

CONSTITUTION

of

THE MOUNTAIN CLUB OF SOUTH AFRICA - KWAZULU-NATAL SECTION

1. The Section shall be called the **MOUNTAIN CLUB OF SOUTH AFRICA – KWAZULU-NATAL SECTION**.

2. The headquarters of the Section shall be in the Province of KwaZulu-Natal.

3. **LEGAL STATUS**

3.1 The Section is a body corporate with its own legal identity which is separate from its individual members. Accordingly, the Section may own property, enter into contracts and sue or be sued in its own name.

3.2 The Section is a non-profit organisation established for the sole object of promoting mountaineering as a recreational past time on a non-professional basis.

3.3 The Mountain Club of South Africa has a federal structure. The Section is a member of the Mountain Club of South Africa.

4. **OBJECTS**

The objects of the Section shall be to:

4.1 Organise and facilitate mountaineering and climbing.

4.2 Procure and protect real rights in and access to mountains and mountain areas.

4.3 Initiate and support actions towards protecting the natural beauty and wilderness character of mountains and to promote their effective conservation management.

4.4 Promote the safety and training of mountaineers and climbers.

4.5 Organise search and rescue parties.

4.6 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.

4.7 To work constructively with governments and other organisations in the pursuit of the above objectives.

5. **POWERS**

The Section shall have the powers necessary for it to attain its objects including, but

not limited to, the powers to:

- 5.1 Acquire, dispose of or deal generally with, in whole or in part, any property, movable or immovable, including servitudes and other rights of any description.
- 5.2 Raise loans secured, if need be, by mortgage bonds, debentures or otherwise upon the Section's property and to take on hire, for long or short periods, such goods or property, moveable or immovable, as may be necessary.
- 5.3 Build or assist other bodies, public or private, to build mountain or climbing hostels, rest huts and shelters and to use in any way, including by donation or loan or otherwise, its funds for these purposes.
- 5.4 Open and operate banking accounts.
- 5.5 Accept donations and to make donations to public or private bodies or institutions with the same or similar objects and, to co-operate with other bodies, either permanently or temporarily, for some specific purpose connected or associated with or intended to further the interests of the Section.

6. **RESTRICTIONS ON POWERS**

- 6.1 The funds of the Section shall:
 - (a) Be used solely for the objects for which the Section has been established.
 - (b) Not be distributed otherwise than in the attainment of the Section's objects.
- 6.2 The Section shall not make any donations to its members or office bearers, nor shall it pay any remuneration, as defined in the Fourth Schedule to the Income Tax Act, 1962, to any employee, office bearer, member or other person which is excessive having regard to what is generally considered reasonable in the sector and in relation to the services rendered.
- 6.3 Subject to 5.4 and 6.4 the Section is limited to investing its funds:
 - (a) With a financial institution as defined in Section 1 of the Financial Services Board Act, 1990;
 - (b) In securities listed on the Stock Exchange as defined in Section 1 of the Stock Exchanges Control Act, 1985; or
 - (c) In such other prudent investments in financial instruments and assets as the Commissioner for the South African Revenue Service. determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-profit Organisations.
- 6.4 The Section may retain in the form in which it was acquired any investment obtained by way of donation, bequest or inheritance, provided that the investment is not a business undertaking or trading activity or an asset which is used in such business undertaking or trading activity.
- 6.5 The Section shall not carry on any business, undertaking or trading activity otherwise than as permitted by Section 30 (3) (iv) of the Income Tax Act, 1962.

- 6.6 The Section shall not accept any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purpose and conditions of such donation.
- 6.7 The Section shall not benefit any person economically in a manner which is not consistent with its objects.
- 6.8 The Section shall not use any of its resources directly or indirectly to support, advance or oppose any political party.

7. MEMBERSHIP

The members of the Section shall consist of:

- 7.1 Ordinary Members; (OM) and Ordinary Joint (OJ)
- 7.2 Country Members; (CM) and Country Joint (CJ)
- 7.3 Life Members; (LM)
- 7.4 Honorary Members; (HM)
- 7.5 Temporary Members;
- 7.6 Junior Members (JM)
- 7.7 Student Members (SM)
- 7.8 Family Members (FM)

8. ELECTION OF MEMBERS

- 8.1 Applications for membership shall be made in writing, which includes a data message sent via an electronic communication, on the form prescribed by the Committee from time to time. Each application shall be supported by the signatures of two members as proposer and seconder who shall be members of at least two years standing and further supported by the signature of a member of the Committee, should either proposer or seconder not be a member of the Committee, whose signature may take the form of a supporting email or data message, which in the opinion of the Committee can be reliably identified as having been sent by that person.
- 8.2 All applications for membership shall be considered and decided by the Committee at general Committee meetings which shall include a meeting held by means of an electronic communication, or by round robin.
- 8.3 The Committee may request an applicant to take part in Club activities for a probationary period.
- 8.4 The names of applicants for membership must be included in the regular newsletters or circulars of the Section.
- 8.5 No person shall be eligible as an ordinary member of the Section unless he or she has attained the age of seventeen years.

- 8.6 The election shall be effected by the unanimous vote of the members present at a duly constituted Committee meeting.
- 8.7 The Committee may, by unanimous vote at a constituted meeting thereof, elect any person or persons to Temporary Membership of the Section.

Temporary Members shall be subject to such terms as to entrance fees, subscriptions, period of membership, duties and entitled to such rights as may be imposed by the Committee in its discretion at the time of election. No person may be a temporary Member for longer than ninety days from the date of his election to membership.

Temporary Members may not vote at any meeting of the Section nor may they be counted as members for the purpose of determining whether or not a quorum as required by clause 25 hereof is present at any meeting.

- 8.8 Bona fide members of recognised university, technikon and school mountain clubs and bona fide students of such institutions shall not be required to pay the prescribed entrance fee in the event of their being accepted as members of the Section.

9. FAMILY MEMBERS:

A child of a member who has not attained the age of thirteen years shall be eligible for Family Membership upon the following conditions:

- 9.1 A full member may make written application for his or her child to be admitted to family membership.
- 9.2 A Family Member:
- (a) shall have no voice in any proceedings in the Section, neither shall he or she have voting rights nor be entitled to propose or second any candidate for membership.
 - (b) shall otherwise be entitled to such privileges of membership as may be prescribed by the Committee from time to time, but when utilising his or her privileges of membership shall at all times be accompanied by his or her parents who shall be responsible for the conduct of such Family Member.
- 9.3 Family Membership shall cease when the child concerned reaches the age of thirteen years. Within a period of three months prior to attaining the above age, he or she may make written application to the Committee for Junior Membership, which application may be granted or refused by the Committee at its discretion.

10. JUNIOR AND STUDENT MEMBERS:

- 10.1 A person who has attained the age of thirteen years and has not yet attained the age of eighteen years may be admitted as a Junior Member.
- 10.2. A Junior Member:
- (a) on reaching the age of eighteen years, shall no longer be eligible for Junior Membership and shall cease to be a member of the Section unless within a period of twelve months prior to attaining the above age, he or she makes

written application to the Committee for Student Membership or Ordinary Membership, which application may be granted or refused by the Committee at its discretion.

- (b) shall have no voting rights nor be entitled to propose or second any candidate for membership.

10.3 A Student Member:

- (a) is a person between the ages of 18 and 25 years who is a bona fide student at a tertiary learning institution who may be admitted as a student member.
- (b) shall have no voting rights nor be entitled to propose or second any candidate for membership.
- (c) on reaching the age of 25 shall no longer be eligible for Student Membership and shall cease to be a member of the Section, unless within a period of twelve months prior to attaining the above age he or she makes written application to the Committee for Ordinary (full) Membership, which application may be granted or refused by the Committee at its discretion.

10.4 Junior and Student Members:

- (a) shall otherwise be entitled to such privileges of membership as may be prescribed by the Committee from time to time.

11. **COUNTRY MEMBERS:**

11.1 The Committee may decide from time to time whether or not a member shall be classed as a Country Member and may from time to time vary such decision.

11.2 A Country Member shall be entitled to all the privileges of membership, save such as the Committee may determine.

12. **LIFE MEMBERS:**

Any Ordinary or Country member of not less than five years standing who is not indebted to the Section for subscriptions or other dues, may become a Life Member if he or she has rendered meritorious services to the Section, provided that Life Membership for this reason shall be conferred by the unanimous vote of the members present at a General Meeting of the Section only.

13. **HONORARY MEMBERS:**

13.1 The Committee shall have power to elect suitable persons to be Honorary Members of the Section, either permanently or temporarily.

13.2 The Committee may from time to time in its discretion impose conditions as to Honorary Membership, and may from time to time in its discretion vary such conditions.

14. SUBSCRIPTIONS:

- 14.1 Ordinary and Country Members shall pay such entrance fee and annual subscriptions as may be determined from time to time by the Section in General Meetings.
- 14.2 The entrance fee and first subscription shall be paid at the time of application for membership and thereafter the annual subscription shall become due on the 1st day of January each year. The entrance fee and first subscription of anyone whose application for membership is refused shall be refunded.
- 14.3 Honorary Members shall not be liable for either entrance fee or annual subscription, and Life Members shall from time of election be exempt from annual subscriptions.
- 14.4 Non-members who take part in any activities organised by the Section may, at the discretion of the Committee, be required to pay a special fee.
- 14.5 Family Members, Junior Members and Student Members shall not be liable for any entrance fee or subscription but shall be liable for such fees as may be prescribed by the Committee from time to time.
- 14.6 Where an application be granted to transfer from Junior or Student Member to Ordinary Member, he or she shall become liable for the new Membership subscriptions as from the start of the next financial year after the date when his or her transfer was approved. If at the date of approval of transfer, he or she was a Junior or Student Member for more than two years, the entrance fee shall be waived.

15. RESIGNATION AND REMOVAL:

- 15.1 Members who wish to resign may do so by notifying the Honorary Secretary in writing and tendering all subscriptions and other charges due and unpaid at the time the resignation is received by the Honorary Secretary. Members will be considered responsible for the payment of their annual subscriptions in the absence of a written resignation actually received by the Honorary Secretary. Members who have resigned or been deprived of membership under paragraph 15.3 below, shall be eligible for re-election in the manner provided by paragraph 8 above. They shall not, however, be required to pay any further entrance fee but shall pay such of the annual subscriptions subsequent to the date of their resignation or deprivation of membership as the Committee may determine.
- 15.2 The Committee by a unanimous vote given at a meeting, of which at least fourteen days' notice has been given to committee members, shall have the power to deprive a member of his membership for good and sufficient reasons. At least fourteen days' notice of this meeting shall be given to the member concerned who shall be given the opportunity of making a representation to the Committee at the meeting. The member concerned shall be notified in writing by the Honorary Secretary of his loss of membership within fourteen days of the Committee's decision.
- 15.3 The Committee shall have power to deprive a member of his membership in the event of such member's subscriptions or other dues being due and unpaid for one year; provided that written notice has been given to the defaulting member advising him of the action proposed not less than seven days before the meeting. The person deprived of membership shall be notified in writing by the Honorary Secretary within fourteen days of the Committee's decision.

15.4 Any member who has been deprived of membership under these rules shall have the right of appeal to the Section in a general meeting. A person desiring so to appeal may require the Honorary Secretary to raise his appeal at the general meeting following on his deprivation of membership by giving the Honorary Secretary written notice which shall be received by the Honorary Secretary not less than fourteen days before the general meeting at which the appeal is to be considered. At any general meeting of the Section considering the appeal, such person shall himself be entitled to address the members on the subject of his appeal. The decision of the general meeting on such an appeal shall be final.

16. **OFFICERS:**

The officers of the Section shall be a President, Vice-President(s), an Honorary Secretary and an Honorary Treasurer. The Vice-President shall be elected by the Section in a General Meeting. In the absence of the President, a Vice-President or a Committee member may preside over a General Meeting of the Section.

17. **MANAGEMENT:**

17.1

- (a) The affairs of the Section shall be managed by a Committee, which shall consist of the President, the Honorary Secretary, the Hon. Treasurer, and seven other members of the Section. The Committee may, in its discretion, appoint assistants to either or both the Honorary Secretary and the Honorary Treasurer. If the Committee so decides, either or both of these assistants shall be members of the Committee.
- (b) All of these members save the assistant Honorary Secretary and Assistant Honorary Treasurer shall be elected at the annual general meeting of the Section and shall hold office until the next succeeding annual general meeting, but shall be eligible for re-election.
- (c) Notices calling for nominations as Officers or Committee Members (except Vice-Presidents) shall be given not less than six weeks before the holding of the annual general meeting. Such nominations shall be signed by two members of at least two years standing as proposer and seconder respectively and by the nominee accepting nominations and shall indicate the position for which the member has been nominated, and shall be in the hands of the Honorary Secretary not later than three weeks before the holding of the annual general meeting. The Honorary Secretary shall, not less than fourteen days before the annual general meeting, notify all members in writing of the names of the members nominated the proposer and seconder in each case, and the position for which the member has been nominated.
- (d) Nomination of anyone as an officer of the Section (excluding Vice-Presidents) shall be deemed to be a nomination of that member as a Committee Member in the event of him or her not being elected as an Officer of the Section.
- (e) If nominations for any office bearer are not received, members present may be proposed and seconded verbally at the annual general meeting, provided that they indicate their acceptance. Nomination for Committee Members,

regardless of the number proposed and seconded prior to the annual general meeting, may also be proposed and seconded verbally at the annual general meeting provided they indicate their acceptance. A member not present, who has not been nominated as in 17.1(c) or 17.1(d) above, shall not be eligible for election.

- (f) Should more nominations than required to fill vacancies be received the issue shall be determined by ballot.
- (g) Casual vacancies of the Committee may be filled for the remaining portion of the year by the Committee, who shall report such action to the next annual general meeting.

17.2

- (a) Meetings of the Committee may be convened by the Honorary Secretary at any time and shall be convened on the written request of the President or of any three members of the Committee. If for any reason the Honorary Secretary fails to convene a meeting which has been properly requested, any member of the Committee may convene the meeting of the Committee which has been so requested.
- (b) The Committee may conduct its meetings and adjourn and otherwise regulate its proceedings as the members of the Committee think fit.
- (c) The President shall chair meetings of the Committee at which he or she is present. At any meeting at which the President is not present within ten minutes after the time appointed for holding the meeting the members present may elect one of their number to be the chairperson of the meeting.
- (d) At a meeting of the Committee each member shall have one vote. Questions arising at a meeting shall be decided by a majority of votes.
- (e) A resolution signed by all of the members of the Committee shall be as valid as if passed at a duly convened meeting of the Committee.
- (f) Minutes shall be kept of the proceedings of the Committee and a record of the persons present at each meeting. The minutes shall be signed by the member who chairs the meeting and shall be available at all times for inspection or copying by any member of the Committee.

17.3 The power of the Committee to act for the Section shall be unlimited except by this Constitution and any special directions which may be given at a General Meeting of the Section but, in particular and without prejudice to the generality of the foregoing, the Committee shall have the following powers:

- (a) The Committee may co-opt any member or members of the Section to serve on the Committee or on any sub-committee thereof, during the term of office of such Committee or sub-committee.
- (b) The Committee may frame rules relating to camps, activities, expeditions, conduct of all meetings and the management of property belonging to the Section, provided that all such rules which are intended to operate permanently shall be reported to a general meeting, which may supplement or alter or cancel any of them.

- (c) The Committee may frame rules for the issuing of membership cards and badges to members.
- (d) The Committee may frame rules granting concessions to members of allied or affiliated sections and associations.
- (e) In any matter not specifically provided for hereunder the Committee shall have full power to act but shall report any action at the next annual general meeting.
- (f) The Committee may appoint sub-committees and delegate any of its powers to such sub-committees; provided that the Committee shall remain responsible to the Section for the actions of such sub-committees, and provided that at least one member of each sub-committee shall be a member of the Committee,

18. BANK ACCOUNT:

The Committee shall open and operate such bank accounts and savings accounts as shall be necessary for the management of the Section's affairs and the investment of surplus funds. The Section's banking and savings account shall be operated upon under the joint signatures of any two of three members of the Committee nominated for that purpose by the Committee.

19. FINANCIAL YEAR END:

The Section's financial year end shall be 31st December of each year.

20. FINANCIAL RECORDS:

The Committee shall ensure that the Section keeps proper records and books of account which fairly reflect the affairs of the Section.

21. ANNUAL FINANCIAL STATEMENTS:

21.1 The Committee shall ensure that annual financial statements are prepared for each financial year.

21.2 A copy of the annual financial statements shall be made available to members at the annual general meeting.

22. TRUSTEES:

All immovable property or any interest therein shall be vested and transferred to two trustees who shall be appointed at a general meeting of the Section and shall hold office until their resignation, death or removal by a resolution of the Section in a general meeting. Notwithstanding this section, however, the acquisition or disposition of any immovable property or any interest therein and the transfer, lease or mortgage thereof shall only be effected under the authority of a resolution of the Section at a

general meeting. The notice calling such a general meeting shall state the general tenor of the resolution to be passed and shall be given not less than fourteen days before the date of the meeting.

23. GENERAL MEETINGS:

23.1 The annual general meeting shall be held during the first quarter of each year. On the written request of ten members or of the President, the Honorary Secretary shall call a special general meeting of the Section. Such meetings shall be held at such places and at such times as the Committee, or failing directions from the Committee, as the President may determine. At least fourteen days' notice of such general meetings shall be given to all members resident in South Africa.

23.2 At each annual general meeting an Honorary Auditor shall be appointed who shall audit the books and accounts of the Section for the ensuing financial year.

24. NOTICES:

Any notice to a Member shall be deemed to be duly delivered when it has been posted to that member or delivered by hand at the address of that member as furnished on his application for membership or as subsequently advised to the Honorary Secretary in writing by or on behalf of the member before the date of giving such notice.

25. QUORUM AND VOTING:

The number of members present at any meeting to form a quorum shall be:

Committee Meeting:	FOUR members;
General Meeting:	TWENTY members

Should the quorum not be present within thirty minutes of the time fixed for the holding of the meeting, the meeting in question shall stand adjourned to a date agreed upon by those present, being not less than seven and not more than twenty-eight days later. At least two days' notice of such adjourned meeting shall be given to all persons entitled to receive notice of the meeting at which a quorum was not present. Such notice shall be given by the Honorary Secretary at the request in writing of the persons present at the meeting at which a quorum was not present. At such adjourned meeting those members present shall be deemed to be the requisite quorum. At all meetings, each member shall have one vote and the Chairman of the meeting shall have both a deliberative and a casting vote, provided that no member whose subscription is not paid up may exercise his vote.

26. WAIVER AND INDEMNITY:

The Section or its members shall not be liable for any accident, damage or injury sustained during any activity of the Section, whether caused by negligence or otherwise, to the person or property of any person, whether a Section member or not, and no suits, or actions may be brought against the Section or any of its members in respect of such accident, damage or injury. In the event of a claim being made

against the Section or any of its members by or on behalf of any minor in respect of accident, damage or injury to the person or property of such minor, the guardian or guardians of such minor shall indemnify the Section and the members against the claim.

27. DISSOLUTION:

27.1 The Section may be dissolved by resolution of the members taken at a special general meeting convened as in this Constitution provided and called especially for the purpose of considering whether or not the Section shall or shall not be dissolved.

27.2 The resolution dissolving the Section shall:

- (a) Declare the Section dissolved.
- (b) Appoint a Committee of not less than three persons who shall have agreed in writing beforehand to act, to attend to the winding up of the Section's Affairs. This Committee is hereinafter called the Liquidation Committee.
- (c) Appoint two members of the Liquidation Committee as trustees under clause 22 hereof.
- (d) Direct how the assets of the Section which remain after the discharge of all of the Section's liabilities shall be paid to some other organisation which has objects similar to those of the Section provided that:
 - (i) If the Section is registered as a non-profit organisation, then the other organisation with similar objects must also be registered as a non-profit organisation; or
 - (ii) If the Section is registered as a non-profit organisation and as a public benefit organisation, then the other organisation which has similar objects must also be a public benefit organisation as defined in the Income Tax Act which has been exempted from the payment of income tax.

27.3 If both existing Trustees are members of the Liquidation Committee, they shall continue to act as such and it shall not be necessary to appoint new trustees under this clause. If one of the existing Trustees is a member of the Liquidation Committee, then he shall continue so to act and it shall be necessary under this clause to appoint only one other member of the Liquidation committee as a Trustee.

If any Trustee ceases to hold office after the dissolution of the Section as herein provided for, the Liquidation Committee shall have power to appoint a Trustee in his place.

28. INTERPRETATION:

In case of doubt as to the meaning or interpretation of this Constitution and any rules framed thereunder, the Committee shall be the final arbiter and its decision shall be binding until such time as a general meeting by resolution shall amend the relevant clause of the Constitution or rule framed thereunder.

29. **ADDITIONS AND AMENDMENTS:**

- 29.1 No amendment of or addition to this Constitution shall be made except at an annual general meeting or a special general meeting of the Section. Not less than fourteen days' notice of the proposed amendment or addition shall be given to all members resident in South Africa. Should, however, three-quarters of the members of the Section be present at a duly constituted general meeting and vote for an amendment or addition of which no notification had been given as provided in this section, such amendment or addition shall, nevertheless, be valid, and shall forthwith be notified in writing to all members of the Section by the Honorary Secretary.
- 29.2 If the Section is registered as a non-profit organisation, then any amendment to the constitution shall be submitted to the Directorate for Non-profit Organisations. If the Section is registered as a public benefit organisation then in addition to submitting amendments to the constitution to the Directorate for Non-profit Organisations they shall also be submitted to the Commissioner for the South African Revenue Service.

----- END -----

Chronology of amendments since 1991

- 1991 Creation of associate membership category. (Now called Junior and Student members.) [Clause 10]
- 1993 Increase of number of ordinary committee members from six to seven. [Clause 17.1 (a)]
- 1994 Financial year end changed to 31st December. [Clause 19]
AGM changed to occur in the first quarter of the year. [Clause 23.1]
- 1996 The Section changed its name from Natal Section to KwaZulu-Natal Section [Clause 1]
- 1998 Waiver and indemnity altered [Was clause 16; now clause 26]
- 2001 Old clause 15 b viii; limitation of utilization of funds to the objects of the Section. Changed in 2001 but subsequently reworded in 2004. [Clause 6.1]
- 2004 Entire constitution revised to bring the Section in line with tax, non-profit organisation and public benefit organisation legislation as well as to align the Section's constitution with the National MCSA constitution. [Many clauses introduced and entire document restructured and renumbered accordingly.]
- 2011 Associate Membership separated and renamed as Junior and Student Membership [Clauses 7.6; 7.7; 10]
- 2016 Membership applications revised to allow electronic application for membership and approval [Clauses 8.1 and 8.2]