

CONSTITUTION OF THE BMW MOTORRAD CLUB CAPE

(founded August 1979)

1 NAME

The name of the Club shall be BMW Motorrad Club Cape (hereinafter called the Club) and any derivatives or translations of that name.

2 OBJECTIVES

- 2.1 To provide members with the opportunity of exchanging information and useful contact with other BMW motorcyclists.
- 2.2 To promote and further interest in BMW Motorcycles and related products and services.
- 2.3 To promote the good image of motorcycling in general, and that of the riders of BMW Motorcycles in particular.
- 2.4 To promote safe and competent motorcycling skills.
- 2.5 To inform members of matters of interest to BMW Motorcycle owners, and motorcycling in general.
- 2.6 To hold a monthly club meeting, and maintain a register of club members.
- 2.7 To communicate with club members by appropriate means, with news and information relating to the club, BMW products, and other items of interest.

3 POLICY

- 3.1 The Club is controlled and run by the Committee on behalf of the members of the Club.
- 3.2 The Club is an independent Non-Profit Organisation and shall not fall under the control of, or be dependent upon BMW SA, BMW Clubs Africa or any BMW Dealer.
- 3.3 The Club may be a member of BMW Clubs Africa and may become affiliated to or become a member of other organisations with similar objectives but shall not fall under the control of any such organisation.

4 ORGANISATION

The club shall be based in the Western Cape.

5 MEMBERSHIP

- 5.1 Full Membership shall be available to persons who own and or ride a BMW Motorcycle, or who have an interest in BMW Motorcycles and BMW Motorcycle products.
- 5.2 Honorary Life membership shall be available and may be granted to a member who in the opinion of the committee has conferred some exceptional benefit on the Club. Such member shall have all the rights and privileges of Full Membership, but will be exempt from payment of the annual subscription.

6 APPLICATION FOR MEMBERSHIP

- 6.1 A person becomes and remains a member in good standing by completing the standard prescribed membership form and paying his or her Subscription Fee on an annual basis.
- 6.2 The Committee shall be empowered to approve or refuse any application at its sole discretion.

7 FEES

- 7.1 The Joining Fee and Annual Subscriptions shall be determined annually by the Committee and be approved by the members at the November General Meeting.
- 7.2 Annual membership shall run from 1 January to 31 December of each year. Subscription fees for the following year will be due on 1 January, and first time members joining after 1 September of each year will receive membership until the end of the following year.
- 7.3 Membership will automatically lapse if the membership fee for the current year is not paid by the end of March in any year. Any person whose membership has lapsed may re-apply as a new member.
- 7.4 New members will be suitably welcomed into the Club at an appropriate time and will be issued with Club regalia, after receipt of the membership fee.

8 COMMITTEE

- 8.1 The Committee shall consist of the following office bearers
 - Chairperson
 - Vice Chairperson
 - Secretary
 - Treasurer
- 8.2 The Committee shall also have a minimum of two, and a maximum of eight additional members holding portfolios which shall be determined by the committee.
- 8.3 The Committee shall control and manage the club on behalf of the members. Between Annual General Meetings all actions necessary to carry on the business of the Club shall be undertaken by the committee.

9 ELIGIBILITY

- 9.1 Office bearers must be Full Members of at least one years' good standing to be eligible for such position on the Committee.
- 9.2 Ad hoc positions on the committee may be filled by Full Members who have been members in good standing for at least six months prior to their nomination for such position.

10 ELECTION

- 10.1 The Committee shall be elected at an Annual General Meeting.
- 10.2 Nominations must be called for at a General Meeting at least one month immediately prior to the Annual General Meeting.
- 10.3 Nominations are to be made by a proposer and a seconder, and the nomination must be accepted by the nominee. The Secretary shall record all such nominations.
- 10.4 If more nominations than vacancies on the committee are received, the Committee shall be elected by a secret ballot of the members present at the Annual General Meeting. The nominees relative to the vacancies receiving the highest number of votes shall be the Committee for the coming year.
- 10.5 The Committee so elected shall at its first meeting after the Annual General Meeting, elect the office bearers from their members, and decide on the portfolios of the additional members.

11 TERM

No office bearer of the Committee shall be eligible for election to the same office for more than three consecutive years. They may however serve in any other capacity, and are eligible to be re-elected to an office previously held after a rest period of one year.

12 DUTIES

- 12.1 The Committee shall meet at least six times each year at a venue determined by the Committee. Two-thirds of the Committee present in person shall represent a quorum. Any member of the Committee who does not attend two consecutive meetings without valid reason shall be deemed to have resigned from the Committee.
- 12.2 The Committee shall manage all the business and other activities of the Club in the manner set out in this Constitution.
- 12.3 The Committee shall review the Club Constitution at least once every three years and report back to members at the Annual General Meeting on the suitability of the Constitution, and recommend changes that may be required from time to time, such that it is kept in line with changing times and circumstances.
- 12.4 The Committee is required to exercise discipline within the Club. After due consultation, it may remove any member including a Committee member for conduct unbecoming.

13 POWERS

The Committee shall have the power to:

- 13.1 co-opt any member either on a supplementary basis or to fill a position which has been vacated. Co-opted members automatically end their term of office on the completion of the task or at the end of the Club Year;
- 13.2 open and operate banking and other accounts for the benefit of the Club;

- 13.3 invest in such manner as they shall deem fit, such funds which are not immediately required by the Club;
- 13.4 purchase, hire or otherwise acquire any movable property;
- 13.5 sell, exchange or otherwise dispose of any movable property;
- 13.6 employ the funds of the Club in such a manner as is consistent with the aims and objectives thereof;
- 13.7 refuse any application for membership without disclosing its reasons;
- 13.8 suspend or expel any member whose conduct it deems to be prejudicial to the interests of the Club or its members;
- 13.9 draw up a Year Plan of activities to be undertaken annually;
- 13.10 formulate & amend By-laws as necessary.

14 REQUIREMENTS

Two signatories to all accounts opened in the name of the Club shall be required. At least one of the signatories shall be an Office Bearer of the Club.

15 OFFICE BEARERS AND THEIR DUTIES

All duties of Office Bearers may be delegated if so required to other Full Members of the Club, however full responsibility for such duties remains with the Office Bearer.

15.1 Chairperson

- 15.1.1 The Chairperson shall chair General Meetings and Committee Meetings and oversee the proper management of the Club.
- 15.1.2 The Chairperson or his/her selected representative(s) shall represent the Club as required and shall maintain links with organisations contemplated in Clause 3.3.
- 15.1.3 The Chairperson may act on behalf of the Committee in urgent situations, advising them as soon as possible thereafter.
- 15.1.4 The Chairperson shall represent the Club in any legal action which is initiated or defended by the Club in its own name, and as advised by the Committee, shall have the power to represent the Club in all such proceedings.
- 15.1.5 The Chairperson will be ex officio member of all Sub Committees.
- 15.1.6 The Chairperson will present an Annual Report at the Annual General Meeting.

15.2 Vice Chairperson

- 15.2.1 The Vice-Chairperson shall assist the Chairperson with the running of the Club paying particular attention to administrative matters, and shall act for and on behalf of the Chairperson in his / her absence.
- 15.2.2 In the event of the Chairperson vacating office for any reason, the Vice-Chairperson shall become Chairperson until the end of the current term of office of the Chairperson.

15.2.3 In the event of both the Chairperson and Vice Chairperson not present at any meeting an acting Chairperson will be appointed from the Committee Members.

15.3 Secretary

15.3.1 The Secretary shall take and distribute minutes of all meetings of the Committee and of General Meetings, and keep a record of all minutes.

15.3.2 The Secretary shall deal with all day-to-day correspondence and all related matters incidental to the running of the Club.

15.3.3 The Secretary shall keep the records of the Club, including a register of members and issue membership cards as appropriate.

15.4 Treasurer

15.4.1 The Treasurer shall have charge of and maintain proper accounts of the funds of the Club, which shall be deposited in the name of the Club at a bank approved by the Committee.

15.4.2 The Treasurer shall report to the Committee on the state of the finances of the Club on a regular basis. Approval by the Committee of the financial report shall signify approval of all income and expenditure therein.

15.4.3 The Treasurer shall make all payments necessary for the operation of the Club, upon signature as required in Clause 20.

15.4.4 The Treasurer shall collect and bank any monies due to the Club on a regular basis.

15.4.5 The Treasurer shall record all financial transactions in the books of the Club.

15.4.6 The Treasurer will maintain an accurate asset register detailing all of the club's assets.

15.4.7 The Treasurer shall present an Annual Financial Statement to the Annual General Meeting.

15.5 Additional Members

15.5.1 A minimum of two or a maximum of eight members will be elected annually.

15.5.2 Portfolios will be allocated as determined by the Committee.

15.5.3 Portfolio holders will report back at General Meetings.

16 GENERAL MEETINGS

16.1 Annual General Meeting

16.1.1 Shall be held annually in the Western Cape no later than the month of March.

16.1.2 The Secretary shall post notice of the Annual General Meeting via the official Club website at least twenty-one days prior to such meeting

16.1.3 Business shall be conducted in the following order:

- Notice convening the meeting
- Attendance
- Apologies
- Chairman's Report
- Treasurer's Report
- Motions submitted
- Election of Committee

16.1.4 Guests may attend the meeting, but may not vote or speak to the meeting.

16.2 General Meeting

16.2.1 Shall be held monthly.

16.2.2 The Secretary shall post notice of the General Meeting via the official Club website at least ten days prior to such meeting

16.3 Special General Meeting

16.3.1 May be called by the Committee, or upon requisition of at least fifteen members of the Club who are in good standing at the date of such requisition. Such meeting shall be convened within one month of requisition and no business other than that stated in the requisition shall be conducted at the meeting.

16.3.2 The Secretary shall give fourteen days' notice of the time and place of the Special General Meeting to the members providing at the same time the agenda of the meeting. Such notice will be placed on the official club website.

17 QUORUM

17.1 Shall consist of twenty-five members eligible to vote and shall include at least two Committee Members. In the event that there is no quorum, the meeting shall be adjourned for a period of fifteen minutes, and then failing a quorum, the meeting shall stand adjourned for a period of seven days whereupon the members present at such meeting shall form a quorum.

17.2 In the event that there is no quorum at a Special General Meeting, called by a requisition of Club Members, the meeting shall be adjourned for a period of fifteen minutes, and then failing a quorum, the meeting shall be finally dissolved.

18 VOTING

18.1 Only Full Members in good standing shall be eligible to vote and participate in the meeting,

18.2 Any resolution or business requiring a vote at meetings, other than the election of committee members (Clause 10), or amendments to the constitution (Clause 23) shall be passed by a simple majority of members present and by a show of hands.

18.3 A vote may be cast by proxy in writing to the Committee at least 24 hours prior to the meeting.

18.4 The Chairperson shall have a casting vote.

19 ADMINISTRATION AND FINANCE

19.1 The Club is not for profit and all income and property of the Club shall be applied solely towards its objectives. No portion thereof shall be paid or transferred directly by way of dividends or bonus or otherwise, to any persons provided that nothing herein shall prevent the payment in good faith of remuneration to any person in return for any services rendered to the Club.

19.2 Immovable property and other investments and assets of the Club wherever situated shall vest in and be registered in the name of the Club.

19.3 The funds of the Club will be applied within the Republic of South Africa and funds received from the RSA will only be applied in this area.

20 SIGNATORIES

20.1 The authorised signatories of the Club shall be appointed by the Committee by way of a resolution in writing to the bank and consist of at least one Office Bearer and one other member of the Club.

20.2 The signatures of any two of the authorised signatories shall be required for the signing of banking documents, formal and legal documents on behalf of the Club, documents relating to the purchase, mortgaging or sale of immovable property and any other formal business necessary for normal day to day operation of the Club.

20.3 The authorised signatories and those authorised to issue notices shall conduct all business in a manner that is in keeping with the policy and objectives of the Club being duly aware of their responsibility.

21 DISSOLUTION

21.1 The dissolution of the Club may only be effected by resolution passed at a Special General Meeting. Such resolution shall require a three quarter majority vote of members present and eligible to vote at such meeting.

21.2 Upon dissolution of the Club, its remaining assets shall be donated, after all liabilities have been discharged, to one or more charitable institutions serving the interests of motorcyclists.

22 LIABILITIES

22.1 The liability of members shall be limited to the amount of subscription due by such members in terms of this Constitution. Beyond this no member shall be personally liable for the debts of the Club.

22.2 The Club shall in no circumstances whatsoever be held liable for any loss or damage to property of any member or guest whether occasioned by negligence, theft or otherwise, neither shall the Club be liable for personal injury, harm or death suffered by any member or guest.

22.3 Any member introducing a guest shall be responsible for the conduct of such guest.

22.4 Members and their guests participate voluntarily in any and all club activities and entirely at their own risk.

23 AMENDMENTS TO CONSTITUTION

Amendments to this Constitution may only be made by members in good standing at a General Meeting. Notice as required in Clause 16.2.2 shall be given and any amendment shall require a two-thirds majority of the members present, by a show of hands.

28 September 2016