

# MORNINGSTAR FLYING CLUB

## CONSTITUTION 25 October 2017

### 1. NAME OF THE CLUB

The name of the Club shall be the **MORNINGSTAR FLYING CLUB**, hereinafter referred to as "the Club".

### 2. OBJECTS OF THE CLUB

- a. To promote the sport of flying and, in particular, that of Non Type Certified Aircraft.
- b. To carry out all the normal functions of an aviation related sporting and recreational club in a non- profit manner.
- c. To control and operate the land lease from the Land Owners of Morningstar Airfield.
- d. To manage an efficient, organised and safe aerodrome.
- e. To control the operation and safety of recreational flying in any area where the club may have jurisdiction.
- f. To maintain the discipline of club members with regard to the requirements of the Club Constitution and Rules of the Club.
- g. To promote the Club's interest with the Aero Club of South Africa, the South Africa Civil Aviation Authority and the public.
- h. Furthermore, the Club recognizes the need to promote aviation with less privileged and Previously Disadvantaged Individuals.

### 3. CODE OF ETHICS

The MORNINGSTAR FLYING CLUB (MFC) is a non-discriminatory and harassment free organization that abides by the following code of conduct:

- a. The purpose of this code is to protect the health, safety and wellbeing of all MFC members and those who participate in the activities of flying aircraft.
- b. The MFC seeks to provide a safe environment for all its members and those who participate in the activities of flying aircraft.
- c. This code confirms that the MFC, its committee and its members will not tolerate harassment, victimization or abuse of those involved in it, or its member's activities.
- d. This code records the MFC's commitment to strong ethical principles, requiring that all people participating in its activities must comply with principles of responsible and professional behaviour.
- e. The MFC advocates that everyone who participates in its and its members' activities have the right to be treated with respect and dignity and that they have the right to have any complaints dealt with in a fair, confidential and sensitive manner.

#### 4. MEMBER RESPONSIBILITY

It is the responsibility of all MFC Members to ensure that their actions conform to this Code of Ethics and that they respect the rights of others.

#### 5. MEMBERSHIP

- a. Annual membership shall consist of: -
  - i. **Flying Member** - One who has full voting rights and was, is or wants to be, a pilot.
  - ii. **Country Member** - One who has full voting rights and does not reside within 100 nm of our clubhouse.
  - iii. **Social Member** - One who has no voting rights, has never been or intends to be, a Pilot.
  - iv. **Honorary Member** - One who has been appointed by unanimous resolution of the Committee and who shall be entitled to all privileges of the Club without payment of subscription, but shall have voting rights and be eligible for membership of the Committee of Management.
  
- b. Persons wishing to join the Club: -
  - i. Shall be proposed by a paid-up member and shall complete an application form.
  - ii. A Member wishing to propose any person for membership for the Club shall submit an official form signed by the proposer and seconder to the Secretary.
  - iii. The Secretary shall then place the application on the Notice Board for a period of three months prior to the Executive Meeting at which such candidate shall be considered for membership.
  - iv. The proposer shall ensure that the candidate is introduced to at least two Executive Committee Members during this period.
  - v. Any fully paid up Member shall have the right, during this period, to lodge an objection to the application, in writing, with the Secretary.
  - vi. The Executive Committee shall after the said period of three months, accept or reject the application, after having given due consideration to any objections.
  - vii. The Secretary shall call upon the applicant to pay the applicable entrance fee and subscription on submission of the application, which will be refunded if the application is rejected. During this three-month probation period, the applicant would not have any voting privileges.
  - viii. The Executive Committee shall not be required to give any reason for the rejection of and application for membership and the decision shall be final and entirely at the Committee's discretion.
  
- c. All visitors to the club are most welcome. A Member shall accompany visitors at all times. Members who host visitors shall be responsible for the actions and omissions of their guests who shall be bound by the Rules of the Club.
- d. Membership to the Club does not and shall not give any member any right, title, interest, claim or demand in or to any of the funds or assets of the Club, but only confers upon such members the rights and privileges of entering such areas under the jurisdiction of the Club and of using such in accordance with the Constitution and Rules of the Club.
- e. Members are prohibited from selling their membership rights.

#### 6. LIABILITY OF MEMBERS

The payment of subscriptions shall imply acknowledgment that such member accepts and is subject to and bound by the Constitution, Rules of the Club, Regulations and the rulings of the Committee. A copy of the Constitution is available on the Club's website [www.morningstarflyingclub.co.za](http://www.morningstarflyingclub.co.za).

## 7. RESIGNATION

The resignation of a member shall be notified in writing to the Secretary and any member resigning shall be liable for his/her subscription in respect of the year during which the Secretary receives his/her letter of resignation.

## 8. DISCIPLINARY PROCEEDINGS & POWERS

- a. When required, a disciplinary sub-committee shall be convened which shall consist of two Executive Committee members and at least two Full Members who are in good standing and have no disciplinary record.
- b. They will have the power to inquire into and decide on charges against a member where a member has committed a willful breach of the Club's Constitution or bye-laws, or any Clause of any Agreement into which the Committee has entered with any local or Government Authority, or third party on the Club's behalf, or is guilty of improper, dishonest, unsportsmanlike, unacceptable conduct, or is guilty of any conduct prejudicial to the interests of the Club whether within or outside the Club precincts.
- c. They will ensure that the member is given the opportunity to explain his or her conduct and to present evidence.
- d. They have power to impose such penalty as they deem fit including the right to suspend, to request a member to resign or to expel members.
- e. They have power to summarily suspend a member pending an enquiry providing that the enquiry shall take place within ten days of such suspension.
- f. An appeal may be made to the Executive Committee against any decision or order made by the disciplinary sub-committee, provided that:
  - i. a notice of appeal is lodged with the Secretary within seven days of the date of the decision or order appealed against
  - ii. the Executive Committee, excluding the Executive Committee members who convened the disciplinary sub-committee shall hear the appeal.
- g. the Executive Committee shall have the power to confirm, alter or set aside, in any manner whatever, any such decision or order.
- h. The Executive Committee shall have the power to refer the appeal to the Board of Trustees if it sees fit.
- i. Members shall not be entitled to legal representation at any disciplinary hearing or at the appeal from its findings unless the Chairman of the tribunal concerned so rules.
- j. Disciplinary records shall be expunged one year after the completion of the sanction.

## 9. SUBSCRIPTIONS

- a. Annual subscriptions, for the period 1 January to 31 December, are levied on the 1<sup>st</sup> January each year and are due and payable by the last day of February each year. The Committee, prior to the AGM, will decide the subscription amount for the coming year. Any increase in amount over 10% will become the subject of special vote at the AGM.
- b. Any member who has not paid his/her subscription by the end of February each year shall automatically, without verbal or written advice, cease to be a member of good standing within the Club.
- c. Other than members who have resigned in good standing and subsequently apply to re-join the Club, any new membership subscriptions or membership subscriptions that have expired in terms of Clause 9b will be required to pay a once-off joining fee to the Club. The Committee, prior to the AGM, will decide the amount of the joining fee for the coming year.
- d. Any member whose account is overdue for longer than 90 days is deemed to have deserted and his or her name will be removed from the Register of Members.
- e. A member who is not in good standing may not be entitled to vote on any matter at any meeting.

## 10. COMMITTEE OF MANAGEMENT

The control and management of the Club shall be vested in an Executive Committee consisting of a Chairman and seven Committee Members. Other than Chairman, a Committee member shall be responsible for one of the following portfolios: -

- i. Secretary
- ii. Treasurer
- iii. Safety
- iv. Aircraft & technical
- v. Communication & events
- vi. Airport manager
- vii. Website

These portfolio positions must be concluded at the first Executive Committee meeting, to be held within one week of the conclusion of the AGM.

## 11. BOARD OF TRUSTEES

- a. A Board of Trustees shall be elected consisting of THREE members who meet the following criteria:
  - i. They have been full members for more than 10 years.
  - ii. They shall not be serving members of the Executive Committee and may not be elected to the Executive Committee during their term of office as a Trustee.
  - iii. They are active in the affairs of the club and are frequent visitors to the club.
  - iv. They have no disciplinary record.
  - v. The Trustees shall be elected at the Annual General Meeting of the Club for a minimum period of three years and may be re-elected.
  - vi. The Trustees shall be responsible for:
    1. Monitoring the actions of the Executive Committee.
    2. Uphold and act as final arbitrator on matters of Constitutional interpretation.
    3. Acting as the final arbitrator in the event of disciplinary appeals.
    4. Serving in an advisory capacity to the Executive Committee if required.
    5. Overseeing the liquidation of the club in the event of its dissolution.
  - viii. The Trustees shall have the power jointly, to call a Special General Meeting of the Club in the event that they believe the Executive Committee is acting in contravention of the Club's Constitution, its stated objective or is acting in a manner which is detrimental to the future of the club.

## 12. ELECTION PROCEDURE

- a. The Chairman, Treasurer and Secretary and then Five (5) Committee Members shall be elected at the Annual General Meeting for a two-year term of office.
- b. Retiring members are automatically eligible for re-election unless the Member no longer wishes to stand.
- c. Nominations for the posts of Chairman, Treasurer and Secretary and the five Committee Members must be submitted in writing, duly proposed and seconded, to reach the Secretary at least fourteen (14) days prior to the notified date of the AGM.
- d. If insufficient nominations are received, nominations may then be called for during the AGM.
- e. Paper ballot or proxy will determine voting.

### 13. POWERS AND DUTIES OF EXECUTIVE COMMITTEE

- a. The Executive Committee, hereafter referred to as the “Exco”, may, for any purpose, appoint a subcommittee of which at least one member must be a member of the Exco. The Exco will ratify any decision taken by the subcommittee.
- b. The Exco will have full control over the affairs and objectives of the Club.
- c. The Exco will, in particular, ensure that the lease conditions of the land lease which forms the basis of the Club’s property, is at all times upheld so as not to create friction with the land owner.
- d. The Exco will have full authority to amend, add to & omit certain clauses to the Rules of the Club.
- e. The Executive Committee may not make any decision that is not regarded as in the “interest of the Club” and in contradiction to the Club’s Constitution.
- f. A Quorum for an Executive Committee meeting will be four (4) members present.
- g. Any Committee member that seeks to supply goods or services to the MFC shall be excluded from any decision-making process the Committee follows to approve any contract to acquire those goods or services.
- h. Any member of the Executive Committee who is absent from two consecutive meetings without leave or who in the absolute opinion of the Executive Committee is not fulfilling his/her duties satisfactorily may be removed from office by a majority vote of all the remaining Executive Committee Members. In such an event, the provisions of paragraphs 13(b) and 18 shall apply to elect a new Committee member, which shall be made at a Special General Meeting or an Annual General Meeting. It shall be in the absolute discretion of the Executive Committee acting by means of majority vote as to whether leave of absence shall be granted or not. The decision made by the Executive Committee will be final and binding.

### 14. INDEMNITIES AND LIABILITY OF COMMITTEE MEMBERS AND OFFICIALS OF THE CLUB

- a. Members of the Committee and persons appointed in terms of paragraph 12 and the Board of Trustees, are indemnified and held blameless in respect of any loss sustained by the Club or its members as a result of any bona fide act performed by or authorized by them in the course of their activities on behalf of the Club.
- b. The liability of any member of the Club for its debts, engagements or obligations, is limited to the amount of his or her subscription unpaid for the current year or any previous year.

### 15. LEGAL STATUS

The Club shall:

1. Be a legal entity distinct from its individual members.
2. Have a perpetual succession notwithstanding changes of membership within the Club from time to time.
3. Manage and control the property on behalf of the company who is the lessee in terms of the lease over the property from the City of Cape Town (the lessor).
4. Not to have as its object the acquisition of gain by the Club or its individual members thereof.
5. The club shall be a person at law, with all attributes of juristic personality.
6. The club shall be able to institute and defend legal proceedings and institute all legal acts in its own name.
7. All legal documents shall be executed by the Chairman or failing him the next senior committee member.
8. No member or any guest shall have any right of action against the Club for any damage suffered by him through any default or neglect of the Club or its servants.

## 16. MEETINGS AND PROCEDURES

- a. If at any meeting the Chairman is not be present, the members of the Executive Committee present shall vote one of their number to the Chair.
- b. A vacancy arising in the Committee before the next Annual General Meeting shall not be filled unless three (3) Committee Members have vacated their portfolios. Should this be the case, three new Members will be voted in at a Monthly or Special General Meeting. These posts will be regarded as temporary until the next AGM.
- c. The conduct of all meetings shall be held in accordance with accepted Rules of Procedure for Meetings.
- d. The Secretary shall minute all proceedings in the accepted manner.
- e. The **Annual General Meeting** shall be held in October each year. Notice of the Annual General meeting shall be posted to all members not less than 14 days prior to the meeting.
- f. A **Special General Meeting** may be called at any time and the Chairman shall do so upon a requisition signed by at least fifteen percent (15%) of the members on the Club's Register of Members, stating the purpose for which the meeting is requested. Notice of any Special General Meeting shall be given at least 14 days prior to the meeting, to all members and shall specify the object for which the Meeting is called.
- g. A **Monthly General Meeting** will be held monthly on the last Wednesday of each month except for the month of December.
- h. An **Executive Committee Meeting** shall be held at least once every three calendar months.

## 17. QUORUM FOR ALL MEETINGS

- a. A Quorum for all meetings will be a number that reflects fifteen percent (15%) of the number of members on the Register of Members entitled to vote at the time of the meeting.
- b. Four (4) Committee Members present and entitled to vote shall be a Quorum for any Executive Committee Meeting.

## 18. VOTING

- a. Every member present and entitled to vote shall have one vote and all business shall be transacted on a majority of votes.
- b. Paper ballot or proxy will determine voting numbers.
- c. In the event of an equality of votes, the Chairman shall have a casting vote in addition to that which he is entitled to as a member.

## 19. FINANCE

- a. The funds of the Club shall be deposited at such bank or building society as the Executive Committee from time to time determines.
- b. All fund withdrawals will be authorized by the Chairman or the Treasurer only.
- c. The Treasurer shall keep the accounts of the Club and shall have custody of all the financial records belonging to the Club. He is also charged with the responsibility of the Club's Auditor.
- d. The financial year of the Club shall end on the 31<sup>st</sup> December of each year and the treasurer shall prepare the annual financial statements, as at that date, which shall be presented at the next Annual General Meeting.
- e. The Executive Committee is hereby authorized to allocate and spend such funds as may be required for the efficient running and improvement of the Club.
- f. No member who is not a member of the Exco may purchase any item or service or enter into any contract in the name of the Club without the written approval of the Exco.

- g. The Club's Asset Register will reflect all assets owned by the Club and be kept up to date by the Treasurer.
- h. The Chairman, Secretary and Treasurer (who must be unconnected persons) of the club must accept fiduciary responsibility for the Club.
- i. The Club may not directly or indirectly distribute funds to any member in the form of an interest free loan, paying excessive wages or salaries or amounts for services rendered or donating assets to any member.

## 20. AMENDMENTS TO THE CONSTITUTION

The Constitution shall not be added to, amended or rescinded except at a Special or Annual General Meeting. Any resolution shall require a two-thirds majority vote of members in good standing.

Proposed changes shall be by written proposal only, duly seconded and submitted at least fourteen days prior to the AGM or SGM, to the Secretary who will without delay, notify all members in writing

## 21. RULES OF THE CLUB

All members, visitors and users of the Club's facilities shall be bound by the standing Rules of the Club. The Exco will draw up such rules and will have the authority to amend such from time to time. These amendments or additions will be made public at the following Monthly General Meeting. The Rules of the Club shall at all times be available to any member on request and a copy of the current standing rules shall be posted on a prominent place in the club house.

## 22. DISSOLUTION

If at any meeting a resolution for the dissolution of the Club be proposed, the Committee shall call a Special General Meeting to be held not later than 30 days thereafter, at which a minimum of two-thirds of the members on the Register of Members, be present. Confirmation of the resolution shall require a further two-thirds majority vote of those present.

If the resolution is then passed, the Executive Committee shall proceed to realise the properties of the Club by closed tender and after the discharge of all liabilities shall transfer the assets to any other recreational club approved by the Commissioner under section 30(A) or a Public Benefit Organisation approved by the Commissioner under section 30(3) and upon completion of such division, the Club shall be dissolved.

## 23. NOTIFICATION TO SARS OF AMENDMENTS

The trustees of the club shall ensure that any amendments to the constitution are forwarded immediately to SARS.