee.
- 12.18 Any member of the Committee, who fails to attend 3 consecutive Committee meetings without having timeously submitted acceptable reasons, shall be deemed to have resigned as a Committee member.
- 12.19 If such Committee member wishes nonetheless to retain his/her committee membership, he/she may make representations in writing to the Chairperson explaining his/her absence. The Chairperson's decision, in consultation with the Committee, shall be final.
- 12.20 If a Committee member is guilty of dereliction of his/her duties as a Committee member, the remaining Committee members may ask him/her to resign, or may by majority vote (excluding the Committee member concerned) expel such member from the committee.
- 12.21 The Committee may co-opt an eligible member to fill the place of a Committee member whose place on the Committee has been vacated. Such co-opted Committee member shall have the vote and serve for the remaining term of the person replaced.
- 12.22 All Committee Meetings, unless otherwise decided in exceptional circumstances when reasons must be given and recorded, must be open to attendance by Club members, as observers.
- 12.23 The minutes of all Committee meetings must be e-mailed to any member who requests a copy.

13.0 POWERS AND DUTIES OF THE COMMITTEE

Without limiting the generality of the powers conferred upon the Committee in terms of this Constitution, the Committee shall have the following specific powers.

13.1 The Committee shall have the power to make, amend and/or rescind the Rules and Regulations of the Club. If such amendments affect the rights and/or obligations of Hangar Owners and/or their hangars and/or that of Aircraft Owners and/or their aircraft, they shall be given 30 days written notice of the proposed amendment/s, unless circumstances require urgent amendment to the Rules and Regulations in which event the relevant amendment will become effective upon such date as may be determined by the Committee.

13.1.1 Any amendment to the Rules and Regulations shall be communicated to members by e-mail and by posting details of the amendments on the notice board in the Club House for such period as the Committee may decide, provided such period shall be no less than 2 weeks.

13.1.2 The Rules and Regulations, as amended, shall become effective from the date upon which notice is placed on the notice board in the Club House.

13.1.3 Ignorance of the Rules and Regulations, including any amendments so promulgated, shall not be a defence against any disciplinary action which the Committee may take against a member for failing to comply with any Rule or Regulation.

13.2 The Committee may appoint such staff as is required for the efficient running of the Club and to determine their remuneration and duties.

13.3 The Committee may institute legal proceedings on behalf of the Club or defend legal proceedings instituted against the Club.

13.4 The Committee may co-opt a maximum of 3 extra members to the Committee, who shall have no vote.

13.5 The Committee may appoint and re-appoint and/or terminate sub-committees for any purpose, but the term of office of such sub-committees shall end at the conclusion of its brief or within 30 days after the end of the term of office of the then-present Committee, whichever should occur first, unless the new Committee re-appoints such sub-committee before the expiry of the said 30 day period, with or without amending its brief.

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- 13.6 The Committee may levy members for the use of the aerodrome and Club facilities.
- 13.7 The Committee shall open and operate a bank account or accounts in the name of the Club with such Bank or Banks as the Committee may from time to time decide.
- 13.8 All cheques drawn on the bank account of the Club shall be signed by any 2 members of the Committee, as determined by the Committee. The Committee shall, at its first meeting, appoint at least three Committee members, one of whom shall be the Treasurer, authorized to sign cheques of the Club, provided always that one signatory shall always be the Treasurer or the Treasurer's nominee.
- 13.9.1. The Committee shall run the Club according to good business principles.
- 13.9.2 Subject to 13.9.4, the Committee shall not be entitled to sell or alienate any assets of the Club, of which the value is more than R150,000, unless a notice was placed on the notice board in the Club House and emailed to all full members at least 2 business days prior to the agreement regulating such sale or alienation being concluded or, if such agreement is concluded before the notice is placed as aforesaid, prior to such agreement becoming unconditional (it being recorded that such sale or alienation must be made subject to the Committee placing a notice on the notice board as contemplated in this paragraph 13.9.2). The Committee shall, likewise, give 2 business days notice (by notice posted on the notice board in the Club House and by email to all full members) of its intention to acquire or purchase any assets or retain any services or maintenance and repairs to any club asset, fixed or moveable for, or incur any debt of, more than R150,000.
- 13.9.3. The Committee may dispense with the 2 business days requirement if urgency or special circumstances require it, provided the Chairperson certifies it as such and immediately thereafter a notice is placed on the notice board for such period and a copy of such notice is emailed to the members. This exemption will not apply to buying and selling of aircraft.
- 13.9.4 The Committee shall not be entitled to purchase or sell any aircraft of the Club unless a notice was emailed to all full members and placed on the notice board of the Club House for at least 30 days prior to the agreement regulating such purchase or sale being concluded or, if such agreement is concluded before the notice is placed as aforesaid, prior to such agreement becoming unconditional (it being recorded that such purchase or sale must be made subject to the Committee communicating a notice as contemplated in this paragraph 13.9.4). Such notice shall provide full details of the intended transaction and a copy of such notice shall also be emailed to all members at the same time that it is placed on the notice board of the Club House.
- 13.9.5 The Committee shall use reasonable endeavours to communicate with the general membership at least bi-monthly via a newsletter, which may distributed to the membership via e-mail.

14.0 FINANCE

- 14.1 The Committee shall keep proper books of account in respect of all financial transactions of the Club and retain such records for a period of at least 5 years.
- 14.2 The Committee shall ensure that a copy of the audited financial statements of the Club shall be provided to members together with notice of, and presented at, the Annual General Meeting and be available for perusal by any member.
- 14.3 Before the Club incurs any loan or financing of any nature, whose value exceeds R100,000,, the Committee shall communicate (i) full details of such intention to all members by prominent notice placed on the notice board in the Club House and emailed to all members; and (ii) call a Special General Meeting of members so as to obtain authority to proceed.
- 14.4 Funds available for investment may only be invested at a registered financial institution as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984.

15.0 DISCIPLINARY PROCEDURE

- 15.1 The Committee may cancel the membership of any member who has been found guilty, during disciplinary proceedings, of misconduct or conduct prejudicial to the interests of the Club.
- 15.2 The Committee shall notify the member by registered letter of the decision of the Committee to cancel such member's membership.
- 15.3 Any Committee member found, in a disciplinary hearing, to be guilty of misconduct or conduct prejudicial to the interests of the Club may be expelled from the Committee and be prohibited from serving on any Committee or sub-committee/s of the Club for a period of 2 years.
- 15.4 A member disciplined as above shall not be entitled to any abatement or refund of his/her annual subscription fees and shall continue to be liable for any unpaid annual subscription fees and for any other amount due to the Club.

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16.0 MISCONDUCT AND PREJUDICIAL CONDUCT

Without prejudice to the generality thereof, misconduct and/or or conduct prejudicial to the interests of the Club shall include the following

16.1 Any material or repeated contravention of the provisions of this Constitution and/or Rules or Regulations.

16.2 Failure to discharge any indebtedness to the Club after due demand.

16.3 Any material or repeated contravention of applicable aviation-related legislation or of any other aviation-related statutory regulation, no matter where the contravention occurred.

17.0 WINDING UP

17.1 Upon the winding up of the Club, the remaining assets shall be transferred to another club, association or organization with the same or similar objects of this Club and which is also exempt of paying Income Tax in terms of Section 10(1)(cB)(i)(ee) of the Income Tax Act.

17.2 The procedure to be followed regarding the transfer of assets aforementioned and the payment of debts shall be decided by the members at a Special General Meeting called for that purpose.

18.0 AMENDMENT OF THE CONSTITUTION

18.1 Any amendment to the Constitution shall require a two thirds majority of members eligible to vote and present at an Annual or Special General Meeting called for that purpose.

18.2 Any amendments to this Constitution shall require the written approval of the Receiver of Revenue.