



CONSTITUTION OF WESTERN CAPE CLIMBING

(Non Profit Organisation registration number: NPO 130-033)

which is referred to in this Constitution as "**the Federation**".

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1. INTRODUCTION

- 1.1 The Federation is to pursue the Main Objects and the Ancillary Objects, relating to the promotion, administration, development and co-ordination of amateur rock-climbing in Western Cape, and as such the Federation qualifies as a Public Benefit Organisation as contemplated in section 30 of the Income Tax Act. A copy of the approval given by the Commissioner will form part of this Constitution as if it was annexed hereto as at the Signature Date.
- 1.2 The Main Objects of the Federation shall be to carry on Public Benefit Activities for the benefit of the general public at large, of which all the activities of the Federation will be carried out in a non-profit manner with an altruistic and philanthropic intent - without any direct benefit accruing to any Member nor any of the Officers or employees of the Federation otherwise than stated herein.

2. DEFINITIONS

2.1 In this Constitution:

2.1.1 unless clearly inconsistent with or otherwise indicated by the context, the following words and phrases will have the corresponding meanings assigned to them and cognate expressions will have similar meanings:-

2.1.1.1 **"the Act"** means the Nonprofit Organisations Act, 71 of 1997, as may be amended or replaced from time to time;

2.1.1.2 **"Ancillary Objectives"** means such objects which are ancillary and/or incidental to the Main Objectives as contemplated in Clause 4.2;

2.1.1.3 **"the Federation"** refers to the acronym of the non-governmental, Non Profit Organisation known as "Western Cape Climbing";

2.1.1.4 **"Business Day"** means any day, other than a Saturday, Sunday or official public holiday in the Republic;

2.1.1.5 **"Club"** means any entity, including associations of persons and companies, whether corporate, not-

for-profit or otherwise, within the geographical jurisdiction of the Federation, which members participate in Competition Climbing in any form whatsoever;

- 2.1.1.6 **"Club member"** means a natural person who is a member of any Club registered with the Federation as envisaged in this Constitution;
- 2.1.1.7 **"the Commissioner"** means the Commissioner for the South African Revenue Service;
- 2.1.1.8 **"Connected Person"** means, in relation to any person, the spouse of that person or a relative of either his/her spouse related within the third degree of consanguinity, including the adopted children of that person;
- 2.1.1.9 **"the Companies Act"** means the Companies Act 71 of 2008, as may be amended or replaced from time to time;
- 2.1.1.10 **"Competition Climbing"** means the amateur sport of climbing in all its forms, both indoor and outdoor, on artificial surfaces and rock;
- 2.1.1.11 **"the/this Constitution"** means this constitution together with the annexures hereto;
- 2.1.1.12 **"the Director"** means the Director of Non Profit Organisations as contemplated in the Act;
- 2.1.1.13 **"Founding Members"** means the signatories to this Constitution;
- 2.1.1.14 **"general meeting"** means an annual general meeting or a special general meeting;
- 2.1.1.15 **"the Income Tax Act"** means the Income Tax Act, 58 of 1962 as amended, and includes any replacement or successor legislation;
- 2.1.1.16 **"Main Objectives"** means the principal objects of the Federation as contemplated in Clause 4.1;
- 2.1.1.17 **"the Management Committee"** means the Committee of Officers elected in accordance with Clause 24 from time to time;

- 2.1.1.18 **"Member"** means a Club who holds a membership in, and specified rights in respect of the Federation;
- 2.1.1.19 **"Non Profit Organisation"** means a non profit organisations as contemplated in the Act;
- 2.1.1.20 **"Officers"** means such office-bearers appointed to the Management Committee of the Federation in accordance with the procedures of Clause 21 hereof;
- 2.1.1.21 **"Olympic Charter"** means the Olympic charter published by the International Olympic Committee, as may be amended or replaced from time to time;
- 2.1.1.22 **"Poll"** means voting conducted in written form (as opposed to a show of hands);
- 2.1.1.23 **"Public Benefit Activities"** means public benefit activities as contemplated in section 30(1) read with Part 1 of the ninth schedule of the Income Tax Act or any such activities determined by the Minister of Finance by notice in the Gazette which are benevolent in nature, having regard to the needs, interests and well-being of the general public;
- 2.1.1.24 **"Public Benefit Objective"** means a public benefit objective as contemplated in section 30(1) of the Act;
- 2.1.1.25 **"Public Benefit Organisation"** means a Public Benefit Organisation as contemplated in section 30 of the Income Tax Act and approved by the Commissioner;
- 2.1.1.26 **"the Republic"** means the Republic of South Africa;
- 2.1.1.27 **"SANCF"** refers to the non-governmental, non-profit, public benefit organisation known as the South African National Climbing Federation; and
- 2.1.1.28 **"Signature Date"** means the date on which the last party signs this Constitution;
- 2.1.1.29 **"IFSC"** means the International Federation of Sport Climbing

- 2.1.1.30 **"Member(s)"** means the District Sport Federations administering the sport code and affiliated to the Western Cape Climbing Federation as referred to in clause 9.
- 2.1.1.31 **"Regulations"** mean the regulations adopted by the SANCF or in terms of this constitution to
- 2.1.1.32 regulate the administration of Western Cape Climbing
- 2.1.1.33 **"Rules"** mean the rules of the SANCF and Western Cape Climbing
- 2.1.1.34 **Laws and By-laws** mean the laws and by-laws of the SANCF and Western Cape Climbing
- 2.1.1.35 **"Selection Committee"** means a Selection Committee as constituted in terms of Clause 31
- 2.1.1.36 **"South Africa"** means the Republic of South Africa
- 2.1.1.37 **"SASCOC"** means the South African Sports Confederation and Olympic Committee
- 2.1.1.38 **"SRSA"** means the South African Department of Sport and Recreation
- 2.1.1.39 **"DCAS"** means the WC Department of Cultural Affairs & Sport
- 2.1.1.40 **WCPSC** means the Western Cape Provincial Sport Confederation
- 2.1.2 any reference to any statute, regulation or other legislation shall be a reference to that statute, regulation or other legislation as at the Signature Date, and as amended or substituted from time to time;
- 2.1.3 if any provision in a definition is a substantive provision conferring a right or imposing an obligation on any party then, notwithstanding that it is only in a definition, effect shall be given to that provision as if it were a substantive provision in the body of this Constitution;
- 2.1.4 where any term is defined within a particular clause other than this Clause 2, that term shall bear the meaning ascribed to it in that Clause wherever it is used in this Constitution;

- 2.1.5 where any number of days is to be calculated from a particular day, such number shall be calculated as excluding such particular day and commencing on the next day; if the last day of such number so calculated falls on a day which is not a Business Day, the last day shall be deemed to be the next succeeding day which is a Business Day;
- 2.1.6 any reference to "person" shall include a reference to both natural and juristic persons as the context dictates;
- 2.1.7 any reference to days (other than a reference to Business Days), months or years shall be a reference to calendar days, months or years, as the case may be; and
- 2.1.8 the use of the word "including" followed by a specific example/s shall not be construed as limiting the meaning of the general wording preceding it and the eiusdem generis rule shall not be applied in the interpretation of such general wording or such specific example/s.

3. **NAME AND LEGAL PERSONALITY**

- 3.1 "The Federation" established pursuant to this Constitution shall be known as "*Western Cape Climbing*".
- 3.2 The Federation is a voluntary association of persons established within the Republic and has a corporate existence and identity separate of its Members, Officers and employees. The Federation shall continue in existence notwithstanding changes in the composition of the aforementioned. It shall have all of the legal powers and capacity of a natural person except to the extent that:
 - 3.2.1 it is incapable of exercising any such power, or having such capacity; and
 - 3.2.2 it shall have no legal power or capacity if such act or event caused by the Federation shall result in the contravention of the Main Objects and the Ancillary Objects.
- 3.3 Members and Officers shall have no rights in and to the assets of the Federation solely by virtue of such membership and/or office.
- 3.4 Subject to Clause 3.6 the administrative language of the Federation is English and it shall be used:-

- 3.4.1 in all records, archives, minutes, correspondence, communications, handbooks, circulars and other documentation of the Federation; and
- 3.4.2 at all meetings, workshops, seminars, programmes, sessions, competitions, championships and other events under the auspices or control of the Federation.
- 3.5 Notwithstanding the provisions of Clause 3.4, no person may be discriminated against on the basis of language and, subject to a ruling by the president of the SANCF on the language to be used for the purposes of a meeting everyone is free to use his language of choice, provided that, if any person elects to use a language other than English and any assistance by an interpreter or translation into English is required by or on behalf of the Federation, such assistance or translation shall be for that person to arrange and at his costs, provided further, that if no such assistance or translation is forthcoming, neither the Federation nor any of its Officers, officials, employees or persons acting for or on its behalf will be held responsible for any misunderstanding and/or the consequences thereof that may result from such use of a language other than English.
- 3.6 For the purpose of effective communication the Federation may, in its sole and unfettered discretion, use any other language than English as and when the occasion demands it, provided that such use is not to the detriment or potential detriment of its administrative and/or operational effectiveness.
- 3.7 The Federation shall register as a Public Benefit Organisation (PBO) or Non-Profit Organisation (NPO) and shall not distribute its annual profits among members of management.

4. **AIMS AND OBJECTIVES OF THE FEDERATION**

4.1 **Principal Objectives**

- 4.1.1 the Federation is a Non-Profit Organisation which objects must be interpreted in line with an object to conduct Public Benefit Activities as contemplated in the Income Tax Act. The Federation is created principally to:
- 4.1.1.1 develop the sport of Competition Climbing within Western Cape;
- 4.1.1.2 organise and administer the sport of Competition Climbing within Western Cape;

4.1.1.3 organise, supervise and run competition climbing events in Western Cape for the purpose of the selection of a provincial team to compete in National events organised or endorsed by the SANCF; and

4.1.1.4 along with the appropriate body, make suitable recommendations for the issuance of Western Cape colours, or any other form of climber recognition;

4.2 Ancillary Objectives

4.2.1 Generally support, encourage and further develop Competition Climbing in Western Cape and on a national level;

4.2.2 Eliminate as far as possible all forms of racial discrimination in Competition Climbing;

4.2.3 Provide technical education to Western Cape climbers where appropriate;

4.2.4 Co-operate with any bodies regarding the promotion and public recognition of Competition Climbing in Western Cape and on a national level;

4.2.5 Along with the appropriate body, make suitable recommendations for the issuance of Western Cape colours, or any other form of climber recognition;

4.2.6 Promote a drug free Competition Climbing sport;

4.2.7 Work with individuals and organisations to raise funds for the pursuance of the objectives contained in this Constitution;

4.2.8 Liaise and affiliate with other compatible organisations; and

4.2.9 Initiate effective succession planning to strengthen the leadership within Western Cape.

4.2.10 to promote the interests of the Federation, and its components, and its athletes, and to uphold the Rules of the IFSC, SANCF and the Federation and to uphold the rules relative to the eligibility of athletes to compete under the rules of the IFSC, SANCF and the Federation;

4.2.11 to administer the Federation and its components under the jurisdiction of the Federation;

- 4.2.12 to inquire into any irregularities that may occur during the Federation or those of competitions, or in the course of the administration, that have come to its notice;
- 4.2.13 to hear appeals against the decisions of Members, and to pronounce upon such appeals;
- 4.2.14 to hold Inter-Provincials and Provincial championship meetings in the Federation and its components including individual, team and championships;
- 4.2.15 to attend to the selection of athletes who are to represent the Federation;
- 4.2.16 to provide for the keeping of official lists of records of performances;
- 4.2.17 to decide upon the nature, award and protection of Provincial and other colours;
- 4.2.18 to maintain the principle of non-discrimination in respect of race, gender, religion, disability and political views;
- 4.2.19 to declare invalid any district Federation or component meeting or competition held within the jurisdiction of the Federation but which does not conform to the rules and regulations.

4.3 **Affiliation**

- 4.3.1 The Federation is to observe the general and fundamental principles of the:
 - 4.3.1.1 International Federation of Sport Climbing and the Olympic Charter;
 - 4.3.1.2 South African Sports Confederation and the Olympic Committee;
 - 4.3.1.3 SANCF;
 - 4.3.1.4 World Anti-Doping agency, the South African Institute for Drug Free Sport, and any other similar organisations established for this purpose,
 - 4.3.1.5 as may be published by that relevant organisation from time to time.
- 4.3.2 The Federation shall ensure that it is affiliated with the SANCF.

5. **WAYS AND MEANS OF ACHIEVING OBJECTIVES**

- 5.1 The aims and objectives of the Federation may inter alia be achieved by:
- 5.1.1 affiliation with the SANCF;
 - 5.1.2 affiliation with the Western Cape Provincial Sport Confederation;
 - 5.1.3 facilitate in providing suitable grounds, premises, equipment and other conveniences necessary for the holding and organising of amateur meetings;
 - 5.1.4 the acquisition in a legal manner of such movable or immovable property as may be required to achieve the aims and objectives of the Federation;
 - 5.1.5 entering into such negotiations and concluding such contracts and agreements as may be lawfully undertaken by an incorporated body and are not incompatible with the aims and objectives of the Federation.
 - 5.1.6 raising funds for any purpose which may be deemed necessary.

6. **STATUS AS NON PROFIT ORGANISATION AND PUBLIC BENEFIT ORGANISATION**

- 6.1 The income and property of the Federation shall be applied solely towards the promotion of its Main Objects and Ancillary Objects and no portion thereof shall be paid, transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever, to Members or to its subsidiaries, provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any Officer or employee of the Federation or to any Member thereof in return for any services actually rendered to the Federation.
- 6.2 Amendments to the Constitution of the Federation shall be made according to the procedure and in accordance with the provisions of the Act and subject to the approval of the Director and the Commissioner.
- 6.3 Notwithstanding any other provision contained in this Constitution:

- 6.3.1 at all times, at least 3 (three) Officers shall not be Connected Persons;
- 6.3.2 no single person shall, directly or indirectly, control the decision-making powers relating to the Federation;
- 6.3.3 save as otherwise provided herein, the income of the Federation shall not be distributed to any person otherwise than in the course of undertaking Public Benefit Activities as contemplated in the ninth schedule to the Income Tax Act;
- 6.3.4 save, as otherwise provided herein, the income of the Federation shall be used solely for the purpose of the Main Objects and Ancillary Objects;
- 6.3.5 the Federation shall not knowingly be a party to any transaction, operation or scheme which sole or main purpose is or was the reduction or postponement or avoidance of liability for any tax, duty or levy that, but for the transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other act administered by the Commissioner;
- 6.3.6 the Federation shall not pay excessive remuneration, as contemplated in the fourth schedule to the Income Tax, to an Officer, employee, Member or other person or any Connected Person in relation to the aforementioned persons, having regard to what is generally considered reasonable in relation to the service rendered or such employment;
- 6.3.7 the Federation shall comply with the reporting requirements determined by the Commissioner from time to time; and
- 6.3.8 the Federation shall not use its assets or income directly or indirectly, to support, advance or oppose any political party.

7. **WINDING-UP/LIQUIDATION**

- 7.1 The Federation may be voluntarily wound-up by way of a special resolution of its Members.
- 7.2 Upon dissolution of the Federation, its net assets must be distributed in the manner set out below:
 - 7.2.1 no past or present Member or Officer of the Federation, or person appointing an Officer of the Federation, is entitled to any part of the net value of the Federation after its obligations

and liabilities have been satisfied; and

- 7.2.2 the entire net value of the Federation must be distributed to a person (including but not limited to one or more non-profit companies, registered external non-profit companies carrying on activities within the Republic, voluntary associations, non-profit trusts or government bodies) having objectives similar to the Main Objects, provided that such a person must be:
 - 7.2.2.1 approved as a Public Benefit Organisation by the Commissioner; or
 - 7.2.2.2 an institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any Public Benefit Activity; or
 - 7.2.2.3 a department of state or administration in the national, provincial or local sphere of government in the Republic as contemplated in s 10(1)(a) or (b) of the Act.
- 7.3 In the event that the net assets of the Federation cannot be distributed as set out in Clause 7.2.2 above, the distribution of assets will take place as resolved by:
 - 7.3.1 the Officers, and if no Officers are appointed/holding office, the Members, at or immediately before the time of its dissolution; or
 - 7.3.2 a court, if the Members or Officers fail to make such a determination.

8. **FEDERATION RECORDS**

- 8.1 The financial year end of the Federation shall be the last day of February each year.
- 8.2 The Federation must have a separate banking account from which its financial transactions will be conducted and all withdrawals from which will be on the signatures of at least two authorised persons.
- 8.3 The Management Committee shall ensure:
 - 8.3.1 that all money due to the Federation is collected and received and that all payments authorised by the Federation are made;

- 8.3.2 that correct books and accounts are kept showing the financial affairs of the Federation, including full details of all receipts and expenditure connected with the activities of the Federation;
 - 8.3.3 that all cheques, electronic transfers and other negotiable instruments must be approved by any 2 (two) members of the committee or nominees of the committee, being members or employees authorised to do so by the committee;
 - 8.3.4 that all documents are to be kept in a safe place.
- 8.4 Notwithstanding Clause 8.1 above, the competition year of the Federation shall follow that of the SANCF.

9. **MEMBERSHIP**

- 9.1 The Federation consists of three categories of members, namely:
 - 9.1.1 Members (Districts); and
 - 9.1.2 Associate Members
 - 9.1.3 Honorary Life Members
- 9.2 The jurisdictions of Members shall be limited by the boundaries of the districts they represent and the current affiliates are:
 - 9.2.1 Cape Town Metropole: Western Cape Climbing Metropole District Confederation (WCCMDC)
 - 9.2.2 Cape Winelands: Western Cape Climbing Winelands District Confederation (WCCWDC)
 - 9.2.3 Overberg: No Member currently
 - 9.2.4 Central Karoo: No Member Currently
 - 9.2.5 West Coast: Western Cape Climbing West Coast District Confederation (WCCWDC)
 - 9.2.6 Eden: No Member Currently
- 9.3 A District Confederation seeking to be affiliated to Western Cape Climbing District Confederations and the WCPSC District Federations may apply to the Secretary of the Federation in the form determined by the WCPSC District Federation from time to time, enclosing a copy of its duly adopted Constitution, a declaration that it will adhere to the

Constitutions of IFSC, SANCF, WCPSC District Federation and Western Cape Climbing District Federation, a complete membership list and such other information as may be required by the Federation. The Secretary shall submit applications for affiliation to the next Federation meeting for consideration and the EXCO shall in turn submit all such applications, with a recommendation, to the next Annual General Meeting.

- 9.4 A District Federation which has constituted itself as representing the Western Cape Climbing District Confederation in a district and which has submitted an application for affiliation to the WCPSC District Federation may be granted provisional affiliation until the next Annual General Meeting, by the EXCO of the Western Cape Climbing District Confederation, on such further terms and conditions as it may in its discretion determine.
- 9.5 Applications for affiliation shall be considered by the AGM, upon recommendation by the EXCO of the Federation and upon approval, a member shall serve as a Provisional Member for a period of 12 months or until it has complied with the requirements of clause 9.7
- 9.6 A Provisional Member shall have all the rights and privileges of membership, save that its representative at General, EXCO and other meetings of the Western Cape Climbing District Confederation shall be entitled to speak and vote.
- 9.7 A Member shall be deemed to be in good standing for the purposes of any meeting of the Western Cape Climbing District Confederation if it remains properly constituted and was represented at the most recent AGM of the Western Cape Climbing District Confederation, has held a district AGM and a district championship event within the prior 12 months and has during that period attended any two District Confederation meetings. Whilst it remains "not in good standing", a Member shall be entitled to attend, but not to speak or vote, at any meeting. A Member may at any time redeem its good standing by fulfilling the requirements herein.
- 9.8 A Member shall have jurisdiction over all Western Cape Climbing District Confederation matters within its geographic area of jurisdiction, subject to the overall authority of the Western Cape Climbing District Confederation, Western Cape Climbing Federation and the General Meeting in terms of this Constitution.

9.9 **General**

- 9.9.1 Membership in the Federation shall be open to all Clubs, situated within the geographical jurisdiction of Western Cape, who wish to compete or be involved in Competition Climbing.

For the avoidance of doubt, natural persons who wish to participate in the activities of the Federation shall do so by becoming members of a Club.

9.9.2 Members of the Federation must:

- 9.9.2.1 at all material times, subject to Clause 9.9.2.2 below, have at least 10 (ten) Club members, provided that, in the event that a Club not does have 10 (ten) Club members as at the date it applies for Membership in the Federation, such Club must have at least 5 (five) Club members to satisfy the requirements for membership;
- 9.9.2.2 apply in writing, (in such application form as determined by the Management Committee from time to time) for membership under the obligation to be bound by the terms of this Constitution of which the written application must include a prominent statement that it will support the Main Objects and Ancillary Objects of the Association;
- 9.9.2.3 together with its application for membership:
 - 9.9.2.3.1 submit a copy of its founding documents;
 - 9.9.2.3.2 pay the appropriate membership fee and/or other costs when making application for membership, as determined by the Management Committee from time to time;
 - 9.9.2.3.3 submit its proposed colours and logo(s) to be used by it; and
- 9.9.2.4 have satisfied the criteria of membership as determined by the Management Committee from time to time – without limiting the discretion of the Management Committee to consider other factors for approving membership, the board must ensure that membership is granted so to specifically achieve the Main Objects and/or Ancillary Objects.

9.9.3 The Management Committee may:

- 9.9.3.1 refuse membership in its sole and absolute discretion without giving any reasons therefore;

and

- 9.9.3.2 resolve that the proposed colours and/or logo(s) of the Club is inappropriate/unacceptable, upon which the Member shall be obliged, within 10 days of receipt of notice from the Federation, to submit an alternative proposal to it for consideration by the Management Committee.
- 9.9.4 A membership fee and/or other costs, as the Management Committee in its sole discretion determines, shall be payable by Members on an annual basis.
- 9.9.5 Where a Club member had previously been a member of another club, a release letter from the previous club (whether in Western Cape or within another Province) must be submitted together with the required application forms when application is made for Club membership at the relevant Club.
- 9.9.6 The voting rights of a member shall be suspended if:
 - 9.9.6.1 it fails to pay any membership fees due and payable to the Federation;
 - 9.9.6.2 the number of Club members fall below 10;
 - 9.9.6.3 it uses Club colours and/or logo(s) without the requisite authorisation by the Federation; or
 - 9.9.6.4 it does anything which the Management Committee determines to be in contravention with this Constitution, the Main Objects or the Ancillary Objects.

9.10 Cessation of membership

- 9.10.1 Membership by a Club in the Federation shall terminate:
 - 9.10.1.1 upon the expiration of the period of at least one month's notice in writing to the Federation of the Member's intention to do so;
 - 9.10.1.2 if, at any time, notwithstanding anything contained in this Constitution, the Management Committee, by ordinary resolution, removes a Member, after having given written notice to and allowing it to make representations; provided that such removal must be confirmed by a special resolution of Members entitled to vote in a meeting convened for

that purpose. Considerations for termination of membership, inter alia, include:

- 9.10.1.2.1 wilful violations of this Constitution or any other reasonable rules adopted by the Federation for its operations;
 - 9.10.1.2.2 wilful conduct prejudicial to the interests of the Federation;
 - 9.10.1.2.3 a failure to meet and maintain the initial qualifications for membership in the Federation;
 - 9.10.1.2.4 failure by a Member to attend at least two consecutive Members' meetings without prior written pardon by the Member for reasons acceptable to the Management Committee; or
 - 9.10.1.2.5 the Member is no longer committed and/or the Member has not fully shown commitment to furthering the Main Objects and Ancillary Objects of the Federation.
- 9.10.1.3 if a Club, after a period of 3 (three) years after obtaining Membership in the Federation, fails to have at least 10 (ten) Club members;
 - 9.10.1.4 if such Member is liquidated, wound-up or placed under Business Rescue as contemplated in the Companies Act, whether compulsorily or voluntarily;
 - 9.10.1.5 if such Member commits any act of insolvency or where a Member is deemed unable to pay its debts in terms of the Act, the Companies Act or the Close Corporations Act, whichever is applicable.

9.11 Indemnity

- 9.11.1 No Club shall approve membership of any Club member unless the Club member indemnified the Federation and the Club or any officers, employees or agents of the aforementioned in writing for all and any liability or loss of whatsoever nature, including, direct or indirect damages or loss sustained to any person or property (including consequential loss or damages)

in competitions (or any other climbing event) organised or endorsed by the Federation.

9.11.2 Each Member shall procure that such indemnity be contained in its standard application for membership.

10. **ORGANISATION OF THE FEDERATION**

10.1 The principal constituent bodies of the Western Cape Climbing Federation are:

10.1.1 The General Meeting

10.1.2 The Executive Committee [EXCO]

10.1.3 The Management Committee [MANCO]

10.2 Other Committees and Sub-committees may be constituted by the principal constituent bodies in conformity with the provisions of the Constitution as need arises.

11. **MEMBERS' MEETINGS**

11.1 The Federation is required to convene Members' meetings:

11.1.1 annually, provided that no more than fifteen months must elapse between the date of one annual general meeting and that of the next and an annual general meeting must be held within six months after the expiration of the financial year of the Federation; and

11.1.2 whenever 33% (thirty three percent) of the Members demand a Members' meeting of which such meetings may be held at any time.

11.1.3 The General Meeting is the supreme authority of the Federation and an Annual General Meeting shall be held once every year on a date to be fixed by the Management Committee.

11.1.4 A Special General Meeting shall be convened by the Secretary pursuant to a resolution of the Management Committee, or upon receipt of a requisition signed on behalf of at least three Members. A Special General Meeting shall be called within 21

days after receipt by the Secretary of the said resolution or requisition as the case may be.

12. **NOTICE OF GENERAL MEETINGS**

12.1 A General Meeting shall be convened by the Secretary upon 21 days (in the case of an AGM) and 15 days (in the case of a SGM) written notice of the time and venue thereof, to Members, Executive Committee and Management Committee members as well as Honorary Life Members at their address of record with the Western Cape Climbing District Federations, provided that any failure on the part of any one or more of them to receive such notice, shall not invalidate such meeting.

12.2 The minimum number of days for the Federation to deliver notice in writing of a Members' meeting is in respect of:

12.2.1 the annual general meeting, 21 (twenty one) days;

12.2.2 a meeting called for the passing of a Special Resolution, 15 (fifteen) days; and

12.2.3 any other special Members' meetings, 15 (fifteen) days.

12.2.4 The Federation may call a special members' meeting (including a meeting where a special resolution is to be passed) with less notice than required by this Constitution, but such a meeting may proceed only if every person who is entitled to exercise voting rights in respect of any item on the meeting agenda –

12.2.4.1 is present at the meeting; and

12.2.4.2 votes to waive the required minimum notice of the meeting.

12.3 The authority of the Federation to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication is not limited or restricted by this Constitution.

12.4 Any notice of a motion to be tabled at the Annual General Meeting must reach the Secretary not less than 10 days before such a meeting.

12.5 The Secretary shall circulate the agenda of an AGM to all Members, Executive Committee, Management Committee and Honorary Life members at least 10 days prior to the meeting.

12.6 The notice convening a SGM shall include its agenda, including any motion submitted for consideration at such meeting by the Management Committee or the requisitioning Members.

12.7 The President may in the exercise of his/her discretion determine shorter periods than the periods stipulated in clauses 12.1 and 12.2, provided that the periods so determined shall not be less than 14 days and 7 days respectively, and are subsequently condoned by the General Meeting.

13. **REPRESENTATION AT GENERAL MEETINGS**

13.1 Every Member (District) shall be entitled to be represented at the General Meetings by two delegates at General Meetings.

13.2 Delegates of Members shall be entitled to participate in the business of the Annual General Meeting only if the Member are represent, is in good standing as at the date of the meeting in question.

14. **QUORUM AT GENERAL MEETINGS**

14.1 No Members' meeting may commence nor may any matter be considered unless a quorum of Members is present. Save as otherwise provided herein, 5% (five percent) of the Members personally present will be a quorum.

14.2 If, within 30 (thirty) minutes after the appointed time for a meeting to begin has elapsed and sufficient Members to establish quorum is not present –

14.2.1 for that meeting to begin, the meeting is postponed without motion, vote or further notice, for one week; or

14.2.2 for consideration of a particular matter if there is:

14.2.2.1 other business on the agenda of the meeting, consideration of that matter may be postponed to a later time in the meeting without motion; or

14.2.2.2 no other business on the agenda of the meeting, the meeting is adjourned for 1 (one) week, without motion or vote; and

- 14.3 if at an adjourned meeting a quorum is not present within 30 (thirty) minutes from the time appointed for the meeting, the Members present will be quorum.
- 14.4 Where a quorum is established for a meeting to begin or a matter to be considered, the meeting may continue, or the matter may be considered as long as 75% (seventy five percent) of Member's attending the meeting remain present.
- 14.5 The maximum period allowable for an adjournment of a Members' meeting may not exceed the earlier of:
- 14.5.1 the date that is 20 (twenty) Business Days after notice of such meeting was given by the Association; or
 - 14.5.2 the date that is 10 (ten) Business Days after the date on which the adjournment occurred.
- 14.6 No business will be transacted at the resumption of any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- 14.7 The president or, failing him, the vice-president of the Management Committee (or if more than 1 (one) of them is present and willing to act, the most senior of them) will be the chairperson of each general meeting. If no chairperson or deputy chairperson is present and willing to act, the Members present will elect one of the Officers or, if no Officer is present and willing to act, a Member, to be chairperson of that general meeting.

15. **PROCEDURE AT GENERAL MEETINGS**

- 15.1 At General Meetings the President shall preside, or in his or her absence, the Vice President. In the absence of both of them, the Members present shall elect a Chairperson.
- 15.2 The agenda of the Annual General Meeting shall be disposed of in the following order:
- 15.2.1 Scrutiny of delegates' credentials;
 - 15.2.2 Reading of the Notice of Meeting;
 - 15.2.3 agreement of the agenda;

- 15.2.4 Reading and adopting the minutes of the previous Annual General Meeting and of any Special General Meetings during the period;
- 15.2.5 Consideration of the President's annual report;
- 15.2.6 Consideration of the audited statements of account for the preceding financial year;
- 15.2.7 Consideration of any Notices of Motion;
- 15.2.8 Election of the Executive and Management Committees;
- 15.2.9 Election of honorary members.
- 15.2.10 Appointment of auditors.
- 15.2.11 to receive from the Management Committee reports on the activities of the Federation during the last preceding financial year; and
- 15.2.12 other appropriate matters.
- 15.2.13 The agenda of a Special General Meeting shall be disposed of in the order specified below:
 - 15.2.13.1 Scrutiny of delegates' credentials;
 - 15.2.13.2 Reading of the Notice of Meeting;
 - 15.2.13.3 Consideration of any Notice of Motion or report submitted by the Management Committee
 - 15.2.13.4 No motion or amendment on the agenda of General Meetings may be withdrawn without the approval of the Meeting. If the Member which has submitted a motion is not present at a meeting, any other Member present may move it.

16. **VOTING AT GENERAL MEETINGS**

- 16.1 All matters requiring a resolution shall be decided by a show of hands, or if so resolved by the meeting, or so ruled by the President of the meeting, by secret ballot. All elections shall be conducted by secret ballot.
- 16.2 In all meetings except the AGM, Members and the members of the Executive and Management Committees shall have one (1) vote each.

In the event of a tie the President of the meeting, shall, in addition to his/her ordinary vote, have a casting vote.

16.3 Annual general meetings and other special meetings will be held at such a time and place as the Management Committee appoints, irrespective of whether the location is within the Republic or elsewhere.

17. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

17.1 The Officers must ensure that minutes of meetings are kept, reflecting, inter alia:

17.2 all appointments of Officers made by the Management Committee;

17.3 the names of the Officers present at each Management Committee meeting, and of any committee of Officers; and

17.4 all resolutions and proceedings at all meetings of the Federation and the Officers, and of committees of Officers, and every Officer present at any Management Committee meeting or committee of directors must sign his name in a book to be kept for that purpose. The minutes of the meetings must be distributed at least 5 (five) days before the next meeting and will be confirmed as a true record of proceedings at the next meeting of Officers and signed by the president.

18. PROXIES

18.1 A Member is entitled to appoint a proxy to attend, speak or vote (whether on a show of hands or Poll) in his stead at any general meeting.

18.2 A proxy need not be a Member of the Federation.

18.3 The holder of a general or special power of attorney, whether he/she is himself a Member or not, given by a Member will be entitled to attend meetings and to vote, if duly authorised under that power to attend and take part in the meetings.

18.4 The instrument appointing a proxy:

18.4.1 must be in writing under the hand of the appointee or his/her duly authorised agent;

18.4.2 the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of

authority, must be delivered to the Federation not less than 48 (forty eight) hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default of complying herewith, the instrument of proxy will not be treated as valid;

18.4.3 will not be valid after the expiration of 6 (six) months from the date when it was signed, unless so specifically stated in the proxy itself;

18.4.4 cannot be used at an adjourned meeting which could not have been used at the original meeting; and

18.4.5 must be in the following form or as near thereto as circumstances permit:

I, _____, of _____, being a Member of **WESTERN CAPE CLIMBING**, hereby appoint

_____ OF _____ or failing him

_____ OF _____ or failing him

_____ OF _____ or failing him

as my proxy to vote for me and on my behalf at the annual general/members' meeting (as the case may be) of the Federation to be held on _____ and at any adjournment thereof as follows:

In favour of Against Abstain

Resolution to _____

Resolution to _____

Resolution to _____

(Indicate instruction to proxy by way of a cross in space provided above.)

Signed on _____ at _____.

Signature

19. MEMBER RESOLUTIONS

- 19.1 For an ordinary resolution to be adopted at the Members' meeting, it must be supported by at least 50% (fifty percent) of the Members who voted on the resolution.
- 19.2 For a special resolution to be adopted at a Members' meeting, it must be supported by at least 75% (seventy five percent) of the Members which voted on the resolution.
- 19.3 At any general meeting a resolution put to vote will be decided on a show of hands if no Poll is demanded on or before the declaration of the result of a show of hands. A Poll may only be demanded by:
- 19.3.1 the president/chairperson of the meeting; or
 - 19.3.2 not less than 1/3rd (one-third) of the Members having the right to vote at the general meeting.
- 19.4 In the case of an equality of votes, the president/chairperson of the meeting at which the vote takes place will be entitled to a second or casting vote.
- 19.5 On a show of hands, or in the event that voting was conducted by way of Polling, at a general meeting, a declaration by the president/chairperson as to the result of the voting on any particular resolution and an entry to that effect in the minutes will be conclusive proof of that result, without proof of the number or proportions of votes recorded in favour of, against and as abstaining from such resolution.
- 19.6 If a Poll is demanded at a general meeting -
- 19.6.1 on the election of a president/chairperson or on an adjournment, the Poll will be taken immediately and in such manner as the general meeting determines, and a Poll on any other question will be taken at such time and in such manner as the president/chairperson of the general meeting directs;
 - 19.6.2 the result of the Poll will be deemed to be the resolution of the general meeting at which the Poll was demanded;
 - 19.6.3 the demand will not preclude the general meeting from considering any question other than that on which the Poll has been demanded unless the general meeting decides otherwise; and

19.6.4 the demand may be withdrawn at any time.

19.7 No objection will be taken to the admission or rejection of any vote except at the general meeting at which the vote in dispute is cast, or, if it is adjourned, the resumption thereof. The chairperson of that general meeting or resumed general meeting will determine any issue raised by such objection and his determination shall be final and binding.

19.8 The president/chairperson of any general meeting will determine the procedure to be followed at that meeting.

20. **NOTICES OF DISTRICT CONFEDERATIONS MEMBERS' MEETINGS**

20.1 A notice may be given by the Federation to any member by way of any electronic notification, which includes inter alia, email, facsimile etc.

20.2 Notice of every Members' meeting will be given in any manner authorised by the Management Committee to the Members. No other persons will be entitled to receive notice of Members' meetings.

20.3 A notice of a Members' meeting must be in writing, and must include:

20.3.1 the date, time and place for the meeting, and the record date for the meeting;

20.3.2 the general purpose of the meeting, and any specific purpose, if applicable;

20.3.3 a copy of any proposed resolution of which the Federation has received notice, and which is to be considered at the meeting, and a notice of the percentage of voting rights that will be required for that resolution to be adopted; and

20.3.4 in the case of an annual general meeting of the Federation the financial statements to be presented or a summarised form thereof.

20.4 The Members are required to provide satisfactory identification.

21. **ELECTION OF OFFICE BEARERS FOR MANAGEMENT COMMITTEE**

21.1 The office bearers of Western Cape Climbing, namely the President, the Vice President, the Secretary, the Treasurer shall be elected at an AGM, for a period of three consecutive terms. Elections of office

bearers shall accordingly occur:

- 21.1.1 At every third AGM, which shall be in a non-Olympic year, ("an electoral AGM"), save to the extent provided to the contrary herein.
- 21.2 All the nominations for these posts shall be submitted in writing to the Secretary at least 14 days prior to the meeting. Nominations for the position of President and Vice President shall be accompanied by a written and signed motivation of his/her candidacy. Only Members may submit nominations, which shall be signed by the President of the Member in question and include an acceptance of the nomination by the nominee.
- 21.3 The incumbent members of the Executive and Management Committees, which includes the office bearers, shall retire immediately prior to the commencement of an election, except for the President who will automatically become a Past-President and will continue to preside until the completion of the election. It follows that only Members shall be entitled to vote in an election. This will exclude the Past-President, whose function will be to enable the newly elected President to successfully take over and continue the ongoing functions of the Past-President.
- 21.4 The Office Bearers and Members of the Executive and Management Committees shall be elected in the following order:
- 21.4.1 President
- 21.4.2 Vice President
- 21.4.3 Secretary
- 21.4.4 Treasurer
- 21.4.5 The representatives of the affiliated districts will be nominated by the relevant districts.
- 21.5 The Management Committee will consist of the following Executive Committee members:
- 21.5.1 President
- 21.5.2 Vice President
- 21.5.3 Secretary
- 21.5.4 Treasurer

21.6 The Management Committee will oversee the day to day running of the Federation.

22. MEETINGS OF THE EXECUTIVE AND MANAGEMENT COMMITTEES

22.1 Meetings of the Executive Committee shall meet at least four (4) times per year on dates to be determined by the AGM or shall be convened by the Secretary pursuant to a direction of the President, who shall also determine the agenda for such meetings. The President shall be obliged to call a meeting upon receipt of a written request from at least two members of the Committee.

22.2 At least 10 days written notice of the date, time and place for meetings shall be given, but if convenient, the President may direct that meetings may be held by telephone or video conference call, or by telephonic or written round-robin communication.

22.3 A quorum for meetings of the EXCO shall be 50% of members thereof, plus one member.

22.4 The President, or in his absence, the Vice President, or in the absence of both of them, a member of the EXCO, elected by the meeting, shall be the President of a meeting of the EXCO or MANCO.

22.5 Members of the EXCO and MANCO Committees will have one vote each and in the event of an equality of votes, the President of the meeting shall have a casting vote.

22.6 Minutes of EXCO and MANCO meetings shall be circulated to all members within 14 days of a meeting.

23. POWERS AND DUTIES OF THE EXECUTIVE AND MANAGEMENT COMMITTEES

23.1 In addition to any powers and duties granted to the Executive and Management Committees in this Constitution, the following further powers shall vest in them:

23.1.1 When vacancies occur in the offices of President, Vice-President, Secretary, Treasurer, to fill such vacancies from amongst the members of the EXCO, to hold office until the next General Meeting, when an election shall be held to fill such vacancy, notwithstanding that such General Meeting is not an elective AGM.

- 23.1.2 To deal exclusively with all communication to and from the National Federation, the WC Provincial Sport Confederation, and other communications.
- 23.1.3 To decide where meetings of the Federation shall be held;
- 23.1.4 To bid for, decide on and control National Competitions and to inform Members of decisions in this regard.
- 23.1.5 To decide on and allocate and control all Provincial and inter-provincial Championships and any other provincial competition, and to report to the Annual General Meeting in this connection;
- 23.1.6 To nominate delegates to any body with which the Federation is affiliated.
- 23.1.7 To appoint the delegates to the SANCF meetings, AGM, SAGM, etc.
- 23.1.8 To make the following appointments from time to time, from amongst its number or by co-option, as it deems fit, together with such other functions as may be appropriate:
 - 23.1.8.1 a Development officer;
 - 23.1.8.2 a Financial Committee with the President ex officio a member;
 - 23.1.8.3 a Coach and Officials;
 - 23.1.8.4 An auditor.
- 23.2 To prepare and maintain a database of registered athletes.
- 23.3 To approve all provincial teams selected, team managers and other officials of such teams.
- 23.4 To convene an Annual General Meeting of the Federation every year.
- 23.5 To consider any violation or infringement of the Constitution, Rules and Regulations of the Federation, code of conduct and to take the necessary action in terms of this Constitution.
- 23.6 To prosecute, or take action against, any athlete or person who attempts to obtain any award dishonestly, or has so obtained it.
- 23.7 To suspend temporarily or permanently any person who has been convicted of misbehaviour or dishonourable practices in regard to the activities of the Federation and to restore the status of such a person

in accordance with the finding of the Annual General Meeting, if a Member has proposed a motion to this effect.

- 23.8 To hear appeals against the decisions of Members and to pronounce on these.
- 23.9 To consider at every meeting a report on the financial affairs of the Federation.
- 23.10 To submit to the Annual General Meeting an annual report.
- 23.11 To manage and control all financial matters of the Federation and to submit to the Annual General Meeting an audited financial report, and financial statements for the previous financial year (1 March to 28 February). If the Annual General Meeting is held before 28 February, a provisional financial statement shall be submitted, in which case the audited financial report and financial statements shall be sent to all Members within 30 Days of the AGM.
- 23.12 To open current accounts for the Federation, and to draw, receive and endorse cheques, bills of exchange and IOU's in connection with the financial business of the Federation: to pay out any honorarium upon which the EXCO and MANCO may decide.
- 23.13 To agree to the settlement of the travel and subsistence expenses of any athlete or official when funds are available;
- 23.14 To appoint a legal advisor and an honorary auditor at its first meeting after the Annual General Meeting
- 23.15 To seek and approve of all sponsorships that may be decided upon by the Management Committee
- 23.16 To approve any provincial participation by athletes under the jurisdiction of the Federation
- 23.17 To do everything that is desirable for the affairs of the Federation, in keeping with its accepted aims and subject to the conditions of this Constitution and to directions of the Annual General Meeting.
- 23.18 is to control and manage the affairs of the Federation, and
- 23.19 may exercise all such functions as may be exercised by the Federation, other than those functions prohibited by this Constitution;
- 23.20 has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Federation;

- 23.21 shall arrange all disciplinary hearings; and
- 23.22 shall appoint and delegate representatives to any the Federation event competitions.

24. **CONSTITUTION AND MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

- 24.1 The Founding Members shall elect the first Officers of the Federation and assign such designations as required in terms hereof to each of them.
- 24.2 Save for those Officers elected by the Founding Members to be the first Officers, the Management Committee is to consist of the Officers elected at the Annual General Meeting of the Federation under Article15
- 24.3 The following procedure shall apply to the election of Officers to the Management Committee:
 - 24.3.1 nominations of candidates for election as Officers of the Federation:
 - 24.3.1.1 must be made in writing, signed by 2 (two) Members of the Federation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - 24.3.1.2 must be delivered to the secretary of the Federation at least 7 (seven) days before the date fixed for the holding of the annual general meeting at which the election is to take place;
 - 24.3.2 if insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting;
 - 24.3.3 if insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies and may be filled by the Management Committee as it deems fit;
 - 24.3.4 voting shall occur by way of Polling;

- 24.3.5 if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected; and
- 24.3.6 if the number of nominations received exceeds the number of vacancies to be filled, a Poll is to be held.
- 24.3.7 The Management Committee shall consist of the following portfolios:
- 24.3.7.1 the president;
 - 24.3.7.2 the vice-president;
 - 24.3.7.3 the secretary; and
 - 24.3.7.4 the treasurer.
- 24.3.8 The president and vice-president shall not be members of the same Club.
- 24.3.9 Where the president is elected as the president of the SANCF, that president shall relinquish provincial presidency.
- 24.3.10 Each elected member of the Federation will, subject to this Constitution, hold office until the conclusion of the annual general meeting following the date of the Member's election, but is eligible for re-election subject to Article 21.
- 24.3.11 Each elected member, having a specific designation, shall not serve for more than 3 (three) consecutive terms acting within that designation.
- 24.3.12 In the event of a vacancy occurring in the elected membership of the Management Committee, the Management Committee may appoint a Member of the Federation to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 24.3.13 Save as otherwise provided herein, the Management Committee will determine portfolios as it deems fit.
- 24.3.14 Officers shall disclose any conflict of interest which may exist in a deliberation of the Management Committee and shall not vote on any matter they have a conflict of interest in. Officers may be asked to be absent from Management Committee discussions in which the Management Committee considers they have a conflict of interest. A register shall be kept by the

Secretary of any conflicts of interest disclosed, or considered to exist by the Management Committee.

25. **REMOVAL OF OFFICERS**

25.1 The Members may remove any Officer by ordinary resolution once special notice has been given and the Officer has been given a reasonable opportunity to make representations. This power remains regardless of:

25.1.1 anything mentioned in this Constitution;

25.1.2 any agreement between the Federation and the Officer; and

25.1.3 the fact that the Officer's prescribed term has not expired.

25.1.4 Over and above the provisions of any other law which may prohibit a person from acting in a fiduciary capacity, the office of any Officer will be vacated if the Officer:

25.1.4.1 is declared mentally unfit;

25.1.4.2 resigns his office by notice in writing to the Federation;

25.1.4.3 compounds with his/her creditors;

25.1.4.4 is directly or indirectly interested in any contract or proposed contract with the Federation and fails to declare his/her interest and the nature thereof;

25.1.4.5 absents himself/herself from meetings of the Management Committee for six consecutive months without the leave of the other Officers, and they resolve that his office will be vacated; or

25.1.4.6 is no longer committed to furthering the objects of the Federation.

25.2 Any failure by the Federation at any time to have the minimum number of Officers as required by this Constitution does not limit or negate the authority of the Management Committee, or invalidate anything done by the Management Committee.

26. **FORFEITURE OF OFFICE**

26.1 If any member of the Executive and Management Committees or any other committee absents himself without leave from two successive meetings, it shall be presumed that he/she has forfeited his/her office.

27. **HEAD OFFICE**

27.1 The Head Office of the Federation shall be situated at the place decided upon by the Management Committee at its first meeting after the Annual General Meeting.

27.2 Should the Management Committee decide to move the Head Office all members must immediately be notified of the new address and the Head Office must be established at the new address within two (2) months.

28. **DELEGATION OF MANAGEMENT COMMITTEE TO SUB-COMMITTEE OR COMMISSION**

28.1 The Management Committee may, in writing, delegate to 1 (one) or more sub-committees or Commissions (consisting of such Member or Members of the Federation, or any other person, as the Management Committee deems fit) the exercise of such of the functions of the Management Committee which are specified in the instrument of appointment.

28.2 Any act or thing done or suffered by a sub-committee or Commission acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.

28.3 The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.

28.4 A sub-committee or Commission may meet and adjourn, as it thinks proper.

29. **VOTING AND DECISIONS**

29.1 Questions arising at a Management Committee meeting or of any sub-committee or Commission are to be determined by a majority of the votes.

29.2 Each Officer present at a Management Committee meeting or of any sub-committee or Commission appointed by the Management Committee (including the person presiding at the meeting) is entitled to 1 (one) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30. **MEMBERS**

30.1 Conditions for affiliated membership:

30.2 Members shall consist of district Federations which have affiliated in terms of Clause 9.

30.3 Each Member may decide upon its colours subject to the approval of the Management Committee and the District sports council.

30.4 No Member shall be allowed to use or to adopt the provincial emblems of the Federation without the consent of the EXCO.

30.5 Members shall be responsible for ensuring that all athletes who compete at District, Provincial or National Championships or in any International competitions shall be registered with the Federation.

30.6 Reports of members: Every Member shall, if requested in writing by the Management Committee, submit a report on its activities within a specified period.

31. **SELECTION COMMITTEE AND CRITERIA**

31.1 The Management Committee shall from time to time establish a selection system consisting of selection committees and selection criteria for representative teams for Federation and its components.

31.2 The selection system shall in addition provide for the election or appointment of members of selection committees, any minimum qualifications or attributes required for selection or appointment, terms

of office and any other matters it deems necessary to regulate the activities of such committees.

32. **HONORARY LIFE MEMBERS**

- 32.1 There shall never be more than six (6) Honorary Life Members.
- 32.2 Nominations, along with a report outlining the services rendered to Federation, shall be submitted to the Executive Committee for consideration at least 30 days before the AGM.
- 32.3 When the number of acceptable nominations exceeds the available vacancies, the nominations, along with reports of services, shall be submitted to Members for a digital vote.
- 32.4 When an equal number of votes are recorded, the Management Committee shall decide whose name or names should be submitted to Members for a digital vote.
- 32.5 Members shall vote by digital ballot and only those nominees who have gained 75% of the lawful votes recorded shall receive the award.
- 32.6 The names of the successful candidates shall be announced at the Annual General Meeting.
- 32.7 The colours for the honorary life members shall be the official emblem of the Federation on a navy blue background with the following wording added to the blazer badge: "Honorary Life Member".

33. **PROVINCIAL COLOURS**

- 33.1 The Federation's official Provincial colours are the colours as determined by WCPSC.

34. **AWARD OF PROVINCIAL COLOURS**

- 34.1 The Executive Committee shall from time to time determine and resolve upon the criteria and qualifications for the award of provincial colours in all disciplines under the jurisdiction of the Federation, subject to the directions of WCPSC in this regard, for athletes and administrators.

35. **AWARD OF COLOURS OF WESTERN CAPE CLIMBING**

35.1 **Award to athletes**

35.1.1 Federation colours may be awarded by the Management Committee to male and female Athletes selected by the Provincial selectors to represent Provincial B-teams, invitation teams or junior teams, if the merit of participation and standard of competition justifies it.

35.2 **Award to managers and coaches**

35.2.1 Persons who are duly nominated to act as managers or coaches to teams of the Federation, other than Provincial teams, are allowed to wear the official colours of the Federation, with the proviso that the wording "Team Manager" or "Team Coach" be indicated on the badge. The language of such wording is at the discretion of the recipient.

36. **CODE OF CONDUCT**

36.1 The Executive Committee shall develop and adopt a Code of Conduct for Members of the Federation and circulate it to all Members.

36.2 All athletes and officials to whom representative colours have been awarded shall at all times conduct themselves in a manner that will benefit and do credit to the insignia under which they have been chosen to represent their sport and their country. A copy of the Code of Conduct, shall be handed to each athlete and official to whom national colours has been awarded.

36.3 The management committee may take disciplinary action against any athlete or official who does not behave in terms of the Code of Conduct. Such action may include the withdrawal of representative colours.

37. **HONORARY AWARDS OF SERVICE**

37.1 An honorary award for services rendered to the Federation may be made to a maximum of three persons per year by the Executive Committee

- 37.2 Nominations for honorary awards shall be submitted to the Management Committee 7 days before the Annual General Meeting by members, together with a report on the services rendered;
- 37.3 If more than three nominations are received, the Selection Committees shall decide to which three names the honorary awards shall be awarded.
- 37.4 The names of nominees, to who honorary awards have been made, shall be announced at the Annual General Meeting.
- 37.5 Nominations for honorary awards shall be subject to the condition that a candidate shall have served the Federation for at least five years in an executive capacity;
- 37.6 The honorary colours shall be the official badge of the Federation on a navy blue Background with the following wording "Honoris Causa" added to the blazer badge.

38. **MEMBERSHIP FEES**

- 38.1 Every Member shall annually contribute to the Federation an affiliation fee (which shall include a determined proportion of the affiliation fees of individual members to Members) and such other contributions as determined by the Executive Committee.
- 38.2 Affiliation fees of Members shall be due before 31 March every calendar year. (Athletes can still affiliate till end of April for new members)
- 38.3 If the affiliation fees have not been paid before the Annual General Meeting this shall mean that the defaulting member is not in good standing.
- 38.4 If the amount due is paid together with the penalty as determined by the Management Committee from time to time, the Management Committee may uplift the disqualification.
- 38.5 If a Member ceases to exist or abandons its activities for a period to be determined by the Executive Committee, the EXCO, shall take the necessary steps to liquidate the affairs of such Member.

39. **RULES AND REGULATIONS**

- 39.1 In addition to the provisions of the Constitution the Federation shall issue such Regulations as may be required for the smooth running of

its affairs.

39.2 Such regulations may be issued or amended only by:

39.2.1 An Annual General Meeting;

39.2.2 Special General Meeting called for this purpose, or

39.2.3 The Executive and Management Committees, with the proviso that it is approved at the following Annual General Meeting.

39.3 Any amendment of the Regulations shall be entered in the minutes of the particular meeting at which such amendments have been passed. If the minutes have been duly circulated, as provided for in the Constitution, this shall be deemed sufficient notice of such amendments.

39.4 No regulations may be in conflict with the Constitution of the Federation.

39.5 All members, Federations, clubs, or bodies affiliated with them shall:

39.5.1 be obliged to observe and accept the Regulations of the Federation;

39.5.2 furnish any information required by the Federation in connection with any matters falling within the province of Members' activities;

39.5.3 refrain from introducing any incompatible amendments or additions to the Regulations of the Federation.

39.6 The rules of order adopted by the General Meeting, or failing such rules, Roberts Rules of Order shall regulate all meetings held under the auspices of the Federation.

39.7 The Federation shall additionally issue Competition Rules that shall be applicable and must be complied with at all domestic, interprovincial and National Championship meetings.

39.8 Sub-Paragraphs 43.2, 43.3, 43.4, and 43.5 shall apply mutatis mutandis to the Competition Rules.

40. **INTERPRETATION OF RULES AND REGULATIONS**

40.1 Decisions of the Executive Committee concerning the validity of any clauses of the Rules in terms of which Federation is administered, shall be final and binding.

40.2 Doubts concerning interpretations, the definitions of an amateur or any matter not provided for shall be laid in writing before the Secretary of the Federation by the Secretary of the Member, to be investigated and commented upon by the Management Committee. The decision of the Management Committee shall be final and binding.

41. **APPEALS**

41.1 Appeals against the decision of the Federation, if satisfaction is not obtained and/or if there is any uncertainty about the decision, an appeal may be directed via the Member to the Management Committee accompanied by a fee in a sum determined by the Management Committee from time to time, which shall rule on the matter;

41.2 the decision of the Management Committee shall be final and binding and may include a decision to refund the appeal fee.

42. **ARBITRATION**

42.1 Should any dispute arise which involves the Union, its officials, any clubs affiliated with the Union, and any officials, players or members who are subjected to the rules of this Constitution, pertaining to any matter arising from the interpretation or implementation of the Constitution, or arising from the sports governed by this Constitution, then such dispute shall be referred to the Arbitration Forum of the Western Cape Provincial Government, to be dealt with in accordance with the Rules of that Forum.

42.2 The provision of Arbitration Act of 1965 shall apply to such arbitration proceedings, save to an extent modified by the Arbitration Forum rules.

43. **DISPUTE RESOLUTION PROCEDURE**

43.1 In the event of a dispute arising between Members or between the Members and the Federation, on any issue relating to Federation or its administration either party may declare a dispute by written notice to the other, with a copy to the Secretary.

43.2 The respective Chairpersons or Presidents of the Members in question, or the Chairperson or President and the Chairperson or President, as the case may be, shall immediately communicate with each other in the most practical manner, including if necessary by meeting each

other (and if necessary as facilitated by the Secretary) and attempt to resolve the matter within 14 days of declaration of the dispute. Should the matter be resolved, a written record of the resolution arrived at, duly signed by both of the parties, shall be binding on the parties to the dispute and the Federation.

43.3 If the dispute has not been resolved in the manner referred to in 43.2 within 14 days of declaration thereof, any party thereto may give written notice of non-resolution to the other party or parties to the dispute and to the Secretary.

43.4 If the dispute is between Members, the Secretary shall refer the dispute to the Chairperson or President within seven days of receipt of notice thereof. The Chairperson or President shall in his/her sole discretion determine an appropriate procedure for the resolution of the dispute, which may include requiring the parties to submit information or written submissions, appear before him/her and present oral or written evidence and advise the parties accordingly. The Chairperson or President shall thereafter determine the dispute within 21 days of referral of the dispute to him/her.

43.5 If the dispute is between Member/s and the Federation, the Federation, represented by the Chairperson or President and the Member/s represented by its/their Chairperson/men or President/s shall attempt to agree on a person to consider and determine the dispute. In the event that they are unable to agree with in seven days of the declaration of the dispute, either party may refer the matter to the WC Arbitration Forum [see Clause 42].

43.6 No party to a dispute referred to in this clause shall be entitled to be represented by a legal professional, acting such, in such dispute.

44. **AMENDMENTS TO THE CONSTITUTION**

44.1 The Constitution may be amended only at an Annual General Meeting or at a Special General Meeting called for this specific purpose.

44.2 Notice of any proposed amendments shall be entered on the agenda in accordance with the procedure laid down in Clause 12.

44.3 The notice shall specify which clause of the Constitution it proposes to amend and shall indicate clearly what should be omitted or added to it.

44.4 The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members

who are at the Annual General Meeting or Special General Meeting. Members must vote at this meeting to change the constitution.

44.5 5% of the members shall be present at a meeting (See Clause 14) before a decision to change the constitution is taken. Any Annual General Meeting may vote upon such a notion, if the details of the changes are set out in the notice referred to in the previous paragraph.

44.6 Any amendment to the Constitution takes immediate effect unless the contrary is decided.

44.7 Amendments to the Constitution must be submitted by the Executive Committee to the SANCF and the WCPSC.

45. **MISCELLANEOUS**

45.1 **Intellectual Property Rights and Ownership**

45.1.1 the Federation is the sole owner of the following internet domain names, which shall be held in the name of the Federation:

www.westerncapeclimbing.co.za

45.2 **Services Of Notices**

45.2.1 For the purpose of this Constitution, a notice may be served on or given to a person by:

45.2.1.1 delivering it to the person personally; or

45.2.1.2 sending it by pre-paid post to the address of the person; or

45.2.1.3 sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

45.2.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

45.2.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee; and

45.2.2.2 in the case of a notice sent by facsimile transmission, email or some other form of

electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

45.3 Disciplinary Action Against Member

45.3.1 Complaints received by the Management Committee of any misbehaviour of any Member or its representative or action(s) that could bring the Federation or any of its objects as recorded in Article 25 hereof into disrepute, should be investigated and if found to be true, brought before a committee to be constituted for this purpose (hereinafter referred to as the "Disciplinary Committee"). At least 3 (three) persons, comprising of the President, Vice President and one other Member's representative must be present at such hearing.

45.3.2 The Member involved will be informed within 14 (fourteen) days of such an action to be taken, what the complaints are and where his/her presence should be required for a disciplinary hearing.

45.3.3 The Member subjected to a disciplinary hearing in accordance with this Article 45.3 shall be allowed to make use of representation at such hearings, which shall be communicated to such Member prior to the commencement of such hearing.

SIGNED AT PAARDEN EILAND ON 22 SEPTEMBER 2020

NAME: GEOFFREY MEYER SIGNATURE: 

DESIGNATION: PRESIDENT

SIGNED AT PAAREDN EILAND ON 22 SEPTEMBER 2020

NAME: CHRISTOPHER NAUDE SIGNATURE: 

DESIGNATION: VIDE PRESIDENTS

SIGNED AT PAARDEN EILAND ON 22 SEPTEMBER 2020

NAME: ROLF FITSCHEN SIGNATURE: *R Fitschen*

DESIGNATION: TREASURER