

## **THE CONSTITUTION OF THE SOUTH AFRICAN POWER FLYING ASSOCIATION**

### **NAME**

1. The name of the association shall be “The South African Power Flying Association” (SAPFA).

### **STATUS**

2. SAPFA shall be a legal entity distinct from its members and shall enjoy perpetual succession unaffected by changes in the membership and/or office bearers from time to time. It shall have the power to hold property whether movable or immovable in its own name. The liability of its members shall be limited to amounts outstanding on subscriptions from time to time plus any amounts owing to SAPFA. It may not distribute its income or property to its members or office bearers, except as reasonable compensation for services rendered. Members and office bearers shall have no rights to the property or other assets of SAPFA solely by virtue of their being members or office bearers.

### **PURPOSE**

3. The principal objects and purpose of SAPFA are:
  - 3.1. To encourage, develop and promote powered flying in all its forms throughout the Republic of South Africa;
  - 3.2. To liaise and co-operate with Government, Provincial and Municipal Departments and other bodies in the furtherance of the above objects;
  - 3.3. To act for the Federation Aeronautic International on all matters affecting powered flying in the Republic of South Africa;
  - 3.4. To co-ordinate and control all forms of aviation sport, as well as to popularize, co-ordinate, develop and administer powered flying and to encourage the participation in all activities of powered flying of all South African residents, irrespective of sex, race or religious denomination.
  - 3.5. To diligently strive for the safe practice of sport aviation in South Africa;
  - 3.6. To encourage participation in powered flying sport aviation on an international level;
  - 3.7. To assist in establishing power flying Clubs and Associations in the Republic of South Africa however and wherever may be thought fit;
  - 3.8. To hold or to arrange for aviation meetings, competitions and other meetings of a like nature whether for the benefit of SAPFA, or the Aero Club of South Africa, or charities, or other objects and to offer and to grant or contribute towards the provision of prizes, awards and distinctions;
  - 3.9. To promote airmanship and safety in the air amongst the members of SAPFA and others, and to hold lectures, demonstrations and exhibitions;
  - 3.10. To adopt such means of making known the objects of SAPFA in whatever manner may seem fit and expedient;
  - 3.11. To co-operate, associate, affiliate or amalgamate with any other similar bodies in fulfilling the object of SAPFA and as may be considered advisable from time to time;

- 3.12. To control the award of international, national, provincial and regional colours and awards;
- 3.13. To give members the advantage of collective representation and control in all matters of moment and importance in the furtherance of the objects of SAPFA.

**MEMBERSHIP:**

4. : SAPFA will have the following types of members, namely:
  - 4.1. Affiliated, being individual members of Clubs, which said Clubs are affiliated to SAPFA
  - 4.2. Ordinary members, being individual persons belonging directly to SAPFA, and not being members of affiliated Club.
  - 4.3. Corporate members, being corporate bodies who wish to identify with the aims and objects of SAPFA, which corporate member/body will only exercise one vote at any meeting.
  - 4.4. Honorary members, being individuals on whom this honour is bestowed by SAPFA.
  - 4.5. Such other classes of members as SAPFA may from time to time in general meeting determine.

**MEMBERSHIP-ELEGIBILITY AND –REQUIREMENTS:**

5. A member will comply and abide by the following, namely:
  - 5.1. On entry to SAPFA pay the prescribed entry fee and thereafter annually pay the required annual membership fee as laid down by the Committee of SAPFA from time to time;
  - 5.2. Agree to uphold and foster the objectives of SAPFA and abide by the conditions of this Constitution;
  - 5.3. Adhere to the discipline recognized by F.A.I. in the practice of powered flying;
  - 5.4. A member, whether he be an affiliated member, or an ordinary member, will enjoy the full rights due to him as if he were an individual member, which will include, amongst others, the right to exercise his personal vote;
  - 5.5. Affiliated members will enjoy the privilege of paying a membership fee to SAPFA that shall be at least 15% less than the membership fee paid by an individual member to SAPFA whatever the said prevailing membership fee may be from time to time.

**APPLICATION AND ADMISSION:**

6. All applications for membership, whether they are for affiliated or individual membership or any other class of member, must be in writing.
7. In the case of an affiliated member, the application shall be submitted by the Secretary of the Club to which the said member belongs and addressed to the Secretary of SAPFA
8. In the case of an individual member, such application must be signed by the applicant, as well as two other members, both of whom must be individual or affiliated members of SAPFA in good standing.
9. The form of application shall be determined and prescribed and changed where necessary from time to time by the SAPFA executive committee.

**TERMINATION:**

10. Membership shall terminate as follows:
  - 10.1. In the case of affiliated membership, if the said Club resigns from SAPFA ;
  - 10.2. In the case of individual membership where an individual resigns from SAPFA, such resignation shall be given in writing to the Secretary of SAPFA
11. Membership, whether affiliated or individual shall automatically terminate when any member whose annual subscription fee remains unpaid for a period exceeding three calendar months after the end of the financial year of SAPFA. Membership that has so terminated may be reinstated at the sole discretion of the executive committee of SAPFA, upon such terms as it may deem fit;
12. Membership is terminated if a member is expelled as provided for in this Constitution;
13. Membership may be otherwise terminated as this Constitution provides.

**DISCIPLINARY-ACTION-AGAINST MEMBERS:**

14. The executive committee of SAPFA shall have the power to enquire into any allegation against a member of misconduct or any act of omission which in the opinion of the said committee is prejudicial to the interests of SAPFA, or to any of the objects for which SAPFA exists and for the purpose of so enquiring the said committee may call before it any member against whom such allegation is made. In the case of a Club it shall be represented by the Chairman, or his Deputy, or nominee of the committee of such Club, and if upon so enquiring the committee shall find such allegation of misconduct to have been established, then it may caution such member or club from SAPFA, or require from him or them to resign from SAPFA. A member expelled shall forfeit all right in any claim upon SAPFA which it may have, and shall not be entitled to reclaim any unexpired portion of any subscription fee paid.
15. If any member shall be convicted of an offence, which in the opinion of the said committee makes it undesirable for such member to continue its membership, then such member may be declared by the said committee to have ceased to be a member of SAPFA and in that event shall forfeit all rights in, and claims upon SAPFA, save that upon application being made by such member to the said committee stating the cause of such conviction, such member may be re-admitted and restored to his or its former right by the said committee in its absolute discretion.

**SUBSCRIPTIONS:**

16. The committee of SAPFA shall from time to time fix the membership subscriptions to be paid by affiliated and individual members. Annual subscriptions will be paid by members on or before the 31st day of March each year.
17. Honorary members will pay no membership fees.

**POWERS-AND FUNCTIONS OF THE COMMITTEE:**

18. The affairs of SAPFA shall be administered by a committee who shall have all such plenary powers as may be required, including, but not limited to the following:
  - 18.1. Power to open and operate a banking and other deposit account with recognised financial institutions.;
  - 18.2. The power to levy and sell movable and immovable property and to hypothecate and mortgage the same as may be necessary as security for any amounts owing by it;
  - 18.3. Power to borrow or lend moneys with or without security;
  - 18.4. To enter into contracts on behalf of SAPFA;
  - 18.5. The committee will advise the Aero Club of South Africa, which is the National governing and co-coordinating body for South African Sport and Recreational Aviation, and to which SAPFA is an affiliate, of the names of members of the executive committee who will attend the Board of the Aero Club of South-Africa. One representative will automatically be entitled to attend, together with a second member for each one thousand members of SAPFA, or part thereof over one thousand. The Chairman of SAPFA will represent SAPFA on the said board, together with such further committee members as may be permitted to attend, which representatives shall attend no less than 50% of the board meetings held in any one year.

**ELECTION OF COMMITTEE MEMBERS:**

19. SAPFA shall elect a committee annually. The said committee shall hold office from its formal election at the Annual General Meeting until the commencement of the following Annual General Meeting. Members of the said committee must be ordinary members in good standing at all times, but this excludes honorary members.
20. The committee shall consist of not less than five (5) and not more than fifteen (15) members.
21. Regardless of the number of nominations, including retiring members of a committee, received the ballot forms shall state that a maximum of ten (10) members shall be elected. The additional positions on the committee may be filled by co-opting additional members. If additional members are co-opted then the committee must first co-opt members to comply with paragraph 22 and 29.
22. Notwithstanding the above paragraphs, a co-opted member at the expiration of his year in office as a committee member will not enjoy the benefit of not having to be re-nominated onto the committee and must ensure that he is properly nominated should he seek re-election. The committee is compelled to ensure that there is at least one (1) representative on the committee from each geographical area as defined in paragraph 23, which representative must be resident in the said geographical area to ensure proper representation from each geographical area.

23. The geographical areas so defined are as follows:-
  - 23.1. North West Province and Limpopo Province;
  - 23.2. Gauteng and Mpumalanga;
  - 23.3. Kwa-Zulu Natal;
  - 23.4. Eastern Cape Province;
  - 23.5. Western Cape Province;
  - 23.6. Free State and Northern Cape Province;
24. The committee may not consist of more than four (4) persons who are resident in one Province.
25. Nomination for the said Committee shall be received and signed by a Proposer and a Seconder in good standing, by the Secretary of SAPFA not less than sixty (60) days before the Annual General Meeting of SAPFA Every retiring member of SAPFA Committee shall automatically be deemed to have been validly nominated for re-election unless he advises the Secretary in writing more than sixty (60) days before the Annual General Meeting that he is not available for re-election;
26. The secretary of the said Committee shall by not later than forty-five (45) days before the Annual General Meeting post to each member personally, whether he be an affiliated member, or an individual member a list of the persons so nominated, and together with such list post a ballot paper to each said member enabling the members to vote for vacant positions and to return to the said Secretary by not later than fifteen (15) days before the Annual General Meeting;
27. The ballot forms so submitted shall be in such a form as to ensure total secrecy. Any ballot forms which are not in the hands of the Secretary within the said fifteen (15) day period referred to above, will not be considered, regardless of the date of postage, and the committee shall not have the power to waive the said fifteen (15) day period;
28. Only members in good standing may Vote in any election for the committee;
29. The members of the committee shall elect one of their members as Chairman. To ensure continuity the Chairman shall, if not re-elected to the committee, automatically become a member of the committee for a further period of one year as an ordinary member, and thereafter he is to be nominated and elected in the normal course. This paragraph shall not be construed as limiting the period of chairmanship of a committee member to one year.
30. No person may be nominated for election to the Committee, unless he has been a member of SAPFA for at least one (1) year preceding the said election to the committee. Similarly no committee member may make himself available for election or be elected as Chairman or Vice-Chairman of the committee unless he has served for at least one (1) year prior thereto as an ordinary committee member;
31. Every committee member shall attend at least two (2) meetings of the committee in each year. Should a committee member fail to attend two (2) of the said meetings without ensuring that a properly briefed substitute is present to report fully, firstly, on the reason for the member's absence and secondly, to submit the absent member's normal report, then that committee member is automatically dismissed

from the committee and barred from making himself available for re-election to the committee for a period of two (2) years thereafter.

32. The financial year of SAPFA shall run from the 1st April in any year, until the 31st March in the following year.
33. A quorum at a committee meeting shall comprise 50% of the committee members;
34. Voting at a committee meeting shall either be by a show of hands, or should any committee member so desire he or she may insist on the said voting being by secret ballot. In the case of an equality of votes at either the committee meeting, the Chairman shall have a casting vote in addition to the vote to which he may be entitled as a member;
35. Where necessary the outgoing Chairman shall call a meeting of the Committee as soon as is practical, but not later than fifteen (15) days after the Annual General Meeting of SAPFA for the purpose of electing office bearers, should this be necessary, or for such other purpose as the Chairman deems fit;
36. There shall be a least four (4) meetings of the committee in each year, or such other number as the committee may decide. The time, as well as place, of the committee meetings, shall be determined by the Chairman;
  - 36.1. The registered office of SAPFA shall be situated in Johannesburg in the Gauteng Province, or at such other place as the committee may from time to time decide;
  - 36.2. Proper minutes shall be kept of all proceedings of committee meetings, recording all proposals, decisions and recommendations and other matters dealt with by it.

#### **OFFICE BEARERS:**

37. The following office bearers shall be elected annually by the committee, namely:
  - 37.1. Chairman, Vice-Chairman, Secretary and Treasurer.
  - 37.2. The Committee shall from time to time elect/appoint a sub-committee to be known as a Selection Committee, the function of which shall be to make necessary recommendations to the Committee with regards to the selection of National Teams and Team Officials. The members of the Selection Committee need not be members of the Committee.

#### **DUTIES OF THE TREASURER**

38. At the commencement of each financial year, the treasurer shall be responsible for forwarding, to all Clubs and individual members, accounts of subscriptions due and shall ensure that all outstanding accounts due to SAPFA are promptly paid. The Treasurer is to ensure proper control and accountability in respect of all financial transactions of whatsoever nature, bearing in mind that all funds being dealt with are the funds of SAPFA and that transactions concerning same are subject to audit by the Statutory Auditor of SAPFA

39. The Treasurer shall in addition, on the recommendation of the Committee be entitled to nominate and delegate powers to any other members to control and supervise funds to be derived from the holding of any sporting, or other events.
40. The transactions of SAPFA must be transacted by means of a banking account in the name of SAPFA kept at a Registered Bank. All cheques drawn on account of SAPFA shall be signed by the Treasurer and a Member of the Committee or by such other person or persons as the Committee may appoint. Payments may also be effected by means of electronic transfer. The Committee shall, from time to time, approve the procedures for releasing such electronic payments.
41. Proper books of accounts shall be kept of sums of moneys received and expenses by SAPFA and all transactions entered into, and at least once every year such accounts shall be examined and the correctness thereof and of the balance sheets for that financial year end shall be verified by a properly qualified Auditor, who may be a member of SAPFA.

**NOTICES:**

42. All Members shall communicate their addresses from time to time to the Secretary who shall keep a Register of Members showing their addresses. Notices to Members may be sent by post or email to the address entered in this Register and shall always be deemed to be sufficient notice of any matter.
43. Any Member who may have changed his address and not notified such change to the Secretary shall be deemed to have waived his right to notice and shall be taken as having duly received same.
44. The omission to serve any notice on any Member shall not invalidate any resolution passed at any Meeting of Members or of the Committee.

**ANNUAL GENERAL MEETING:**

45. The Committee of SAPFA will ensure that on or before the 1st of November of each year that it will hold an Annual General Meeting of the Members, for the purpose of receiving a report from the Committee together with an audited Balance Sheet and Statement of Income and Expenditure to the 31<sup>st</sup> March preceding and for the election of a Committee and Officers for the current year as provided in paragraph 19.
46. Not less than 14 (fourteen) days notice of the Annual General Meeting shall be given to Members. Such notice, accompanied by an Agenda shall be posted or emailed to all members at the addresses in the Register of Members described in paragraph 43. The Agenda shall be strictly adhered to by the meeting.
47. The Meeting may be adjourned from time to time by a majority of votes.
48. The Chairman or Vice Chairman shall preside at all General Meetings and at all functions.

**SPECIAL GENERAL MEETING:**

49. The Committee may call a Special General Meeting at any time, and shall do so on receiving a Requisition to that effect signed by not less than 5 (five) Members having full rights and voting powers, specifying the object of the Meeting. At such Meeting no matter other than that named by the Committee or specified in the said Requisition shall be dealt with and any resolution thereon shall require to be passed by at least three-fourths of the number of Members present thereat.
50. Not less than 14 (fourteen) days notice of the Meeting shall be given to all Members. Such notices shall be posted or emailed to all Members at the addresses in the Register of Members described in Paragraph 42.
51. The meeting may be adjourned from time to time by a majority of votes.

**QUORUM:**

52. At any General Meeting or Special General Meeting of Members 10 (ten) Members shall form a quorum, except as provided for in Paragraph 59 change of constitution.
53. If within a quarter of an hour from the time appointed for the holding of any General or Special Meeting the prescribed quorum of Members is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved: in any other case it shall stand adjourned to such time as the Meeting shall determine and such adjourned Meeting shall be competent to transact the business intended to be transacted at the original Meeting notwithstanding that the requisite quorum is not present.

**RESOLUTION:**

54. Subject to the Constitution and Bye-Laws of SAPFA any resolution of the Committee or of the Members at any General or Special General Meeting shall be final and binding on all Members, precluding any appeal to law.

**QUALIFICATION FOR VOTING:**

55. No Member shall be competent or entitled to vote on any occasion or at any Meeting of Members until he shall have paid the full amount of the Entrance Fee and Subscription that is required to be paid in terms of these Rules.

**CONSTITUTION AND BYE-LAWS**

56. This Constitution and the separately published Bye-Laws shall be made available to all members through the medium of the web site of SAPFA. If requested by a member a printed copy thereof shall be delivered to that member or posted to his address. No member shall be absolved from the operation of the Constitution and Bye-Laws of SAPFA on any allegation of not having received a copy of same.



Further, members shall be deemed to have notice of all amendments and alterations of the Constitution and Bye-Laws passed from time to time and notified in the prescribed manner.

57. The Committee may from time to time have the Constitution and Bye-Laws reprinted so as to incorporate all amendments and alterations therein up to date.
58. A copy of the Constitution and the Bye-Laws of the Club and of all amendments and alterations up to date shall at all times be available in the Secretary's office for the inspection of any member.

#### **ALTERATION OF CONSTITUTION AND BYE-LAWS**

59. No new Paragraph or cancellation or alteration of any existing Paragraph shall be made without the sanction of at least two-thirds of the number of Members present and voting at a General Meeting at which at least 15 (fifteen) Members are present and vote thereat on the matter. At least 14 (fourteen) days before the Meeting, a copy of the proposed new Paragraph or cancellation or alteration or any existing Paragraph shall be sent by post to all Members and shall be posted up on SAPFA's web site.
60. Members desiring to propose any new paragraph or cancellation or alteration of any existing paragraph must lodge notice of same in writing with the Secretary at least 21 (twenty-one) days before the date of the meeting at which the matter is to be brought up for consideration.
61. The Committee of SAPFA shall have power at all times to make, cancel and alter Bye-Laws consistent with the constitution of SAPFA for the management and well-being of SAPFA, and all such Bye-Laws shall be binding on all Members until altered or rescinded by the Committee.

#### **INTERPRETATION OF CONSTITUTION AND BYE-LAWS**

62. The Committee of SAPFA is the sole authority for the interpretation of this Constitution and Bye-Laws and the decision of the said committee upon any question of interpretation or upon any matter affecting SAPFA and not provided for or by this Constitution shall be final and binding upon all members unless and until otherwise decided at a Meeting of Members of called and held in accordance with the provisions of Paragraph 49 of this Constitution.
63. The members and executive committee, together with Secretary and office bearers or officials for the time being of SAPFA shall be indemnified and secured harmless out of the assets and profits SAPFA for and against all actions, costs, damages, losses and expenses, which they or any of these may incur or sustain by reason of any act or omission.

#### **DISSOLUTION**

64. SAPFA may be dissolved if a resolution of dissolution is taken by a special general meeting called specifically for that purpose.
65. Every member of SAPFA undertakes to contribute pro rata, jointly but not severally, in the event of the same being wound up during the time he or she is a member or within one year afterwards towards the payment of the debts and liabilities of SAPFA contracted before the time at which he ceased to be a

member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required but limited to the unpaid portion of his annual subscription, from time to time.

66. If upon the winding up or dissolution of SAPFA there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of SAPFA, but shall be given or transferred to some other institution or institutions having objects similar to the objects of SAPFA. The Aero Club of South Africa will be consulted to determine the appropriate institution.
67. SAPFA will be non political and non racial and no member or employee of SAPFA may use his/her affiliation to further any political or racial objectives whatsoever.

#### **GENERAL**

68. SAPFA will remain an affiliate of the Aero Club of South Africa.
69. The Chairman of SAPFA for the time being, or failing him should he be unable or unwilling to attend, then a committee member nominated by the Chairman will attend the GAC conference of the FAI each year and report fully on his return to the executive committee.
70. The Committee will ensure that all fees due to SAPFA are collected and that the portion due to the Aero Club of South Africa is paid to the Aero Club at the end of the quarter during which they are collected. An individual who is a member of more than one Member Association will only pay the associated individual membership fee once.
71. The SAPFA committee shall ensure that all stationary, membership cards, documentation, publicity and communication material conforms to the format approved by the Board of the Aero Club of South Africa. In addition the Committee shall provide the Aero Club of South Africa with a list of all its members annually along with their addresses.
72. Except as provided in paragraph 54 and 62, any dispute between SAPFA and/or the Committee and any member will be resolved through arbitration by a person appointed by the Aero Club of South Africa.

Approved by the members at a Special General Meeting held on 14 January 2007.