

CONSTITUTION OF WATERFALL CITY ATHLETIC CLUB

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SECTION I: DEFINITIONS AND OBJECTIVES

1 DEFINITIONS AND ABBREVIATION OF TERMS

In this Constitution, except where incompatible with the context, the following terms shall have the meanings indicated:

- 1.1 **“Annual General Meeting”** or **“AGM”** means an annual meeting of the Members of the WCAC, convened in accordance with the provisions of Clause 9;
- 1.2 **“CGA”** means Central Gauteng Athletics;
- 1.3 **“ASA”** means Athletics South Africa;
- 1.4 **“Athletics”** means road running, race walking, track and field, cross country running, trail running and any related sport affiliated to and supported by ASA and CGA;
- 1.5 **“Athletics Meeting”** means an organised Athletics event, catering for ASA licensed and affiliated athletes and Fun Runs;
- 1.6 **“Constitution”** means the constitution of the WCAC approved and signed in accordance with Clause 27, as amended from time to time;
- 1.7 **“Disciplinary Code”** means the procedures and remedies available to the Management Committee in ensuring adherence to the Rules and Regulations by the Members of the WCAC as stipulated in Schedule C;
- 1.8 **“Domicile”** means the place of permanent residence of a Member as nominated by that Member for the purposes of provincial representation;
- 1.9 **“Fun Run”** means any Athletics Meeting, not requiring participation to be restricted to Licensed Athletes;

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- 1.10 **“Good Standing”** means the status of a Member of the WCAC, in relation to the Disciplinary Code;
- 1.11 **“Licensed Athlete”** means any athlete licensed by ASA in accordance with its rules and regulations, from time to time;
- 1.12 **“Management Committee”** means the management committee of the WCAC as constituted in accordance with the provisions of Section III;
- 1.13 **“Member”** means a member of the WCAC, as described in Section II;
- 1.14 **“Official”** means any person employed by the WCAC on a part-time or full-time basis as may be appointed in writing by the Management Committee from time to time;
- 1.15 **“Office Bearer”** means a Member of the Management Committee and sub-committees elected or co-opted in accordance with the provisions of Section III;
- 1.16 **“Rules and Regulations”** means policies, procedures, codes of conduct, rules and regulations, not necessarily contained in this Constitution, aimed at the efficient operation of the WCAC and approved in accordance with the provisions of Clause 20;
- 1.17 **“Special general meeting”** or **“SGM”** means a specifically convened meeting of the Members; and
- 1.18 **“WCAC”** means Waterfall City Athletic Club, a voluntary association which is recognised as a body corporate under South Africa common law (*universitates*), which is registered as an athletics club by the ASA.

2 NAME AND LEGAL PERSON

- 2.1 The name of the club shall be Waterfall City Athletic Club.

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- 2.2 The WCAC is a recreational sport club registered in the Republic of South Africa with no alignment to any political or social entity, body or organisation other than provided for in this Constitution.
- 2.3 The WCAC is a legal entity and shall, through its authorised representatives:
- 2.3.1 exist independent from its Members, Office Bearers and Officials;
 - 2.3.2 be entitled to acquire, encumber or dispose of movable or immovable property;
 - 2.3.3 incur legal obligations and liabilities independently of its Members, Officials and Office Bearers;
 - 2.3.4 be entitled to enter into legal transactions and to institute or defend legal proceedings.
- 2.4 The WCAC is a non-profit organisation and shall be registered and operated as such in accordance with the provisions of the laws of South Africa, in particular the Income Tax Act and the Companies Act.

3 MISSION AND OBJECTIVES

3.1 Mission

To be the athletics club of choice for its Members and community; and to be a professionally administered organisation affiliated to CGA.

3.2 Objectives

In the pursuit of the mission of the WCAC, the following objectives guide the activities of the WCAC:

- 3.2.1 provide organised access to athletics, inclusive of registration, participation, coaching and other services, to those who wish to participate

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- in athletics both for purposes of recreation and excellence, through their membership of the WCAC;
- 3.2.2 establish and enhance the "Waterfall Spirit" amongst the WCAC Members through the upholding of the WCAC Code of Conduct;
 - 3.2.3 ensure that membership fees remain as low as possible in relation to that of comparative clubs;
 - 3.2.4 promote and support attendance of Athletics Meetings by Members of the WCAC to ensure their access to competition in accordance with the mission and objectives of CGA and ASA;
 - 3.2.5 fulfill social obligations towards communities within the reach of the WCAC;
 - 3.2.6 participate in the administrative and operational affairs of CGA and ASA; and
 - 3.2.7 ensure that all rights of individuals, as enshrined in the South African Constitution, are protected in the WCAC.

4 MEANS OF ACHIEVING OBJECTIVES

The objectives of the WCAC will be achieved by:

- 4.1 Managing the affairs of the WCAC in a professional manner, inclusive of the following:
 - 4.1.1 registering and managing the WCAC in accordance with all relevant South African laws;
 - 4.1.2 keeping an updated record of the books of account of the WCAC and procuring that the books of account are reviewed annually in accordance with accepted accounting practice;

- 4.1.3 ensuring that the WCAC remains financially solvent and liquid;
- 4.1.4 administering membership efficiently;
- 4.1.5 acquiring, investing, encumbering and disposing of such assets as may be required to achieve its objectives and caring for, maintaining and protecting the assets belonging to the WCAC;
- 4.1.6 protecting and enhancing the image of the WCAC through all its activities, representations (including Internet and social media representations) and media liaison; and
- 4.1.7 protecting the official brand and trademark of the WCAC.
- 4.2 Compiling and applying the Rules and Regulations required to manage the WCAC in accordance with its Constitution;
- 4.3 Ensuring that Members of the WCAC uphold its Constitution, inclusive of the following, which each embody the "Waterfall Spirit":
 - 4.3.1 loyalty towards the WCAC;
 - 4.3.2 friendship amongst Members and other athletes;
 - 4.3.3 enthusiasm and inspiration to others;
 - 4.3.4 encouragement;
 - 4.3.5 support of the WCAC activities; and
 - 4.3.6 discipline.
- 4.4 Applying disciplinary procedure against Members in accordance with the Disciplinary Code of the WCAC;
- 4.5 Presenting WCAC Athletics Meetings in accordance with the regulations of

CGA and ASA;

- 4.6 Operating systems aimed at incentivising individual Members to achieve in accordance with their potential and to recognise such achievements; and
- 4.7 affiliation of the WCAC with CGA and ASA.

SECTION II: MEMBERSHIP

5 MEMBERS

- 5.1 Any individual person, who is a citizen or temporary or permanent resident of the Republic of South Africa and who is domiciled within the official borders of CGA is eligible to be a Member of the WCAC.
- 5.2 The WCAC has the following classes of Members:
 - 5.2.1 full Member, who shall have the right to participate in all affairs of the WCAC, stipulated in this Constitution;
 - 5.2.2 social Member, who shall have the right to participate in only the social and training activities of the WCAC. A Social Member shall not be a CGA licensee by the WCAC. Social Members have no voting rights in any of the meetings of the WCAC;
- 5.3 All Members of the WCAC agree to comply with this Constitution and with the Rules and Regulations of the WCAC, CGA and ASA, inclusive of the age categories related to Membership, by applying for Membership of the WCAC as stipulated in Clause 6.
- 5.4 During the membership term, an individual may not relocate from one club to another without being in possession of written confirmation of his or her Good Standing from his or her former club, signed by its chairperson.

6 PROCEDURE FOR APPLICATION

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- 6.1 Application for membership by a prospective member must be submitted to the membership officer of the WCAC in accordance with the application procedure outlined by the Management Committee from time to time and stipulated by CGA and ASA.
- 6.2 The membership officer must submit any application by a prospective member of questionable standing to the Management Committee, which shall rule on the approval of such application within one (1) month from the date when it was received by the membership officer.

7 TERMINATION, SUSPENSION AND EXPULSION

- 7.1 All Memberships of the WCAC expire automatically at the end of each administrative year of CGA and ASA, currently each calendar year.
- 7.2 A Member of the WCAC may request to terminate his or her Membership by submitting a letter of termination to the chairperson of the membership committee, who will issue a written confirmation of his or her Good Standing, signed by the chairperson of WCAC to such Member within one (1) month, provided the Member is in good standing with the WCAC.
- 7.3 Any Member of the WCAC, who has transgressed any of the Rules and Regulations of the WCAC or who, by his or her actions brings the WCAC or the sport of athletics in general into disrepute, may be suspended or expelled in accordance with the procedure outlined in the Disciplinary Code in Schedule C.
- 7.4 Allegations of misconduct by a Member of the WCAC must be submitted to the membership officer in writing for investigation and further action in accordance with the procedure outlined in the Disciplinary Code in Schedule C.
- 7.5 A Member who has been suspended or expelled from the WCAC may lodge

an appeal with the chairperson of the WCAC.

- 7.6 A Member who has been suspended from the WCAC will not be in Good Standing.

SECTION III: ORGANISATION

8 CONSTITUENT SUBSTRUCTURES

The principal constituent substructures of the WCAC are:

- 8.1 the AGM;
- 8.2 the SGM;
- 8.3 the Management Committee; and
- 8.4 any sub-committees of the Management Committee.

9 THE GENERAL MEETINGS

9.1 Annual General Meeting (AGM)

- 9.1.1 The AGM constitutes the supreme authority of the WCAC.
- 9.1.2 The AGM shall be convened every year within three (3) months of the financial year end of the WCAC. The secretary general of WCAC shall announce the date of the AGM no later than six (6) weeks before the AGM.
- 9.1.3 The Members shall receive written notice of the AGM (the "**Notice of the AGM**") no later than three (3) weeks before the date of the AGM.
- 9.1.4 Members of the WCAC shall have the right to submit written motions to the secretary general of WCAC not later than four (4) weeks before the date of the AGM. Written motions must be signed by the proposing Member and seconded by another Member. Any motions not complying

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herewith, will not be submitted to nor considered by the AGM.

9.1.5 The Notice of the AGM shall be accompanied by the following documentation:

9.1.5.1 date and venue of the AGM;

9.1.5.2 unapproved minutes of the previous AGM;

9.1.5.3 agenda of the AGM;

9.1.5.4 chairperson's report related to the immediate past financial year;

9.1.5.5 unapproved reviewed financial statements of the WCAC related to the immediate past financial year;

9.1.5.6 written motions; and

9.1.5.7 nominations for the election of Office Bearers, validated in accordance with the provisions of Clause 12.3.

9.2 Special General Meeting (SGM)

9.3 The Management Committee may at any time, of its own accord, or shall, upon receipt in writing of a request from at least twenty five (25) Members of the WCAC, call a SGM to consider matters beyond the authority of the Management Committee;

9.4 Any request for a SGM to be convened must be accompanied by the proposed agenda and any supporting documentation;

9.5 A SGM, called for as prescribed by Clause 9.2.1 shall be convened within two (2) months after receipt of the said request. secretary general of WCAC shall announce the date of the SGM no later than six (6) weeks before the SGM.

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- 9.6 Members of the WCAC shall have the right to submit written motions to the secretary general of WCAC not later than four (4) weeks before the date of the SGM. Written motions must be signed by the proposing Member and seconded by another Member. Any motions not complying herewith, will not be submitted to nor considered by the SGM.
- 9.7 The Members shall receive written notice of the SGM (the "**Notice of the SGM**") no later than three (3) weeks before the date of the SGM.
- 9.8 The Notice of the SGM shall be accompanied by the following documentation:
- 9.8.1 date and venue of the SGM;
 - 9.8.2 Agenda of the SGM;
 - 9.8.3 written motions; and
 - 9.8.4 any supporting documentation related to the agenda of the SGM.

10 PROCEDURE AT AGM AND SGM

- 10.1 The chairperson of the WCAC shall preside at any AGM and the SGM, or in his or her absence any Office Bearer appointed by the Management Committee for this purpose;
- 10.2 The agenda of the AGM shall include, but shall not be limited to the matters set out hereunder and shall substantially be in the following order:
- 10.2.1 approval of the minutes of previous AGM and of all intervening SGMs;
 - 10.2.2 submission, discussion and adoption of the annual report of the chairperson and any Office Bearer;
 - 10.2.3 submission, discussion and adoption of the financial statements of the

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immediately past financial year;

- 10.2.4 submission, discussion and adoption of the recommendations/proposals/motions emanating from meetings of the Management Committee or submitted to the AGM in accordance with the provisions of Clause 9;
- 10.2.5 election of nominated Office Bearers in terms of the provisions of Clauses 11 and 12.
- 10.3 Only matters that appear on the agenda of the AGM and the SGM, as the case may be, will be discussed at such meeting. Any other urgent matter may, however, with the approval of the chairperson of such meeting, be added to the agenda at any time during such meeting;
- 10.4 All decisions and approvals pertaining to any matter before any AGM and SGM, as the case may be, with the exception of amendments to the Constitution, will be ratified only if a simple majority of the Members present at the AGM and SGM votes in favour of such matter in accordance with the provisions of Clause 11;
- 10.5 The quorum of any AGM and SGM will be the attendees who are Members in Good Standing;
- 10.6 Amendments to the Constitution may be effected only by any AGM and SGM, as the case may be, in accordance with the provisions of Clauses 11 and 24.

11 VOTING AT THE AGM AND THE SGM

- 11.1 Voting on recommendations/proposals/motions shall be by a show of hands, or by secret ballot if two Members, unopposed, so demand. Voting in elections will be in accordance with Clause 12.4.
- 11.2 Each Member, present at the AGM and SGM, is entitled to one vote, provided

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such Member has not been suspended or expelled in accordance with the provisions of the Constitution.

- 11.3 No Member, including the chairperson of the WCAC, will have any special voting powers, including a casting vote, a decisive vote or a second vote, except during the election of Office Bearers when Clause 11.4 will apply.
- 11.4 In the instance of the election of Office Bearers, if two (or more) candidates receive exactly the same number of votes, the chairperson of the WCAC will have a decisive vote.

12 ELECTION OF OFFICE BEARERS

- 12.1 The term of office of the Office Bearers is approximately one year, commencing immediately after the closing of the AGM and expiring at the closure of the next AGM.
- 12.2 The Election Date is the date of the AGM.
- 12.3 Nomination Procedure:
- 12.3.1 on the date no later than six (6) weeks before the date of the AGM, the secretary general of WCAC will announce the election date and invite, in writing, all Members of the WCAC to nominate candidate Office Bearers, specific to each position on the Management Committee ("**Nominees**");
- 12.3.2 only Members in Good Standing may nominate and elect Office Bearers;
- 12.3.3 the written invitation to nominate Office Bearers must be accompanied by a brief description of the job content of each position on the Management Committee and must describe the nomination and election procedures outlined in the Constitution;
- 12.3.4 nominations by Members of the WCAC must be in writing and must reach

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the office of the WCAC by no later than four (4) weeks before the election date;

12.3.5 for a nomination to be valid, it must be accompanied by a written abridged curriculum vitae of the Nominee and a written declaration that he or she comprehends the job content of the position for which he or she is nominated and his or her written commitment and confirmation of availability to fill the same position in the event of his or her election;

12.3.6 if no valid nomination has been received for a certain position on the Management Committee by the date four (4) weeks before the election date, an Office Bearer for that position will not be elected at the AGM;

12.3.7 each position on the Management Committee may be filled by only a single Office Bearer;

12.3.8 secretary general of WCAC will nominate, in accordance with the provisions of Clause 12.3.5, each existing Office Bearer who has declared in writing to the secretary general of WCAC his or her availability for re-election, by no later than four (4) weeks before the election date; and

12.3.9 secretary general of WCAC will send to the Members of the WCAC a list of the Nominees for each position on the Management Committee, together with the Notice of the AGM, by the date no later than three (3) weeks before the election date.

12.4 Election Procedure

12.4.1 Elections of Office Bearers will take place on the election date by means of a secret ballot per position.

12.4.2 Ballot papers will be prepared prior to the commencement of the AGM.

12.4.3 Nominees are not required to be present at the election.

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- 12.4.4 In the event of two (or more) candidates receiving exactly the same number of votes, the chairperson of the WCAC must cast the decisive vote.
- 12.4.5 The results of the election must be announced after each ballot and form part of the minutes of the AGM.
- 12.4.6 Voted ballot papers must be stored by secretary general of WCAC for the duration of the term.
- 12.5 If no nomination has been received for a certain position on the Management Committee by the date four weeks before the election date, the newly elected Management Committee may co-opt a Member in Good Standing to be an Office Bearer for that position.
- 12.6 Each Office Bearer shall disclose to the Management Committee in writing any interest (whether direct or indirect) that the Office Bearer may have in any contract or proposed contract or business being considered by the WCAC or the relevant sub-committee and shall be recused from any discussion of or voting on such proposed contract or business.
- 12.7 Each Office Bearer shall at all times keep confidential and not disclose to Members or to any other person those matters confidential to the WCAC, its AGM, its SGM, its Management Committee or its sub-committees as the case may be from time to time.
- 12.8 Office Bearers earn no remuneration, but prior-approved expenses incurred by them on behalf of the WCAC are reimbursed by the WCAC upon their submission of prescribed supportive documentation.

13 REMOVAL OF OFFICE BEARERS

- 13.1 Notwithstanding anything contained elsewhere in the Constitution, the

Members may, by an ordinary resolution passed at a SGM remove from office or impeach any Office Bearer.

- 13.2 Upon receiving a valid request for a SGM at which a resolution to remove an Office Bearer is to be proposed, secretary general of WCAC shall give notice in writing of such resolution to the person(s) concerned and shall, if required by such person(s), circulate to all Members entitled to receive notice of the SGM any written communication drafted by the person(s) concerned of reasonable extent provided it does not contain any illegal, offensive or defamatory material.
- 13.3 At the SGM the Office Bearer whose removal is proposed shall have the right to address the SGM.
- 13.4 The removal from office of any Office Bearer shall be without prejudice to any legal claim that the WCAC may have against such Office Bearer in respect of matters arising before such removal.
- 13.5 Resignation by any Office Bearer from the Management Committee must be in writing, addressed to the secretary general of WCAC. In the event of an Office Bearer resigning, the Management Committee may co-opt a Member in Good Standing to be an Office Bearer for that position.

14 THE MANAGEMENT COMMITTEE

- 14.1 The Management Committee shall comprise managers and additional members, organised into the following portfolios:
- 14.1.1 chairperson;
- 14.1.2 deputy chairperson;
- 14.1.3 secretary general;

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- 14.1.4 deputy secretary general;
 - 14.1.5 financial officer;
 - 14.1.6 deputy financial officer;
 - 14.1.7 membership officer;
 - 14.1.8 communication officer;
 - 14.1.9 training officer;
 - 14.1.10 events officer; and
 - 14.1.11 Other additional members elected at the AGM or SGM.
- 14.2 The organisation structure of the Management Committee shall be as follows:
- 14.2.1 the decision making body of the WCAC is the chairperson and the other elected members of the Management Committee;
 - 14.2.2 the duties and responsibilities of each Office Bearer are outlined in Schedule A;
 - 14.2.3 the full Management Committee shall meet at least 12 times per year on the dates and at venues determined by the Management Committee;
 - 14.2.4 the chairperson of WCAC shall call a special meeting of the Management Committee if requested to do so by at least three Office Bearers;
 - 14.2.5 members of the Management Committee shall receive at least two (2) weeks written notice of meetings together with a copy of the agenda of the meeting;
 - 14.2.6 minutes of all meetings of the Management Committee will be sent to

members of the Management Committee within one (1) week of the date of the meeting;

- 14.2.7 a quorum of the Management meeting consists of at least 51% (fifty one percent of the members of the Management Committee; and
- 14.2.8 the activities of the Management Committee are at all times to be transparent and communicated to the Members in the form of regular activity reports.

15 POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

The Management Committee is responsible for the following:

- 15.1 to establish the strategy and policies of the WCAC;
- 15.2 to approve the annual budget of the WCAC;
- 15.3 to keep minutes of all Management Committee meetings;
- 15.4 to appoint, at its first meeting after the AGM, all standing sub-committees;
- 15.5 to appoint ad hoc committees or others to investigate and advise the Management Committee in areas of specialist interest;
- 15.6 to appoint a replacement chairperson of the WCAC, in the event of the elected chairperson being incapacitated for any reason whatsoever. The replacement chairperson will have the same duties and responsibilities as the elected chairperson;
- 15.7 to present Athletic Meetings in accordance with the requirements of CGA and to schedule, plan, organise and present such events via the race committee, in support of the objectives of the WCAC;
- 15.8 to take appropriate action against any Member who acts in a manner that

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- brings the sport of athletics or the WCAC into disrepute;
- 15.9 to appoint delegates to other organisations to which the WCAC is affiliated;
- 15.10 to implement the suspension or expulsion by the tribunal of any Member, or to implement the restoration of the Good Standing of a Member, in accordance with the provisions of the Disciplinary Code of the WCAC, contained in Schedule C;
- 15.11 to do such things which are in the interest of the WCAC, provided that they are aligned with the mission and objectives and comply with provisions of the Constitution and the directives of the AGM and the SGM;
- 15.12 to control the financial affairs of the WCAC, to consider the financial statements and in this regard:
- 15.12.1 to ensure a positive cash balance in the bank account of the WCAC at all times;
- 15.12.2 to acquire, encumber or dispose of movable or immovable assets;
- 15.13 to open and operate a bank account for the WCAC and to use it in connection with the financial business of the WCAC in accordance with the laws of South Africa;
- 15.14 to assign signing authority to the specific Office Bearers of the WCAC;
- 15.15 to submit to the AGM the financial statements of the WCAC for the previous financial year, reviewed in accordance with generally accepted accounting practice; and
- 15.16 to formulate and issue the Rules and Regulations as required for the smooth running of the affairs of the WCAC.

16 **SUB-COMMITTEES**

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The Management Committee shall appoint the following sub-committees:

16.1 Ad Hoc Sub-Committees

16.1.1 these are special committees that will be formed on a need basis, as required. The number of Members in these committees may differ from committee to committee, depending on the objectives of the sub-committee;

16.1.2 the procedure for the formation of ad hoc sub-committees will be determined from time to time and may differ from committee to committee, depending on the circumstances surrounding a specific sub-committee;

16.1.3 ad hoc sub-committees may be dissolved:

16.1.3.1 as soon as they have achieved the objective for which they were formed, or;

16.1.3.2 as the Management Committee may decide.

16.2 Standing Sub-Committees

16.2.1 standing sub-committees have a permanent existence (in principle and not in composition). The number of members per sub-committee will be determined by the Management Committee.

16.2.2 the following standing sub-committees are constituted:

16.2.3 disciplinary committee;

16.2.4 events committee; and

16.2.5 membership committee.

16.3 Standing Sub-Committees will be formed by the Management Committee inviting participation from its members and Members of the WCAC.

SECTION IV: GENERAL PROVISIONS

17 HEAD OFFICE

The head office of the WCAC shall be situated at the venue decided on from time to time by the Management Committee.

18 FINANCIAL MATTERS

18.1 The financial year of the WCAC shall be from beginning of March to end of February every year.

18.2 The Management Committee shall submit recommendations in respect of membership fees to the AGM for approval.

18.3 The WCAC is a non-profit organisation and any surplus funds arising shall be used for the benefit of the Members. The WCAC shall not distribute any surplus funds among the Members.

18.4 The chairperson of WCAC and financial manager will accept fiduciary responsibility for the financial affairs of the WCAC in terms of all statutory requirements and compliance to applicable laws and regulations, specifically with regard to the Income Tax Act.

18.5 The Management Committee of the WCAC shall insure the assets of the WCAC.

19 RIGHTS PERTAINING TO CGA

19.1 Any provision in this Constitution that is in conflict with CGA and ASA rules will be superseded by such rules, as amended from time to time.

19.2 All rights pertaining to athletics events staged under the auspices of or within the jurisdiction of CGA shall be vested in CGA subject thereto that such rights may be ceded or sold to third parties.

- 19.3 Athletes participating in an Athletics Meeting presented by the WCAC and sanctioned by CGA shall participate in accordance with the rules and regulations of CGA and ASA.

20 HEAD OFFICE

- 20.1 In addition to the provisions of this Constitution, the Management Committee shall formulate such Rules and Regulations as may be required for the smooth running of the affairs of the WCAC.

- 20.2 Such Rules and Regulations may be varied, amended or rescinded by:

20.2.1 an AGM; or

20.2.2 a SGM convened for this purpose.

- 20.3 The Management Committee shall be the interpreter of the CGA rules. Where no provision exists in the rules for any particular matter to be dealt with, the ASA constitution and/or rules and/or guidelines shall apply and be invoked mutates mutandis.

21 INTERPRETATION

- 21.1 Subject to the provisions of this Constitution, decisions of the AGM concerning the validity of any provision of this Constitution shall be final and binding.

- 21.2 Matters concerning situations not provided for in the Constitution shall be submitted in writing to the secretary general of WCAC and shall be investigated and reported upon by the Management Committee before it is placed on the agenda of the next AGM.

22 DISPUTES

- 22.1 All disputes between Members, or between a Member and the WCAC or



between a Member and an Athlete, or between an Athlete and the WCAC, however arising, shall be referred to arbitration for determination within three (3) months of the date upon which the dispute occurred.

22.2 A reference shall not be accepted by the Arbitration Foundation of South Africa (AFSA) until it is determined:

22.2.1 that a dispute exists or is declared; and

22.2.2 that all remedies have been exhausted under the WCAC's Constitution, to resolve the dispute.

22.3 Disputes will be heard by an Arbitrator or Arbitrators appointed by the AFSA, within one (1) month of the dispute being referred to it and in terms of the rules of the AFSA.

22.4 The decision of the Arbitrator or Arbitrators appointed by the AFSA shall be final and binding on all parties and on all members of the WCAC.

22.5 The procedures and fees payable for the hearing of disputes will be prescribed by the Management Committee.

23 BRAND AND TRADEMARK

23.1 The brand and the design of the trademark, logo, badge and colours of the WCAC will be as stipulated in Schedule B. Any amendment to any aspect hereof requires a decision by an AGM or a SGM in accordance with the provisions of Clauses 9, 10 and 11.

24 AMENDMENTS TO THE CONSTITUTION

24.1 The Constitution may be amended only at an AGM or at a SGM convened for this purpose.

24.2 Notice of any proposed amendments shall appear on the agenda of the AGM

or the SGM in accordance with the provisions of Clause 9.

- 24.3 The Notice of the AGM or the SGM, as the case may be, shall specify which clause of the Constitution it is proposed to amend and shall indicate clearly what should be omitted or inserted in such clause.
- 24.4 Any amendment to the Constitution is only valid if voted for by more than two thirds of the votes recorded at the AGM or the SGM convened for that purpose in accordance with the provisions of this Constitution.
- 24.5 Any approved amendments to the Constitution shall take effect before the conclusion of the AGM or the SGM where it was approved, unless such meeting decides otherwise, which decision shall be valid only if voted for by more than two thirds of the votes recorded at the meeting.

25 DISSOLUTION OF THE WCAC

- 25.1 The WCAC may be dissolved only in terms of the provisions of this Constitution, provided that the following stipulations are met:
- 25.1.1 an ad hoc sub-committee shall be appointed by the Management Committee to finalise the affairs of the WCAC and to liquidate its assets and pay all creditors, in accordance with the laws of South Africa;
- 25.1.2 such ad hoc sub-committee shall be appointed from the Office Bearers and the manager of the WCAC's official bank;
- 25.1.3 the official records of the WCAC will be archived in accordance with the laws of SA.
- 25.1.4 the Management Committee will call a SGM in accordance with the provisions of Clause 9 for the purpose of approving the dissolution resolution, inclusive of the distribution of the assets and liabilities of the WCAC, which will be carried forward to a similar body in terms of aims

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and objectives of the WCAC and which is itself exempt from income tax.

26 **AUTHORITY OF THE CONSTITUTION**

This Constitution supersedes and replaces any previous version of the constitution of the WCAC, provided it has been approved and signed in accordance with the provisions of this Constitution.

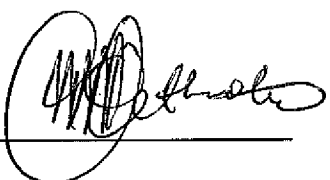
27 **APPROVAL OF THE CONSTITUTION**

This Constitution was approved by a SGM of the Members held at Johannesburg on this the 28 day of July 2018, at which SGM the chairperson of the WCAC was authorised to sign this Constitution as the only approved constitution of the WCAC.

Signature by chairperson:

Name:

Date of Signature:


_____ Kenneth Lethole 09/08/2018

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SCHEDULE A: DUTIES AND RESPONSIBILITIES OF OFFICE BEARERS

1. Chairperson

Role Description

The **chairperson** must ensure that the Management Committee functions properly, that there is full participation during meetings that all relevant matters are discussed and that effective decisions are made and carried out. The chairperson must dedicate a substantial amount of time to WCAC to ensure that it runs successfully.

The Chairperson is the chief officer of the WCAC, the one ultimately responsible for its activities and for its relations with its Members and the community at large. It is the responsibility of the chairperson to set the pace for the WCAC and lend it some purpose, direction, and guidance. The chairperson must be sensitive to the needs of individual Members and to the WCAC. The chairperson shall be well organised, be a good delegator and a good communicator.

Desirable Attributes:

- **Integrity** - The chairperson must have the highest personal standards regarding honesty, reliability, and commitment to the role. The chairperson must lead by example. There should be no doubt that the chairperson can be trusted always. The chairperson must always do the right thing, and have the right conversations, even if this is difficult. What the chairperson says must be in line with what he does, and what he thinks and feels. When the chairperson acts with integrity both the Management Committee and Members are more likely to respect the chairperson, leading to smoother working relationships;
- **Ability to influence others** - The chairperson is responsible for ensuring all Management Committee members and ordinary Members are using their own unique skills for the good of the WCAC. The chairperson must recognise that each Member is there for a reason, and has knowledge, expertise and

experience to give. The chairperson must ensure all Management Committee members contribute to discussions and the decision-making process. The chairperson must present the options available to the Management Committee, and clearly state the rationale for any recommendations. The chairperson must also allow each Management Committee member to express their views, even if they conflict with the view of the chairperson;

- **Clear vision and passion for the work** - The chairperson must be clear about the vision of the Management Committee, and ensure that the Management Committee and Members share a clear vision for the WCAC. The chairperson must lead the Management Committee in setting the vision and values for the WCAC, and ensures this is communicated to the Management Committee, Members and other key stakeholders;
- **Strong Personality** – The chairperson shall give strength and support to other Members while also being resilient. Therefore, the chairperson must have a strong personality, which must be tempered with the need to get the most out of other Management Committee members;
- **Emotional Intelligence** – the chairperson must have the ability to read Members and build effective relationships with them.
- **Intellect and experience** – the chairperson must have a certain level of intelligence and experience required to lead the Management Committee work, and to effectively undertake the key tasks of the chairperson's role;
- **Courage** – the chairperson must make courageous decisions in the best interests of the WCAC, which are not always popular; and
- **Decisiveness** – the chairperson must know what to prioritise, when to act, and what judgement to make in difficult circumstances;
- **Ability to chair meetings** – the chairperson must be able to chair meetings.

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Most of the work of the WCAC is done in meetings, and the ability to manage those meetings effectively is key. This includes planning the agenda, ensuring balanced input from all Members, ensuring clarity about decisions and actions agreed, and following up to make sure agreed actions are carried out in line with the Management Committee decisions.

Key responsibilities:

The chairperson must:

- ensures the WCAC communicates with Members clearly and effectively;
- ensure the smooth running of the WCAC;
- Chair Management Committee meeting, the AGM and SGM;
- Represent and promote the WCAC;
- establish a good interpersonal network that helps Members work together. This involves determining and defining the procedures and structures of the WCAC, assisting Members, defining issues and summarising progress;
- explore new ways of approaching problems in conjunction with the Members, and help the WCAC learn from its experiences. Evaluate the effectiveness of the WCAC on an on-going basis so that it moves forward;
- educate other Members to set goals and evaluate events the WCAC has staged to see how far the goals are being met;
- Ensure that the Finance Officer and Secretary General are keeping in touch with the Management Committee and all Members;
- jointly be responsible with the Finance Officer, for the WCACs finances;

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and

- perform all other functions as directed by the constitution.

2. Deputy Chairperson

- Assist and support the chairperson in providing leadership;
- In the absence of the chairperson, to chair carry out the duties of the chairperson;
- To chair other sub-committee meeting as directed and instructed by the chairperson;
- To be available to Member and/or Management Committee members for advice and support in instances where members would prefer not to consult the Chairperson directly;
- To support and encourage Members, Management Committee in carrying out the vision, mission and values of WCAC; and

3. Secretary General

The Secretary General is the principle administrative officer. Members and prospective members contact the Secretary General for information or details about membership, training, meetings, events and activities.

The Role of the Secretary

The Secretary General shall:

- organise the agenda for relevant meetings and circulate it to the Management Committee and Members and ensure that all business is completed and that all decisions are properly understood and recorded;

- ensure that the communication officer publicises and organises the WCAC's training times, upcoming races, meetings and social events.;
- compiles the WCAC's annual report;
- represent the WCAC at local, regional and national level;
- informs Members on decisions and ensure that tasks have been carried out;
- receives, record and respond to all WCAC correspondence; and
- be the custodian of all the WCAC records, policy documents and the constitution;
- ensure adherence to the values and principles espoused in the constitution and all other documents of WCAC; and
- perform all other functions as directed by the constitutions.

4. Deputy Secretary General

The deputy secretary general shall help the secretary general with their role. The deputy secretary general shall carry out some of the roles of the secretary general as agreed with the secretary general.

5. Financial Officer

The financial officer is responsible for carrying out financial transactions as directed by the Management Committee, keeping and maintaining all WCAC financial records. To provide reports to the Management Committee on the financial standing of WCAC club and a detailed report of the WCAC's financial position throughout the year and at the AGM.

Desirable Attributes:

- Good Organisational Skills;
- Has some financial expertise;
- Ability to maintain accurate records;
- Dedicated WCAC Person;
- Honest/Trustworthy;
- Computer skills; and
- Good communication skills

Key Duties:

- Administer all financial affairs of the WCAC;
- Reporting on payments and receipts when requested;
- Maintain accurate financial records and prepare financial statements (e.g. profit and loss statement / budget etc.);
- Present a financial report to the Management Committee at WCAC meetings;
- Reconcile club membership forms captured on EPR system and monies paid to the WCAC's, in conjunction with the secretary general, the chairperson and chairperson of the membership committee;
- Act as an authorised signatory for the WCAC bank account and monitor the account in particular payments made;
- Apply for grants from other bodies if required;
- Organise fundraising events; and

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- Collect any monies that is owed to the club

6. Deputy Financial Officer

The deputy financial officer shall help the financial officer with their role. The deputy financial officer shall carry out some of the roles of the financial officer as agreed with the financial officer.

7. Membership Officer

The membership officer shall perform all other functions as directed by the constitution, including:

Administration

- process applications and register new members;
- update members information; and
- maintain membership system.

Inter-committee support

- support other committees with membership data; and
- assisting with membership contact.

Communication

- contact prospective members by WhatsApp, SMS or email to invite them to join WCAC;
- contact all new active members to welcome them WCAC;
- respond to disgruntled members' issues;
- contact delinquent members prior to cancellation and encourage them to stay;

and

- greet and introduce new members and prospective members to group.

Development

- host membership open house/meeting for prospective members;
- plan and implement a recruitment campaign; and
- determine and implement methods to recognize and reward members.

8. Communication Officer.

The communication officer shall:

- be responsible for publicity relating to the WCAC, such as posters, leaflets, email, texts, Internet, social media and other mediums used to advertise the WCAC activities;
- produce all communication on behalf of WCAC in consultation with the Management Committee and shall be the official spokesperson of the WCAC;
- be responsible for all publicity outside of WCAC in relation to the WCAC activities, contacting members of the media and other people deemed appropriate by the Management Committee; and
- establish a newsletter or other publication, and for soliciting contributions from Members.

9. Training Officer

The training officer shall organise training sessions for new and existing Members to equip them with the skills needed to participate in the Athletic activities on behalf of the WCAC. The training officer shall develop the relevant training programs and

training routes on behalf of WCAC.

10. Events Officer

The Events Officer shall:

- be responsible for the coordination of participation by all the WCAC Members in races and other related activities on behalf of WCAC;
- be in charge of events details;
- create event proposal for the WCAC,
- Planning and execution of events;
- be responsible for all WCAC's logistics arrangement by ensuring that WCAC commands and has access to the required professional and safe-keeping facilities, equipment and materials;
- be responsible for safety, security and maintenance of all the assets of WCAC;
- promote safe practice within the WCAC; and
- encourage members to participate in the events on behalf of WCAC.

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SCHEDULE B: TRADEMARK, LOGO AND COLOURS

The official logo of the WCAC is as follows:

[insert]

The official font used in the WCAC logo is: **[insert]**

The official clothing designs are as portrayed in the following examples

[insert]

The official colour codes used in the approved clothing designs are: **[insert]**

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SCHEDULE C: DISCIPLINARY CODE OF THE WCAC

1. CODE OF CONDUCT

The Code of Conduct describes the fundamental behaviour and conduct expected of Members. It is not intended as a comprehensive listing of acceptable behaviour, but rather as a guide of good conduct. Any actions by Members, which are found to be in contravention of the Code of Conduct, may result in such Member being subjected to the Disciplinary Procedure. The Code of Conduct includes that each Member shall:

- 1.1. protect and respect the rights and the facilities of the WCAC. This includes but is not limited to compliance with traffic regulations as well as site specific security, safety and other Rules and Regulations, which are provided to all Members in official WCAC communications;
- 1.2. abide by any rule and regulation of the WCAC, including those related to the use of the club facilities, which are communicated to all Members in official WCAC communications;
- 1.3. abide by any rule and regulation of the CGA and ASA pertaining to the particular athletics or other discipline;
- 1.4. participate in any Athletics Meeting wearing the approved WCAC clothing and colours;
- 1.5. refrain from littering in or around the club facilities of the WCAC.
- 1.6. refrain from participating in any Athletics Meeting presented by the WCAC, unless such participation has been pre-approved by the Management Committee, on a case by case basis.
- 1.7. Refrain from any action or behaviour that is detrimental to the Waterfall Spirit and the character, image or reputation of the WCAC, including but not limited to the abuse of alcohol at the WCAC club facilities or any Athletics Meeting

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or official event, whether presented by the WCAC or any other organisation affiliated or related to the CGA and ASA.

2. DISCIPLINARY PROCEDURE

- 2.1. Any alleged contravention of the Code of Conduct by a Member (the Accused) has to be submitted to secretary general of WCAC in writing by any other Member (the Plaintiff), within two (2) weeks of the date on which it is alleged that the contravention has been committed by the Member.
- 2.2. Within one (1) week of the date of the written accusation, the chairperson of the WCAC shall appoint and convene a tribunal to hear the allegation and to rule on corrective measures and disciplinary action (the tribunal and the hearing). The tribunal will set a suitable date, time and venue for the hearing.
- 2.3. The tribunal shall consist of at least three (3) Members, two of which shall be Office Bearers and the other/s a Member/s. The chairperson of the WCAC will appoint one of the Office Bearers as the chairperson of the tribunal.
- 2.4. Prior to and during the hearing, the tribunal shall investigate the alleged contravention by gathering all the relevant facts and information from the Accused, Plaintiff and any other relevant source or witness.
- 2.5. During the hearing, the tribunal shall consider the facts and information gathered in accordance with Clause 2.4 above with the goal of resolving the accusation in the best interests of the WCAC and the Accused.
- 2.6. The hearing shall be conducted as informally as possible and shall consider the Rules and Regulations of the WCAC and natural justice and fairness.
- 2.7. The hearing shall be conducted in camera.
- 2.8. Legal representation is not allowed at the hearing.

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- 2.9. The proceedings and the findings of the hearing will be recorded in minutes, which shall be filed in the official records of the WCAC.
- 2.10. The tribunal shall consider the findings of the hearing and formulate a majority ruling together with the reasons for reaching the ruling. During the time when the tribunal is formulating its ruling, the Accused may be recused from the hearing. The majority ruling shall be binding on the Accused. Any member of the tribunal who disagrees with the majority ruling may formulate a minority ruling, which shall not be binding on the Accused.
- 2.11. The majority ruling shall include a finding on whether the Accused actually contravened the Code of Conduct and in the event of a finding of contravention, shall impose any or a combination of the following corrective measures:
- 2.11.1. assistance to the Accused in the form of counselling, conciliation or motivation;
 - 2.11.2. official warning;
 - 2.11.3. suspension from the WCAC for a minimum of one month and a maximum of six months;
 - 2.11.4. termination of membership of the WCAC (expulsion).
- 2.12. The chairperson of the tribunal will inform the Accused, the secretary general of WCAC and the chairperson of the WCAC of its finding and ruling, in writing.
- 2.13. The Accused has the right to appeal to the chairperson of the WCAC, against the majority ruling of the tribunal. The chairperson of the WCAC shall consider the majority and the minority rulings (if applicable) and the minutes of the hearing and shall make a final written ruling, which will form an integral

part of the minutes of the hearing. The ruling reached by the chairperson of the WCAC shall be final.

- 2.14. The final ruling of the tribunal and the chairman of the WCAC shall be implemented by the Management Committee in accordance with the provisions of the Constitution.

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