



## **CLUB CONSTITUTION**

### **1 NAME**

The name of the Club shall be "Steelwings Motorcycle Club", hereinafter referred to as the Club.

### **2 OBJECTS**

The object of the Club shall be the riding of Harley-Davidson motorcycles for leisure and for that purpose to do and/or cause to be done any such act or thing as the Constitution of the Club shall deem to further the aforesaid object including the acquisition, hire, alienation, lease, encumbering and investment of movable, immovable and incorporeal property or of any limited interest therein, the lending, investment or placing of Club funds, the borrowing of money, the acquisition of rights and incurring of obligations and the making of grants and donations.

The Club is not formed for the purpose of carrying on any business that has for its object the acquisition of gain by the Club or by any individual members thereof.

### **3 INDEPENDENT LEGAL PERSONALITY**

#### **3.1 FORMATION**

The Club is formed with the intention that by this Constitution, and its objects and activities, it shall be a body corporate or "universitas" having a separate legal "persona" with perpetual succession, and with the capacity to acquire and hold property for itself and apart from its members, and likewise to acquire other rights and incur obligations, and to sue and be sued, for and by itself and apart from its members.

#### **3.2 PROPERTY AND ASSETS**

The property and other assets of the Club shall vest in the Club, which shall hold such assets for itself as distinct from the individual members, and the individual members shall have no rights in or to any property or any other assets of the Club.

#### **3.3 OBLIGATIONS**

Any obligations incurred by or for or on behalf of the Club shall be incurred for the Club itself, and to the exclusion of the individual members.

### **3.4 ASSET MANAGEMENT**

Under no circumstances shall any part of the assets belonging to the Club or any Chapter of the Club, be distributed to members in any way whatsoever, whether in the form of a dividend or otherwise. Any funds belonging to the Club or any Chapter of the Club must be used solely for investment or for furthering the objects for which the Club and its Chapters were established.

In the event of a Chapter being dissolved or discontinued, its remaining assets shall be allocated and apportioned, at the discretion of the Presidents Council, to other Chapters of the Club or charities and/or organisations with objects similar to those of the Club.

### **3.5 LEGAL ACTIONS**

The Club may sue or be sued in its own name and the right of decision to sue or to defend any suite shall vest in the Presidents Council of the Club.

### **3.6 INVESTMENTS**

Funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment Funds) Act, 1984, and in securities listed on a stock exchange as defined in the Stock Exchange Control Act, 1985 (Act No. 1 of 1985).

## **4 CLUB ORGANISATIONAL STRUCTURE**

### **4.1 PRESIDENTS COUNCIL**

The Presidents Council shall be the Controlling Body of the Club and shall consist of all elected Chapter Presidents and an elected independent permanent Chairperson elected in terms of and subject to paragraph 4.1A of this Constitution. Decisions will be taken by the elected Chapter Presidents on a majority vote basis, each chapter being entitled to one vote, with the independent Chairperson having a casting vote. The Presidents Council in office from time to time shall have all such powers and authorities as are allowed in law, and shall be entitled on behalf of the Club, to do any act of which a natural person is capable except such as are expressly prohibited in terms of this Constitution. Without limiting its general powers as aforesaid the Presidents Council shall act as Trustees of the property, assets and other rights of the Club, whether in the name of individual Chapters or otherwise, which property, assets and rights shall be held for and on behalf of the Club itself and to the exclusion of the individual members. The Presidents Council shall exercise its authority in the best interest of the Club.

Certain responsibilities of the Presidents Council, as hereinafter defined, shall be delegated to the Chairperson's Committee and Chapter Committees.

#### **4.1A ELECTION OF CHAIRPERSON**

A Chairperson shall be elected at the annual general meeting of the Presidents Council for a term of two years. Candidates for the position of Chairperson must-

(a) be nominated by at least one Chapter before the annual general meeting concerned, provided that all nominations must be submitted to the National Secretary

of the Club no later than the 7th of March in the year in which the election will take place, whereafter such nominations shall be advised to all Chapters no later than 14 days before the annual general meeting concerned;

(b) have the necessary people's skills, expertise and organisational acumen to manage the Club's affairs in the best interest of the Club;

(c) have served, currently or previously, as President of a Chapter of the Club for at least two year terms;

After each nominee has motivated his candidacy to the Presidents Council, voting shall be administered by an independent person and take place by way of a secret ballot. Candidates receiving the lesser of the votes shall be eliminated on a round to round basis until one candidate receives a majority vote.

Once so elected, the Chairperson so elected shall, if he or she holds any office in a Chapter of the Club, vacate such office immediately and shall not continue to formally be a member of a Chapter or hold any office in the structures of a Chapter of the Club, provided that he or she will be entitled to participate in the activities and share in the benefits of any of the Club chapters' activities.

The Chairperson shall only be removed from his or her office before the expiry of his or her term, by way of a vote of no confidence at a special general meeting of the Club.

## **4.2 CHAIRMAN'S COMMITTEE**

The Chairperson may establish a committee, including the appointment of a Vice Chairman, to assist him/her with the day to day administration of the Club and to perform any other functions delegated to it by the Presidents Council, and may for those purposes co-opt such persons he may deem fit: Provided that any member of the committee who is not a Chapter President shall not have a vote at any meeting of the Presidents Council.

## **4.3 CHAPTERS**

To accommodate the needs of members throughout the Country, the Club shall be divided into Chapters and named as approved by the Presidents Council. Each member shall be a member of a Chapter approved by the Presidents Council. Each Chapter will be under the control of an elected Committee which will have delegated powers and authorities as detailed herein, but such Committees will always be answerable to the Presidents Council.

Chapters shall be formed only with the approval of the Presidents Council, and only when the Presidents Council is satisfied that a new Chapter has the resources and inclination to adhere to the conditions and responsibilities of Chapters as detailed in this Constitution.

The Presidents Council may dissolve or discontinue any Chapter at any time, and the assets of any such Chapter dissolved and/or discontinued will be distributed in accordance with 3.4 of this Constitution.

#### **4.4 CHAPTER COMMITTEES**

##### **4.4.1 COMPILATION**

Each Chapter Committee shall consist of Chapter members elected by the Chapter at its Annual General Meeting, and shall have the right to vary the duties of any Chapter Committee member, and can terminate the appointment of any Chapter Committee member by a majority vote at any Chapter Committee meeting formally constituted.

##### **4.4.2 NATIONAL ANNUAL GENERAL MEETING**

The Chairperson of the Presidents Council shall convene an annual national general meeting at least once a year, which shall be attended by the members of the Presidents Council, i.e. the President and Vice President of each Chapter. If the Chapter President cannot attend, at least the Vice President of a Chapter must attend the meeting: Provided that the representation of each Chapter at the meeting shall be limited to two representatives.

##### **4.4.3 ELECTION OF CHAPTER COMMITTEE MEMBERS**

Elected members of the Committee shall be proposed by members at the Chapter's Annual General Meeting: Provided that a President shall only be elected after having served at least 24 months as a member of that Chapter, except in the case of a new Chapter being formed. Such Nominees must be present at the Annual General Meeting and must indicate a willingness to stand as such Nominated Office Bearer. Nominations will go to a Ballot either in writing or by a show of hands and the Nominee receiving the most votes will immediately take office. No proxy votes will be permitted.

##### **4.4.4 CO-OPTED CHAPTER COMMITTEE MEMBERS**

The Committee may co-opt members either to fill a vacancy or to fulfil a special duty. Such co-opted members shall retire at the next succeeding election of elected members or after fulfilment of their special duty, whichever is sooner.

##### **4.4.5 TERM OF OFFICE OF ELECTED CHAPTER COMMITTEE MEMBERS**

Elected members shall hold office for the period between each Annual General Meeting and such period will take effect from the time of the vote.

##### **4.4.6 RESIGNATION OF CHAPTER COMMITTEE MEMBERS**

Members of the Chapter Committee may resign at any time during their term of office, subject to one month's written notice or paragraph 4.1A of this Constitution, as the case may be.

##### **4.4.7 ANNUAL GENERAL MEETING OF CHAPTER**

The Annual General Meeting will take place in February of each year, the date of which will be notified to members through any communication method adopted by the Chapter Committee from time to time but will be in excess of 14 days.

#### **4.4.8 CHAPTER COMMITTEE PROCEDURES**

The Committee shall meet not less frequently than once each calendar month.

Proper minutes of all Chapter Committee Meetings and an attendance register shall be kept. Minutes of all meetings shall be sent to the Chapter Committee members and others who attended such meetings by invitation.

A quorum of any Committee meeting shall be the number of elected members equal to 60% of the total number that make up the elected Committee. If the number so calculated includes a fraction, it will be rounded up to the next whole number.

Any elected member of the Chapter Committee, who, unless granted formal leave of absence, shall fail to attend two consecutive meetings of the Chapter Committee, shall automatically cease to be a member of the Chapter Committee, but this shall not debar him from being re-elected or nominated or co-opted to the Chapter Committee at a later date.

The Secretary shall, at least five days before a meeting send a notice to each Chapter Committee member specifying the date, time and place of such meeting and also the agenda for the meeting.

#### **4.4.9 CHAPTER FINANCE**

The Chapter Committee, through its Financial Manager, shall be responsible to keep proper books of account, recording all financial activity of the Chapter, and such books must be kept up to date and be subject to inspection by any Chapter member. An income and expense statement for every financial year, which will be from 1 January to 31 December, supported by copies of bank statements confirming the opening and closing balances, must be approved by the members of the Chapter at the Annual General Meeting of the Chapter, and must as soon as possible thereafter be submitted to the Chairman of the Club or the appropriate member of the Chairman's Committee. They must be submitted to annual audit by a recognized auditor.

#### **4.4.10 SPECIAL GENERAL MEETINGS**

A Special General Meeting shall be called by the Chapter Secretary if requested by the Chapter Committee or in writing signed by At least 25% of the Chapter Members who state the purpose for which the meeting is to be called.

At least 21 day's notice of such meetings shall be given stating the time and place, at whose instigation the meeting is called and the resolution to be put before such meeting.

No proxy votes will be permitted.

A quorum for a Special General Meeting of the Chapter shall be 60% of the Chapter members either personally present or having completed and returned ballot papers.

Any resolution placed before a Special General Meeting shall be accepted or rejected by a simple majority vote and the Chapter Committee shall be obliged to give effect to such a resolution, provided such act is lawful, not contrary to this Constitution and is within the delegated authority of the Chapter.

#### **4.4.11 CHAPTER'S AUTHORITY AND DELEGATED POWERS**

Each elected Chapter Committee shall have delegated authority to act on behalf of and in the interests of the members of each such Chapter and shall:

- determine which form of membership shall be adopted, this being Rider and Pillion membership or Family membership
- determine the annual subscription to be paid by members and collect such subscriptions together with any membership fees due
- determine the qualification criteria for Chapter Membership
- approve or reject all applications for Chapter membership and renewal of such membership
- acquire, hold, encumber or dispose of property, assets or other rights on such terms as it may decide
- engage a secretary and other staff on such terms and conditions of employment as it may decide
- co-ordinate Chapter events.
- keep and maintain Chapter records
- in consultation with the Presidents Council, arrange the purchase and supply of Club insignia
- at its discretion and with the Permission of the Presidents Council grant financial assistance to any other Chapter
- do all such other acts within its delegated powers which the Committee believes is in the best interest of the Chapter and to such end deal with Chapter assets in such manner as it shall deem fit
- approve the appointment of Roadmasters who will report to a member of the Committee, which appointment will be for a period as determined by the Committee from time to time. The function of the Roadmasters will be decided by the Committee
- on receipt of a report of misconduct of a member, take disciplinary action against that member, including expulsion, as it may deem fit. In the event of a member being expelled, such member will not be entitled to any refund of any Membership or Subscription fee. Any member against whom a complaint of misconduct is made shall be entitled to state his case to the Chapter Committee either personally or by written statement but must accept that the Chapter Committee's disciplinary action is final.
- Adopt by-laws which are not inconsistent or in conflict with this Constitution; Provided that such by-laws be approved by the Chairman's Committee.

#### **5 CLUB INSIGNIA**

Club Insignia shall be designed and approved by The Presidents Council, and no other insignia will be accepted as being representative of the Club. The Club insignia will include letterheads and other documents as well as insignia on clothing. All correspondence pertaining to the Club will bear the Club insignia. The Club Insignia must be displayed by members during official Club meetings, which will include but not be limited to rides, gatherings and social activities concerning the Club. The Club Insignia must be affixed to the back of a leather or other suitable jacket, or waistcoat, against a clear background, which is worn above the jacket.

The Club Insignia shall not be worn by a member if he rides a motorcycle other than a Harley Davidson motorcycle: Provided that if such a member wishes to ride with his/her Chapter on a motorcycle other than a Harley Davidson motorcycle, he/she may do so only if he/she does not wear the Club Insignia and rides behind the “sweeper” at the back of the motorcycle pack/group.

Any insignia which is affixed to the jacket or waistcoat of a member that indicates his or her designation as a Committee member, such as President, Vice President, Road Captain, etc, shall be removed from that member’s jacket or waistcoat once that member no longer holds such elected position.

The Club insignia worn by members will remain the property of the Club and on termination of membership, whether voluntary or otherwise, will be returned to the Club by the member.

In the event of Club Insignia being lost, stolen or mislaid by a member, such member will be responsible to replace it at that member's expense.

## 6 MEMBERSHIP

Membership of Club Chapters is open to all, regardless of race, class, religion or creed.

Membership shall be limited to persons who own or ride a Harley Davidson motorcycle. For purposes of this requirement a “Harley Davidson motorcycle” means-

- a) a Harley Davidson™ motorcycle;
- b) a motorcycle ordinarily known as a “chopper” , or the like, which is powered by a Harley Davidson™ motor or an “American Big Twin” motor, such as a S&S, Rev-Tech, etc; and
- c) a Buell ™ motorcycle powered by a Harley Davidson™ motor.

Should there in any particular case be uncertainty as to the interpretation of whether a specific motorcycle falls within the definition of a “Harley Davidson motorcycle”, a Chapter may resolve to refer the matter to the Chairman of the Club, who shall, after consultation with the members of the Presidents Council, make a final ruling on the matter.

Classes of membership shall be at the discretion of the Presidents Council, and will ordinarily be:

### 6.1 ORDINARY MEMBERSHIP

**Rider Members** - Those who own and ride a Harley-Davidson Motorcycle and/or those who shall in future be admitted as Rider Members (after the successful completion of the introduction period imposed by Chapter Committees) and on payment of the entry fee and annual subscription as the Chapter Committee shall from time to time decide.

**Pillion Members** - Those who are regular pillion riders to Ordinary Members and who have paid such entry fees and reduced annual subscription as each Chapter Committee shall from time to time decide. Pillion Members shall enjoy all the privileges

of Ordinary Members including the right to vote at Chapter meetings but not the right to receive separate communications.

Or

**Family Members** - Those who are members of the same family and who normally reside together excluding children who are not full-time students. Family membership replaces "Ordinary Membership" and "Pillion Membership" and is available to families who own and ride a Harley-Davidson Motorcycle and where all drivers of the motorcycle have successfully completed the introduction period imposed by the Chapter Committee and have paid the entry fee and annual subscription as the Chapter Committee shall from time to time decide. Family membership enjoys two full votes at any General Meeting.

Whichever membership is adopted by the Chapter Committee.

## **6.2 JUNIOR MEMBERSHIP**

No Junior Membership shall be permitted.

## **6.3 HONORARY MEMBERSHIP**

Honorary Members may be appointed and dismissed by the Presidents Council from time to time.

## **6.4 SENIOR MEMBERSHIP**

Those who have attained the age of 65 years are pensioners and who, at the date of applying for Senior Membership status, have been paid-up members for an uninterrupted period of at least 10 years. Senior Members shall have the same rights as Ordinary Members.

## **7 RECIPROCITY BETWEEN CHAPTERS**

There shall be full reciprocity between Chapters and every member of the Club shall be entitled to all the rights and privileges of membership of all Chapters except the right to vote at a meeting or to receive circulars of a Chapter other than that to which he belongs.

## **8 MEMBERSHIP FEES**

A once-off Chapter membership fee, as determined from time to time by the Presidents Council, is payable to the Chapter by new Chapter members on completion of the qualifying criteria required by the Chapter Committee.

## **9 ANNUAL SUBSCRIPTION**

An annual subscription, as determined from time to time by each Chapter Committee, shall be payable by Chapter members to the Chapter on or before a date determined by each Chapter Committee. Any Chapter member who fails to pay the annual subscription by such date shall cease to be a member and may only be re-admitted at the discretion of the Chapter Committee.



## **10 CHAPTER COMMITTEE STRUCTURE**

The Chapter Committee shall determine the number of Office Bearers required, as well as their Portfolio titles and will communicate such information to all Chapter members at least 14 days prior to the Chapter Annual General Meeting.

## **11 CHAPTER AGM VOTING PROCEDURES**

Chapter members eligible to vote will be furnished with a ballot form, containing the portfolios of the Committee to be elected. Proxy votes will not be permitted. Nominations will be taken and if the Nominees qualify for election, Chapter members will note their favoured Nominee. The ballot papers will be collected and counted. The Nominee with the greatest number of votes will take Office with immediate effect. In the event of a tie, Nominees will address the meeting after which a further vote will be taken in the same manner. Each Portfolio will be dealt with independently starting with the President and a conclusion reached before the next Office Bearer is elected.

## **12 EXCLUSION OF LIABILITY AND INDEMNITY**

Every member of the Presidents Council, the Chairman or Vice Chairman of the Presidents Council, members of the Chairman's Committee, the Secretary and all other Officers or Servants of each Chapter of the Club shall be indemnified by it against all claims for damages, arising out of occupation of office unless same arises out of negligence or dishonesty, and it shall be the duty of the Presidents Council, out of the funds of the Club, to pay all costs, losses and expenses which any such Officer or Servant, whilst acting reasonably within the scope of his authority, may incur or become liable to pay by reason of any contract entered into or act or deed done by him or such Officer or Servant, or in any way in the discharge of his duties including travelling expenses.

The Chairman, Vice Chairman, member of the Chairman's Committee, or any member of the Presidents Council, the Secretary or other Officers or Servants of any Chapter of the Club shall not be liable for the acts, receipts, neglects or defaults of any other member of the Presidents Council, Chairman's Committee, or Chapter Committee, or for joining in any receipt or other act for conformity, or for loss or expense happening to the Club through the insufficiency or deficiency of title to and property acquired by order of the Presidents Council or Chapter Committee on behalf of the Club, or for the insufficiency of any security in or upon which any monies of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of his duties of his office or in relation thereto unless the same happens through his own dishonesty.

Neither the Club nor the members of the Presidents Council, the Chairman, the Vice Chairman, members of the Chairman's Committee, of the Presidents Council, the Secretary or any other Officers or Servants of any Chapter of the Club shall be responsible or may be held liable for any loss, damage or injury including consequential losses, suffered by or caused to any person or property anywhere on or about the Club's property, premises, or any other location being used by the Club for Club activities whether or not such loss, damage or injury is occasioned by any act or omission of the Club, the members of the Presidents Council, the Chairman or Vice

President of the Presidents Council, members of the Chairman's Committee, the Secretary or any other Officers or Servants of any Chapter of the Club, or anyone else for whose actions they or any of them would be liable in law, or by reason of vis major, casus fortuitus, rain or other water, riots, strikes, theft, burglary with or without forcible entry, any accident on the road caused or occasioned by any action of any Club member or guest, or any defective facilities of the Club, or activity carried out by the Club, or by any other cause of whatsoever nature and howsoever arising.

Each member of the Club shall, at all times, hold the Club and all members of the Club indemnified against and harmless from and shall in no manner whatsoever seek to hold any of them liable for any injury, loss or damage suffered by such member of the Club as a result of personal injury or patrimonial loss arising directly or indirectly from the participation of any person in any activity of the Club whether or not such injury, loss or damage can be attributed directly or indirectly to negligence of whatsoever nature or degree on the part of the Club, any member of the Club, the Presidents Council, the Chairman or Vice President of the Presidents Council, members of the Chairman's Committee, the Secretary and all other Officers or Servants of any Chapter.

### **13 LEGAL DEFENCE AND ACTION**

In the event of a legal action against the Club or a Chapter of the Club, the defence of such action will be the responsibility of the Presidents Council or any person or body appointed by the Presidents Council to act on its behalf. The cost of such action, including but not limited to professional fees as well as any award either imposed or negotiated, will be borne by the Chapter from which the action arose. In the event of there being insufficient funds in such Chapters current and investment accounts, assets belonging to the Chapter will be disposed of and the proceeds used to liquidate the balance. If there is still a shortfall, the balance will be shared by other Chapters in such proportion as shall be determined by the Presidents Council.

### **14 NATIONAL EXPENSES**

Activities undertaken by the Presidents Council which, in the opinion of the Presidents Council are in the interests of all Chapters shall be financed by Chapters in such proportion as the Presidents Council shall decide. Such activities shall include, but not be limited to, the employment of full and part-time staff, the appointment of professional service providers, the purchase of assets, the purchase of insurance to protect the Club's assets and liabilities, the cost of website development and maintenance, the distribution of documents and newsletters, printing, stationery and the purchase of Club clothing.

### **15 CODE OF CONDUCT**

The Presidents Council will adopt a Code of Conduct, which will serve as a guideline for the conduct of the Club's members, which will be enforced by each Chapter so as to protect the best interests of the Club at all times.

### **16 NATIONAL RALLY**

The annual national rally is the only compulsory rally that members of the Club must attend.

