

THE SOUTH AFRICAN MODEL AIRCRAFT ASSOCIATION



CONSTITUTION

October 2005

1. NAME.

The name of the Association shall be The South African Model Aircraft Association, hereinafter referred to as the Association, or the SAMAA.

2. AFFILIATION.

The Association may affiliate with any other legal entity having materially the same objects.

3. OBJECTS.

- 3.1 To form an Association of aeromodellers, under the auspices of the FAI, the CIAM, and the South African Aero Club or its equivalent, officially representing all forms of aeromodelling in South Africa, in order to actively promote the construction and regulation of the safe flying of model aircraft in South Africa.
- 3.2 To redress the inequalities of the past in aeromodelling, and actively to pursue and implement a transformation plan for previously disadvantaged individuals, in conjunction with the relevant Government authorities, to ensure access and full participation for all South Africans in all facets of aeromodelling.
- 3.3 To foster comradeship amongst the members of the Association.
- 3.4 To advance and protect the interests of all members of the Association and persons engaged in the activities of the Association.
- 3.5 To create competitive opportunities, and to regulate, or contribute to the regulations of such activities at local, national, and international level.
- 3.6 To communicate and provide relevant information on a regular basis to all members of the Association and, if applicable, the South African community.
- 3.7 To establish links, relationships, and to co-operate with Special Interest Groups, model aircraft clubs, regional bodies, relevant institutions, and Government departments, as well as international entities having the same objects.

4. LEGAL CAPACITY.

- 4.1 The Association shall be a body corporate not for gain, with perpetual succession, and capacity to acquire rights and incur obligations independent of its members. All assets, funds, or property of the Association, shall be held or registered in the name of the Association as a corporation at law.
- 4.2 All the income of the Association shall be applied solely towards the promotion of its objects, and no portion thereof shall be paid or transferred directly or indirectly to any member or members, provided that this shall not be construed to prohibit the *bona fide* remuneration to any person or member of the Association for services rendered to the Association, or the re-imburement to any member of the Association of reasonable costs incurred in pursuit of the objects of the Association.

5. LIABILITY OF MEMBERS.

The liability of every member shall be limited to the amount of the relevant unpaid membership fee due by such member in terms of this Constitution, and beyond this no member shall be personally liable for any debts or legal liability of the Association unless a member willingly so binds himself/herself in his/her personal capacity or willingly agrees to act as a trustee in the interests of the Association.

6. MEMBERSHIP.

- 6.1 The Association shall consist of at least 10 founding members and all future members that shall be admitted.
- 6.2 Members shall be classified as follows:
- 6.2.1 **Ordinary member.** Any person substantially interested in model aircraft of any description, shall be eligible for Ordinary membership. Application shall always be made in writing accompanied by the relevant fee.
- 6.2.2 **Junior member.** Any person under the age of 18 years substantially interested in model aircraft of any description. Application for Junior membership shall be made in writing and accompanied by the relevant fee. This category of membership shall will not have any voting rights.
- 6.2.3 **Leader member.** Any person conferred such status by the Management Committee in recognition of fulfilling a leadership role in assisting and guiding the members of the Association towards achieving the objects of the Association.
- 6.2.4 **Honorary Life member.** In recognition of meritorious service or potential influence in achieving the objects of the Association, any eminent deserving person may be recommended to the Management Committee for Honorary Life Membership. Such recommendation shall be submitted in writing and shall be co-signed by at least 20 members of the Association, who have held membership of the Association for at least two years.
- 6.2.5 **Senior Citizen member.** Any person 60 years old and older.

7. REFUSAL OF MEMBERSHIP.

The management committee may refuse any application for membership without assigning any reason therefore, whereupon all accompanying fees are refundable.

8. MEMBERSHIP CESSATION.

Membership shall cease on the happening of any of the following events:

- 8.1 Failure to pay the annual subscription within 30 days after the due date.
- 8.2 Upon receipt of a written resignation.
- 8.3 Upon membership being terminated by the management committee in terms of this Constitution or any process instituted in terms thereof.
- 8.4 On the decease of a member.
- 8.5 In the event of cessation of membership, all subscriptions and other fees paid shall be forfeited to the Association.

9. LEGAL PROCEEDINGS.

The Association shall have the power to sue or be sued in its own name, and its authority to institute or defend legal proceedings shall be signed by the Chairperson and Vice-chairperson, who shall have the power to represent the Association in all such proceedings. All processes of law, notices and the like, shall be regarded as sufficiently served on the Association if served upon the Chairperson or Vice-chairperson.

10. MANAGEMENT.

All the business and related matters of the Association shall be managed, dealt with, and finalised by the management Committee of the Association subject to the proviso that major policy issues shall be finalised only after consultation with the members.

- 10.1 The Committee shall meet whenever the business of the Association so requires, but at least four meetings per annum shall be conducted.
- 10.2 The meetings of the Management Committee shall be open to all members in good standing of the Association who may raise, with written notice having been given to the Chairperson at least 24 hours prior to the date of the meeting, any matter for consideration by the management committee, provided further that the Chairman of any registered Interest Group, registered club or registered regional body shall be entitled, subject to due notice having been given to the Chairperson as aforesaid, to raise any matter pertaining to the operation of the Group he represents and during the consideration of the matter, such Chairperson shall enjoy full membership of the management committee including the right to vote on the matter raised by the group.
- 10.3 The term of office of the management committee shall be two years. Furthermore, no member shall serve more than 3 (three) consecutive terms on the management committee.

- 10.4 The Committee shall at its first meeting elect from amongst the members of the Committee a Chairperson, Vice-chairperson and Secretary.
- 10.5 The Chairperson, or in his/her absence, the Vice-chairperson, shall preside at all meetings of the management committee.
- 10.6 The Chairperson and Vice-chairperson shall not hold any other executive office in any of the substructures of the Association.

11. COMPOSITION OF MANAGEMENT COMMITTEE.

- 11.1 The Management Committee shall consist of:
 - 11.1.1 Five members elected by the membership of the Association.
 - 11.1.2 A treasurer elected by the membership of the Association and to be appointed by the management committee at its inaugural meeting.
 - 11.1.3 Three representatives designated as follows:
 - 11.1.3.1 One representative designated by the National Special Interest Groups registered in terms of section 17 of the Constitution, and
 - 11.1.3.2 One representative designated by the clubs registered in terms of section 17 of the Constitution, and
 - 11.1.3.3 One representative designated by the regions registered in terms of section 17 of the Constitution.
 - 11.1.4 One representative designated by an association with majority representation from dealers in aeromodelling supplies in South Africa.
 - 11.1.5 The past Chairperson of the management committee.
 - 11.1.6 A General Manager who shall be the the employee of the Association as appointed by the management committee in this capacity at the time.
- 11.2 The management committee may co-opt additional members from time to time.

12. ELECTION AND DESIGNATION OF MEMBERS OF THE MANAGEMENT COMMITTEE.

- 12.1 The members to be elected in terms of section 11.1.1 and 11.1.2 shall be democratically elected according to an election process approved, supervised, and certified by the Auditors of the Association.
- 12.2 The Committee Members representing the groups in terms of section 11.1.3 and 11.1.4 shall, upon completion of the election process referred to in section 12.1, be designated by the executive structure of the relevant group, within a reasonable period of time.

13. POWERS OF THE MANAGEMENT COMMITTEE.

The Management Committee shall actively pursue the objects of the Association by actively managing and administering the affairs and business of the Association in terms of the laws of the country, and consider any matter affecting the flying of model aircraft, make representations thereon, or take such action as the committee deems advisable, and in particular may:

- 13.1 Acquire, hire, or dispose of property, borrow money on the security of the assets of the Association, and accept and administer any trust or donation.
- 13.2 Render financial assistance to any person, club, Special Interest Group, or legal entity in order to promote and realise the objects of the Association.
- 13.3 Delegate to any committee, club, Special Interest Group, or member of the Association such of its powers as it may from time to time determine, but shall not be divested of any powers so delegated.
- 13.4 Make rules on all matters that the committee considers necessary or expedient in order that the objects of the Association may be achieved.
- 13.5 Determine the subscriptions to be paid by the relevant classes of membership for each financial year in order to ensure that the objects of the Association are achieved on a sound long-term financial basis.
- 13.6 Arbitrate on any issue and amongst any sub-structure, clubs, Special Interest Groups, or individual members to ensure that the objects of the Association are attained, enshrined, and adhered to at all times.
- 13.7 Discipline, after investigation and in terms of clause 13.13, any member of the Association, and may, having followed due process, terminate the membership of any member.
- 13.8 Consider proposals for Honorary membership of the Association and finalise such proposals as the Committee may deem fit.
- 13.9 Arrange suitable public liability insurance for the members of the Association.
- 13.10 Determine the arrangements and criteria for international representation and participation.

- 13.11 Determine the conditions of service of employees of the Association and the honoraria payable to office bearers of the Association for services rendered to the Association.
- 13.12 Determine a Dispute Resolution Process to deal with disputes amongst members or structures of the Association, based on the principles contained in the laws of the country.
- 13.13 Make quarterly financial statements available to the membership and shall, if called upon to do so, supply to any member of the Association in good standing, the rationale for any expenditure incurred by the Association, provided that the actual costs incurred in doing so, shall be for the account of the relevant member.
- 13.14 Compile and publish policies, guidelines, and procedures to enhance the principles contained in the Constitution of the Association.

14. CONFLICT OF INTEREST.

A member of the Association, a member of a committee of the Association, an office bearer of the Association or a member of a club or a Special Interest Group, or a Regional body to which powers of the Association have been formally delegated by the management committee, shall declare his or her position regarding an actual or potential conflict of interest prior to the consideration by the relevant body of any matter in which such member has an actual or potential conflict of interest, and shall immediately recuse him/herself for the duration of the debate, as well as the consideration and conclusion of the matter.

15. MOTION OF NO CONFIDENCE.

An office bearer, or a committee member of the Association, if a motion of no confidence directed against them is tabled, seconded, and adopted by majority vote at any formal meeting of the Association, shall immediately vacate their position(s), whereupon the vacancies so created shall immediately be filled in terms of section 16 of the Constitution.

16. VACANCIES.

- 16.1 Every vacancy arising from the circumstances referred to in section 15, and every vacancy caused by the death, or resignation of a member, shall be filled by designation of appointment by the body or group by whom and in the manner in which the vacating member was designated or appointed.
- 16.2 A vacancy, in respect of an elected member of the management committee, shall be filled by the person holding the next highest number of votes, who was not elected in the general election for members of the management committee, subject thereto that if no election was held due to the fact that the number of nominations received were equal to the number of persons to be elected, a by-election shall be conducted to fill the vacancy.

17. ATTENDANCE OF MEETINGS.

A member of any committee of the Association vacates his/her position automatically if he/she is absent from more than two consecutive meetings of such committee without the committee's leave.

18. MINUTES.

- 18.1 The proceedings of each meeting of the management committee, other committees of the Association, Special Interest Groups, clubs, or regions holding any of the powers of the Association duly delegated by the management committee, shall be preserved in Minutes compiled by a person designated prior to the commencement of such a meeting, and shall be ratified at the next meeting, after confirmation, by the signature of the chairperson of the meeting.
- 18.2 Ratified copies of the minutes of meetings of the management committee, and ratified copies of the minutes of meetings of all the sub-structures of the Association, shall be preserved in the central office of the Association.
- 18.3 Certified copies of Minutes shall be made available to any person or legal entity authorised thereto on pre-payment of the actual costs involved in the supplying of such copies.

19. REGISTERED CLUBS, SPECIAL INTEREST GROUPS, OR REGIONAL BODIES.

- 19.1 A group of aeromodellers forming a club, or a Special Interest Group, or a regional body representing a region coinciding with the provincial boundaries of the country, representing a group of aeromodellers, or a group of clubs, or a recognised category of aeromodelling, which could form a separate entity within the Association, may apply to the management committee for registration.
- 19.2 After due consideration of the application, having ensured the group was duly constituted, the management committee may register the group upon such terms and conditions as it deems fit.

20. DUTIES OF CHAIRPERSON OF THE MANAGEMENT COMMITTEE.

- 20.1 The chairperson of the management committee shall ensure that all office bearers perform their duties adequately and make the necessary arrangements for assistance or relief if circumstances so require.
- 20.2 The chairperson of the management committee shall be an *ex-officio* member of all sub-committees, regional bodies, clubs, or Special Interest Groups registered by the management committee, and shall be entitled to attend and participate in meetings of such sub-structures in an *ex-officio* capacity.

21. AUDITOR.

The management committee shall annually appoint an Auditor, who shall not be a member of the committee, for the ensuing year, to examine and report upon the accounts of the Association. The retiring Auditor shall be eligible for re-appointment.

22. ANNUAL GENERAL MEETING.

- 22.1 An Annual General Meeting shall be convened by the management committee, to be held before or during 1 April of each year.
- 22.2 Notice of the Annual General Meeting shall be conveyed to all members of the Association at least fourteen days prior to the date of the meeting. Such notice may be given electronically or through the newsletter of the Association.
- 22.3 The agenda of the Annual General Meeting shall, *inter alia* include:
 - 22.3.1 Ratification of election results of members of the management committee (if applicable).
 - 22.3.2 The report by the current chairman of the management committee.
 - 22.3.3 The report by the general manager.
 - 22.3.4 The report by the treasurer, which report shall include the most recent final audited financial statements of the Association.
 - 22.3.5 Any other business raised by any member of the Association, provided that notice thereof has been given to the chairman of the management committee at least 21 days prior to the date of the meeting.

23. SPECIAL GENERAL MEETING.

- 23.1 Any member in good standing of the Association may call for a Special General Meeting, by giving written notice to the chairman of the management committee, which notice shall be accompanied by a brief description of the matter to be discussed at the Special General Meeting, and an indication of the urgency thereof. A Special General Meeting shall only be convened if the motion calling for such a meeting has been signed by at least 100 members in good standing of the Association.
- 23.2 Notice of the Special General Meeting shall be conveyed to all members of the Association. Such notice may be given electronically or through the newsletter of the Association.
- 23.3 The venue of the Special General Meeting shall be arranged in such a manner that it is accessible to a reasonable representation of members of the Association.
- 23.4 The same requirements which apply to a Special General Meeting in respect of notice to members of such a meeting, will *mutatis mutandis* apply to the calling of a Special General Meeting.
- 23.5 A Special General Meeting shall be called within two calendar months from receipt of a motion, complying with the requirements for such a request.

24. AMENDMENT OF THE CONSTITUTION.

- 24.1 The Constitution may be repealed, substituted, or amended, or added to by Special General Meeting, or through a special voting process approved and certified by the Auditors, provided that any member desirous of moving any alteration, amendment, or substitution, shall notify the chairperson by certified mail of the intended amendment.
- 24.2 Notice specifying the nature of the contemplated amendment, alteration, or substitution, shall be circulated to the members of the Association within a reasonable time, to their last known address, which could be an electronic address.
- 24.3 The alteration, amendment, or substitution shall be accepted if approved by a two-thirds majority, provided that at least one-third of the members have cast their vote.

25. PROOF OF CONSTITUTION.

A copy of the Constitution, certified by the chairperson or vice-chairperson of the management committee, shall be accepted as evidence for all purposes whatsoever.

26. INTERPRETATION OF THE CONSTITUTION.

Should the interpretation of any clause or sub-clause of this Constitution be in doubt, the matter shall be referred to arbitrators who are officially recognised in South Africa, and their decision shall be final.

27. DISSOLUTION.

- 27.1 The Association shall be dissolved following the adoption of a special resolution after due process had been followed by the management committee to inform and enlighten every member in good standing with the Association, of the rationale and reasons for the intended dissolution of the Association.
- 27.2 A majority vote of at least two-thirds of the members of the Association (in good standing with the Association) following the voting process referred to in section 24.1, shall be required to dissolve the Association.

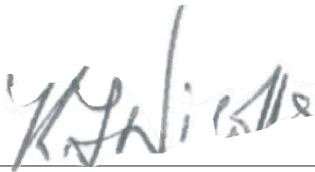
28. DISPOSAL OF ASSETS ON DISSOLUTION.

In the event of the dissolution of the Association, no property of the Association shall be distributed to the members, but shall be transferred to or put into trust for some other institution or association having similar objects to those of the Association.

This Constitution was adopted by the members at the 2005 Annual General Meeting of the South African Model Aircraft Association, held in the Aero Club Board Room, Grand Central Airport, Midrand, on Saturday 15th October 2005.



Johan Harm Coetzer, Chairman of the SAMAA



Keith Frederick Nicolls, Secretary of the SAMAA