

Constitution

of

THE SOUTH AFRICAN POWER FLYING ASSOCIATION NPC

Registration number 2019/141851/08

As adopted by its members via

Special Resolution

on

26 January 2019

Table of Contents

1	DEFINITIONS.....	3
2	ADOPTION OF MEMORANDUM OF INCORPORATION AND CONSTITUTION	4
3	THE NATURE OF THE SOUTH AFRICAN POWER FLYING ASSOCIATION NPC	5
4	MEMBERS AND MEMBERSHIP.....	6
5	SAPFA COMMITTEE	10
6	MEMBER MEETINGS INCLUDING AGM	14
7	GENERAL	17

Amendments

Amendment No	Date	Amendment Details
Draft – V1	14 Dec 2018	Draft copy for circulation to members prior AGM
Draft – V2	5 Jan 2019	Update wording in paragraph 4.3 “corporate partner” to “corporate member” Paragraph 4.2.3(c) changed fixed % fee to be determined by the Committee Paragraph 7.1(a) reworded for clarity
Draft – V3	11 Jan 2019	Update references to use email rather than ordinary mail as the primary means of correspondence. Membership applications will be hosted by the Aero Club website, admissibility can be verified after applications are accepted. Only 1 formal committee meeting required, others can be ad-hoc or virtual. Removed references to formal auditor, payment references to “Cheques” replaced with Electronic banking means.
Draft – V4	18 Jan 2019	Term of Office under 1d) and 5.5 a) to include the exception for term of office for GAC committee members. Separate AGM from General Meetings (6.2 & 6.3), reorder sub paragraphs of 5.1 & retitle to “Operation of the Committee”, Add in Competition Rules in paragraph 7.2, correct typos.
Draft – V5	23 Jan 2019	Paragraph 6.2 replaced ballot form with nomination form
V6	12 Apr 2019	Updated the registration number from TBD to 2019/141851/08 and removed draft from Header. Added date of resolution to 26 January 2019

1 Definitions

The following words shall, unless otherwise stated or inconsistent with the context in which they appear, bear the following meanings:

- a) "SAPFA" means the South African Power Flying Association NPC , registration number 2019/141851/08 and any subsidiary companies;
- b) "Annual General Meeting" means a meeting to be held, not more than 3 months after the SAPFA NPC's calendar year;
- c) "Past Chairman" means the immediate past chairman of SAPFA who is to be, or has been, replaced by a newly elected Chairman.
- d) "Term" means the duration of appointment for all Committee Members, and shall be no longer than 36 calendar months, with the exception of permanent members to the GAC (General Aviation Commission), whose duration will be dependent on their tenure duration on the GAC.
- e) "Executive Committee" means the Committee of serving Directors of SAPFA NPC, and will also be known as the "Exco" meaning Executive Committee;
- f) "Committee" means the extended Committee of SAPFA comprising the Executive Committee, Co-opted members, and provincial representatives.
- g) "Registered Directors" means the Executive Committee members who are formally registered as Directors of SAPFA with the Companies and Intellectual Property Commission (CIPC).
- h) "Business Day" means any day other than a Saturday, Sunday or gazetted national public holiday in the Republic of South Africa.
- i) "Chairperson" means the Chairperson of the SAPFA NPC Committee;
- j) "Ordinary Member" means a member of SAPFA NPC , with full membership, each of whom holds one vote and is in good standing;
- k) "Good Standing" means a member who has is not indebted to SAPFA, is not under any disciplinary action and as such retains full membership with all attendant privileges;
- l) "Memorandum of Incorporation" means the Memorandum of Incorporation as filed with the Companies and Intellectual Property Commission;
- m) "Ordinary Resolution" means a resolution adopted with the support of more than 50% of the voting rights exercised on the resolution;
- n) "Special Resolution" means a resolution adopted with the support of at least 66% (2/3) of the voting rights exercised on the resolution.
- o) "Act" means the Companies Act 71 of 2008 as amended from time to time, a reference to the section by the number refers to the corresponding section of the Act.

2 Adoption of Memorandum of Incorporation and Constitution

- a) The Memorandum of Incorporation is in a form unique to SAPFA NPC, as contemplated in section 13(1)(a)(ii) of the Companies Act of 2008 as amended.
- b) The Memorandum of Incorporation is proposed by the Executive Committee, and adopted by a Special Resolution of the Members.
- c) The Memorandum of Incorporation is supported by this Constitution. The Constitution is adopted by a Special Resolution of the Members.
- d) Any amendment to the Memorandum of Incorporation and or Constitution, may only be effected by a Special Resolution.
- e) Any amendment to the Memorandum of Incorporation and or Constitution, must be published by delivering a copy to each director and member by email, or reasonably acceptable alternative so as to reach all members.
- f) The Memorandum of Incorporation and or Constitution may be altered or amended without a Special Resolution of the Members in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document.
- g) In the event that there is a conflict between the Memorandum of Incorporation and or the Constitution, with the Companies Act, compliance and adherence to the Companies Act will prevail.
- h) The authority of the Company's Executive Committee to make rules for the Company, as contemplated in section 15 (3) to (5) of the Companies Act is not limited or restricted in any manner, provided it does not conflict with the Companies Act, in which instance the Companies Act shall prevail.
- i) The Executive Committee must publish any rules made in terms of section 15 (3) to (5) of the Companies Act by delivering a copy of those rules to each director and committee member by email, or reasonably acceptable alternative so as to reach all committee members.
- j) SAPFA NPC is a Non-Profit company with members. SAPFA NPC has a number of classes of members, each of which and their respective rights are detailed in "Members and Membership Classes" in this document.
- k) SAPFA NPC is incorporated in accordance with, and governed by:
 - i. the Memorandum of Incorporation; and
 - ii. the provisions of this Constitution; and
 - iii. the provisions of Bye-Laws made from time to time; and
 - iv. the Rules as determined by the Committee, as encompassed in Competition Rules and Manuals of Procedures

3 The Nature of the South African Power Flying Association NPC

The principal objects and purpose of SAPFA are:

- a) To encourage, develop and promote powered flying in all its forms throughout the Republic of South Africa;
- b) To liaise and co-operate with Government, Provincial and Municipal Departments and other bodies in the furtherance of the above objects;
- c) To act for the Federation Aeronautic Internationale (FAI) on all matters affecting powered flying in the Republic of South Africa;
- d) 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 Africans.
- e) To diligently strive for the safe practice of sport aviation in South Africa;
- f) To encourage participation in powered flying sport aviation at National and international level;
- g) To assist in establishing power flying Clubs and Associations in the Republic of South Africa however and wherever may be thought fit;
- h) 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;
- i) To promote airmanship and safety in the air amongst the members of SAPFA and others, and to hold lectures, demonstrations and exhibitions;
- j) To adopt such means of making known the objects of SAPFA in whatever manner may seem fit and expedient;
- k) 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;
- l) To control the award of international, national, provincial and regional colours and awards;
- m) 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.
- n) To be associated as a Member Association with the Aero Club of South Africa as the collective body coordinating and furthering the interests of recreational aviation.

4 Members and membership

4.1 Member Classes

SAPFA NPC has the following classes of membership and their respective rights and responsibilities are discussed in detail below:

- a) Ordinary Members;
- b) Honorary Members.
- c) Associate Members;
- d) Member Associations & Corporate Members;

Such other classes of members as SAPFA may determine from time to time in a general meeting.

4.2 Ordinary, Honorary and Associate Members

4.2.1 Admission Ordinary Members

- a) The Executive Committee shall determine the procedure for the admission of Ordinary Members.
- b) All applicants must:
 - i. be a natural person;
 - ii. have paid their Aero Club of South Africa and SAPFA membership fees timeously either on initial application or annual renewal thereafter;
 - iii. remain in good standing of the Aero Club of South Africa NPC and SAPFA otherwise will immediately cease to be a member;
- c) Membership shall be personal to the Member concerned and may not be assigned or transferred by them to any other person, company or concern.
- d) Applications for admission can be made via the Aero Club website, which is also the payment portal. Such applications must contain a commitment to abide by the Constitution and the Code of Conduct and a commitment to meet all financial obligations of membership for the entire duration of the membership.
- e) Candidates for membership and accepted members shall disclose such information as reasonably and equitably requested by the committee from time to time.
- f) Candidates and accepted members agree that their personal information may be shared with other parties with declared consent for explicit purposes of:
 - i. communication with the member by the Aero Club of South Africa or SAPFA and,
 - ii. any aspect that affects safety and,
 - iii. informing the next of kin.
- g) The Committee shall scrutinize the admissibility of the candidate for membership on the basis of the application for admission and the decision to admit or reject an applicant for membership will be at the discretion of the Committee. In the case of an applicant being rejected, no reason need be given to the applicant. This admissibility can be scrutinised after the application is made, and rescinded if admission is rejected.

4.2.2 Admission Honorary Members

- a) Only existing members in good standing are eligible for a proposal to be awarded Honorary Membership.
- b) A proposal for the awarding of Honorary Membership shall be made in writing, supported by a minimum of two members of good standing, to the Chairman.
- c) The Chairman shall table the proposal at the next Committee Meeting.
- d) Honorary Membership shall be awarded by a majority vote of the Committee. Their decision is final, however a resubmission of an unsuccessful proposal shall be permitted after a period of 12 months.
- e) The Chairman shall take responsibility for informing the Member, proposers and general membership if the proposal is accepted. If the proposal is not accepted, the proposers shall be informed by the Chairman of the outcome of the decision but not the reasons for it.

4.2.3 Admission Associate Members

- a) The Executive Committee shall determine the procedures for the admission of Associate Members. Associate Members are defined as Members affiliated to Clubs which SAPFA have an agreed Association relationship.
- b) Admission requirements will be as per Ordinary Members.
- c) Associate Members will pay a fee less than the SAPFA membership fee that will be determined and recorded from time to time at Committee meetings.

4.2.4 Rights

- a) Members shall be entitled to attend, cast a vote, and table any matter at any Annual General Meeting, or General Meeting or Special General Meeting.
- b) Members shall be entitled to call a meeting if 10% of the voting members agree to such a requisition.
- c) Members shall be entitled to become members of one or more of the Affiliated Member Associations to the Aero Club of South Africa.
- d) Members shall be entitled to one vote on a show of hands or a poll at any general meeting of SAPFA
- e) Members shall be entitled to nominate candidates for the Committee. Where a vacancy on the Committee arises, each member shall be entitled but not obliged to nominate a Committee Member to fill such vacancy. Once the nominations have been made, the members shall be entitled but not obliged to vote on the nominations by way of a poll.
- f) Members shall be allowed to appoint a proxy in writing should they be unable to attend a general meeting. Notification of the proxy must reach the Chairman at least 48 hours prior to the meeting. The nominated proxy shall be a member of good standing.
- g) Members shall be entitled to a certificate of membership which is issued under the authority of the Committee in such manner and form as the Committee may determine from time to time.
- h) If SAPFA NPC is unable to convene a meeting because it has no Committee Members or because all of its Committee Members are incapacitated, then any Member is authorised to convene a meeting in these circumstances.
- i) Members shall be entitled to any relevant information of the company to the extent of their own personal information, annual financial statements and any issues that affect flight or operational safety. These shall include documents to assess the operational and on-going viability of the company.

4.2.5 Duties & Code of Conduct

- a) Members shall remain in good standing at all times otherwise they will immediately forfeit all rights.
- b) No Member may directly or indirectly have any personal or private interest in SAPFA NPC, that will constitute a conflict of interest.
- c) Members agree to uphold and foster the objectives of SAPFA NPC.
- d) Members shall take reasonable actions to ensure that they are kept informed of all matters that affect SAPFA and the Aero Club of South Africa NPC, including but not limited to, ensuring they receive and read communications sent out by SAPFA and the Aero Club of South Africa NPC.
- e) Members shall at no time bring SAPFA and the Aero Club of South Africa NPC into disrepute, or at no time engage in any activity or conduct that is improper or calculated to injure the good name of SAPFA, the Aero Club of South Africa, the FAI and SAPFA representative teams.
- f) Members shall make reasonable endeavours to actively participate at SAPFA and Aero Club events.
- g) Members shall adhere to the discipline and sporting code recognised and prescribed by the FAI in the practice of Powered Flying. This is available at http://www.fai.org/sporting_code/scg.asp.
- h) Members may not place any articles and/or photographs regarding SAPFA, representative teams and activities in the electronic and printed media without the approval of a member of the SAPFA committee.

4.2.6 Termination

- a) Should a member fail to remain in good standing, their membership will immediately cease.
- b) A Member whose membership has been terminated shall remain liable for all sums that may at the date of termination be due and shall not have any claim against SAPFA NPC or its officers, its property or its funds.
- c) Re-admittance to membership following any termination whatsoever shall be at the absolute and total discretion of the Committee.
- d) Membership can be unilaterally withdrawn if:
 - i. A written complaint about the member is supported in writing by two other members of good standing, which is assessed by a subcommittee of three or more Committee Members, who gather appropriate evidence and provide fair judgement on the complaint, and two of the three Committee Members agree on termination. The Committee's decision shall be final and no reasons shall be communicated other than the final decision to the terminated member and the complainants of the outcome.
 - ii. A member is terminated from any Affiliated Member Club following fair disciplinary action.
- e) A member is terminated if the member dies, or is declared insane or incapable of managing their own affairs.
- f) A member is terminated if the member assigns or transfers, or purports to assign or transfer, its membership.
- g) A Member shall cease to be a Member on receipt by SAPFA of written notice of resignation from the Member. The Member shall not be entitled to the return of any membership fees paid up at the date of resignation.
- h) An Associate Member shall cease to be a Member should the Affiliated Club resign as an Affiliated Member Club Association. This individual may apply for Ordinary Membership in the general course of business.

4.2.7 Disciplinary Action Against Members

- a) The Committee of SAPFA NPC 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 Committee is prejudicial to the interests of the SAPFA NPC, or to any of the objects for which SAPFA exists and for the purpose of so enquiring the Committee may call before it any Member against whom such allegation is made.
- b) If the Member is an Associate Member of a Member Club it shall be represented by the Chairman, or his Deputy, or nominee of the committee of such Member Club.
- c) If upon so enquiring the Committee and Member Club shall find such allegation of misconduct to have been established, then it may expel the Member. A member expelled shall forfeit all right in any claim upon SAPFA or the Member Club which it may have, and shall not be entitled to reclaim any unexpired portion of any subscription fee paid.
- d) If any member shall be convicted of an offence, which in the opinion of the Committee makes it undesirable for such Member to continue his or her membership, then such Member may be declared by the 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 Council stating the cause of such conviction, such member may be re-admitted and restored to his or her former right by the Committee in its absolute discretion.

4.3 Member Associations and Corporate Members

Any entities that purport themselves to be a Club in the Aviation field, can offer themselves to become an Affiliated Member Club Association to SAPFA, whereby its Members can become Associate Members to SAPFA.

Applications to become an Affiliated Member Club Association is to be made in writing to the SAPFA Committee for consideration, which will be granted on the basis of a Committee meeting, the minutes of which will bring into effect such Membership. Termination of an Affiliated Member Club Association can be brought into effect in a similar manner. Affiliated Member Club Associations may partake at any SAPFA general meetings with observer status.

Commercial entities can be invited by SAPFA to become Corporate Members, with benefits of partaking in events, notifications of events as opportunities to market, opportunities for networking with members, in return for sponsorship opportunities. Each entity will have a structured agreement espousing the contributions.

5 SAPFA Committee

5.1 Operation of the Committee

- a) 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, and honorary members.
- b) The committee shall consist of not less than five (5) and not more than fifteen (15) members.
- c) The committee is to endeavour that there is representation from all provinces to cover the geographical reach of the South African Power Flying landscape.
- d) 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;
- e) 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;
- f) 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.
- g) There shall be at least one meeting 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; meetings may also take place via virtual conference facilities.
- h) Every Committee Member shall attend at least 50% of meetings of the committee in each year. Should a committee member fail to attend 50% 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.
- i) A quorum at a Committee meeting shall comprise 50% of the Committee Members;
- j) 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;

5.2 Powers and Functions of the Committee

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:

- a) Power to open and operate a banking and other deposit account with recognised financial institutions;
- b) 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;
- c) Power to borrow or lend moneys with or without security;
- d) To enter into contracts on behalf of SAPFA;
- e) 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 Council of the Aero Club of South-Africa. One representative will automatically be entitled to attend, together with a second member for each seven hundred and fifty (750) members of SAPFA, or part thereof over one thousand. The Chairman of SAPFA will represent SAPFA on the said Council, together with such further committee members as may be permitted to attend, which representatives shall attend no less than 50% of the Council meetings held in any one year.

5.3 Office Bearers

The following office bearers making up the Executive Committee shall be elected annually by the committee, namely:

- a) Chairman, Vice-Chairman, Secretary and Treasurer. An additional co-opted committee member may be elected to the Executive Committee at the Committee's discretion. An additional post on the committee will be that of the representative to the General Aviation Commission (which is a subcommittee of the FAI). The GAC representative may or may not be a co-opted executive committee member.
- b) 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.
- c) Duties of the Chairman
 - i. To coordinate the overall objectives and goals of SAPFA
 - ii. To set up an annual budget in conjunction with the Treasurer
 - iii. To Schedule SAPFA events and Committee Meetings with venue, date and time
- d) Duties of the Vice-Chairman
 - i. To stand-in for Chairman duties
 - ii. To chair any sub-committees as required from time to time
 - iii. It is the duty of the incumbent Vice-Chairman to ensure that all processes and any complaints about the activities of any of the Committee Members, Directors or Officers of SAPFA are appropriately and adequately resolved. Any complaints about the Chairman or Vice-Chairman or Treasurer or Secretary shall be appropriately and adequately resolved by a disinterested sub-committee appointed by the Committee.

e) Duties of The Treasurer

- i. 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 may subject to audit by the Statutory Auditor of SAPFA. The membership renewal process of the Aero Club of South Africa may be used if appropriate in any given year.
- ii. 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.
- iii. The transactions of SAPFA must be transacted by means of a banking account in the name of SAPFA kept at a Registered Bank. Approval of payments to be made by the Treasurer. The Committee may appoint a second signatory to approve payments. Payments may be effected by means of electronic transfer. The Committee shall, from time to time, approve the procedures for releasing such electronic payments.
- iv. 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.
- v. Interim Financial Statements at least once every quarter at an appropriate Committee meeting be prepared for review.

f) Duties of The Secretary

- i. To record minutes of meetings
- ii. To liaise with any regulators and entities related to event planning

5.4 Registered Directors

- a) "Registered Directors" means the Executive Committee members who are formally registered as Directors of SAPFA NPC with the Companies and Intellectual Property Commission (CIPC).
- b) The Executive Committee of SAPFA NPC shall comprise of no fewer than three Directors, and a maximum of five, nominally four as described in 5.3 above
- c) Every Director must satisfy the qualification and eligibility requirements set out in the Companies Act to become or remain a Director.

5.5 Termination of Committee Members

- a) A Committee Member shall have their term of office terminated after serving a maximum of two terms of 36 months each. After the first term of office of 36 months, the committee member cannot make him/herself eligible for re-election, a nomination for election will be required. After the second term of 36 months, no nomination may be made. An exclusion for committee members serving as GAC committee members will be in effect as the term of duty will not necessarily coincide.
- b) A Committee Member shall have their term of office terminated should they become a party to any legal action against SAPFA.
- c) A Committee Member may have their term of office terminated by a 50% majority vote, voted on by 75% of the Committee.
- d) A Committee Member may have their term of office terminated if declared delinquent by a court, or placed on probation under conditions that are inconsistent with continuing to be a Committee Member of SAPFA;
- e) A Committee Member may have their term of office terminated if they fail to attend Committee meetings for more than three consecutive meetings without permission of the Committee, and recorded as absent;
- f) A Committee Member shall not directly or indirectly be interested in any contract or proposed contract with SAPFA NPC, and fails to fully declare their interest and the nature thereof;
- g) On resignation.
- h) A Committee Member may further be removed from office:
 - i. If they becomes ineligible or disqualified in terms of section 69 of the Act; or
 - ii. by order of the court as contemplated in section 71(5) or (6) of the Act

6 Member Meetings including AGM

6.1 Right to call

- a) Any member of good standing may call for a meeting as detailed in members rights.
- b) The Committee may at its discretion call for a General Meeting.

6.2 Annual General Meeting

- a) The Committee of SAPFA will ensure that an Annual General Meeting (AGM) be held within the first quarter of each year, for the purpose of receiving a report from the Committee together with the Balance Sheet and Statement of Income and Expenditure to the 31st December preceding and for the election of a Committee and Officer Bearers for the current year as provided in paragraph 5.1. A Chairman's annual report is to be presented.
- b) The AGM meeting must include the following information:
 - i. the date, time and place for the meeting;
 - ii. the purpose of the meeting;
 - iii. a copy of any proposed resolution 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;
 - iv. a statement that a member of good standing is entitled to attend and vote at the meeting
 - v. A statement that a member of good standing is entitled to appoint a proxy.
- c) SAPFA NPC must deliver a notice of each Members' meeting via email and publication on its website to all of the Members of SAPFA NPC with at least 45 clear days' notice.
- d) 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;
- e) The Secretary of the said Committee shall by not later than forty-five (45) days before the Annual General Meeting email to each member personally, whether he be an Ordinary Member, Honorary Member or an Associate Member, a list of the persons so nominated, and together with such list post a nomination 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;
- f) Regardless of the number of nominations, including retiring members of a committee, received the nomination 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 5.1 f) and l).
- g) 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.
- h) 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 (15) days before the Annual General Meeting of SAPFA.
- i) Any nomination 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;
- j) No business shall be transacted at any AGM unless a quorum of Members is present at the time when the meeting proceeds to business.
- k) Only members in good standing may vote in any election for the committee;

6.3 General Meetings

- a) SAPFA NPC must deliver a notice of each Members' meeting via email and publication on its website to all of the Members of SAPFA NPC with at least 14 clear days notice.
- b) A Members meeting must include the following information:
 - i. the date, time and place for the meeting;
 - ii. the purpose of the meeting;
 - iii. a copy of any proposed resolution 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;
 - iv. a statement that a member of good standing is entitled to attend and vote at the meeting
 - v. a statement that a member of good standing is entitled to appoint a proxy
- c) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- d) Only members in good standing may vote at any General Meeting;
- e) The accidental omission to give notice of any meeting to any member shall not invalidate any business transacted at, or any resolution passed at, such meeting.

6.4 Attendance

- a) Only members in good standing may attend a members meeting.
- b) By special invitation of the Committee, guests may attend but shall not have any voting rights.

6.5 Proxies

- a) Proxies shall be members of good standing and the proxy forms shall be in writing, signed by the nominator on the approved form and lodged with the Chairman 48 hours or more prior to the meeting.

6.6 Quorum

- a) The quorum for a Member's meeting of SAPFA NPC called for the passing of a Special Resolution to dissolve the SAPFA NPC shall be at least two thirds of the number of Ordinary Members present in person or by proxy, provided that a quorum shall never be fewer than 10 (Ten) ordinary members are present in person.
- b) The quorum for a Member's meeting of SAPFA NPC called for the passing of a Special Resolution or a General Resolution shall be at least 10 (Ten) ordinary members are present in person.
- c) After a quorum has been established for a meeting (or in respect of a specific matter on the agenda), the meeting may continue (or the matter may be considered) provided the meeting is quorate for the full duration of the meeting.
- d) 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.

6.7 Resolutions

- a) Voting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by the chairperson of the meeting or by no fewer than five members. Unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, shall be final and an entry to that effect in the minutes of the meeting.
- b) If a poll is demanded, it shall be taken in such manner and at such place and time as the chairperson of the meeting directs.
- c) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- d) In the case of an equality of votes, the Chairperson shall have a casting vote.
- e) For an Ordinary Resolution to be successful it shall be passed by majority vote of those present.
- f) For a Special Resolution to be successful it shall be passed by a two thirds (66%) vote of those present.
- g) The results of any vote shall be recorded in the minutes of the meeting and published to all members within 10 days of the meeting.

6.8 Notices

- a) 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.
- b) 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.
- c) The omission to serve any notice on any Member shall not invalidate any resolution passed at any Meeting of Members or of the Committee.
- d) The Committee will from time to time fix the membership fees to be paid by Members, and will be applicable from the 1st of January each year, or as determined by the Committee from time to time.

7 General

7.1 Promotion of the Sport and Disbursements of Accrued Funds

SAPFA as described in paragraph 3, has as its objective to promote the sport of powered flying in its various disciplines, not limited to Rally, Precision Navigation, Air Racing, Pylon Racing, Precision Landing, and as described is actively involved in the development of skills in this regard. In terms of fund accrual annually from Membership, Competitions, Sponsorships, the following protocol to be observed:

- a) The Committee to agree on funding streams to be managed in the Financial Statements. Expenditure incurred by the agreed streams must be deducted from the income earned by that stream only. The Treasurer shall ensure that the Financial Management System be appropriately categorised to have reporting on the agreed funding streams.
- b) An agreed lower limit of accrued funds be agreed upon at Committee Meetings to ensure sufficient non-distributable reserves to fund pre-payments of events, assets, activities, and in general to allow sufficient cash buffer.
- c) At least 50% of declared surpluses in any one defined category to be promoted to be applied to development of that category (by means of education, training, promoting), the remaining 50% towards advancing and reinvesting the objectives of that particular category (team support for competitions, entry fees, team management, judging, marshalling)
- d) Declared surpluses in the category of Membership funds to be applied to promoting SAPFA, membership campaigns, marketing, website management, assets.

7.2 Constitution, Bye-Laws, Competition Rules, Manuals of Procedure

- a) SAPFA may publish Bye-Laws from time to time, the Bye-Laws can describe rules for a specific activity or considered action.
- b) 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.
- c) 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.
- d) 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.
- e) SAPFA will from time to time publish Competition Rules, these describing the rules and detail operations of the event types that SAPFA host. And will be in compliance with the requirements of the South African Civil Aviation Authority CATS & CARS. These Competition Rules will reside on the SAPFA website. Furthermore SAPFA will hold Manuals of Procedure (MOP) to support the Competition Rules as per the requirements to hold a certificate for an Aviation Recreation Organisation (ARO) as per the Civil Aviation Authority Requirements.

7.3 Alteration of Constitution, Bye-Laws, Competition Rules and Manuals of Procedure

- a) 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.
- b) 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.
- c) 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.
- d) The Committee of SAPFA shall have the power at all times to make, cancel and alter Competition Rules and Manuals of Procedure (MOP's) as required, either by the demands of the particular environment or as required by the regulator.

7.4 Interpretation of Constitution and Bye-Laws

- a) 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 6 of this Constitution.
- b) The members and executive committee of SAPFA shall be indemnified and secured harmless out of the assets and profits of 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.

7.5 Dissolution

- a) SAPFA may be dissolved if a resolution of dissolution is taken by a special general meeting called specifically for that purpose.
- b) 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.
- c) 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.

7.6 General

- a) SAPFA will remain an affiliate of the Aero Club of South Africa.
- b) 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.
- c) 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 Aero Club of South Africa individual membership fee once.
- d) The SAPFA committee shall ensure that all stationary, membership cards, documentation, publicity and communication material conforms to the format approved by the Council 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.
- e) Except as provided in paragraph 6.7 and 7.3, 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.
- f) The financial year of SAPFA shall run from the 1st January in any year, until the 31st December in the following year.
- g) 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;
- h) Proper minutes shall be kept of all proceedings of committee meetings, recording all proposals, decisions and recommendations and other matters dealt with by it.