



**The Articles of Association
(Constitution)
Of The
Johannesburg Light Plane Club**

Amended and Reprinted July 2009

ARTICLES OF ASSOCIATION OF THE JOHANNESBURG LIGHT PLANE CLUB

1. a) The Regulations contained in Table 'A' of the First Schedule to the Companies Act shall not apply to these Articles.

b) The income and property of the association whencesoever derived shall be applied solely towards the promotion of its main object, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to members of the association, or to its holding company or subsidiary; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the association or to any member thereof in return for any services actually rendered to the association. (Added/Revised July 2007).
2. In these Regulations, unless there is something in the subject or context inconsistent therewith:
"The Committee" means the members for the time being of the Committee hereby constituted.
"In writing" means written or printed, or partly written or partly printed.
Words importing the singular number only include the plural number and vice versa, words importing persons include corporations.
3. There shall be three classes of members, namely:
 1. Life Members.
 2. Ordinary Members.
 3. Country Members.
4.
 - (i) The Entrance Fees and Subscriptions payable by each class of member shall be determined by the Association in General Meeting.
 - (ii) Country Members shall be those members whose ordinary place of residence shall be outside a circle of 100 km radius whose centre is at the Johannesburg Post Office.
With effect from the date of adoption of these Articles of Association, no person shall be admitted to Life Membership of the Association other than Honorary Life Membership. All other members of the Association shall be Ordinary Members.
 - (iii) The Committee shall have the right to admit persons to any class of membership, in a temporary or honorary capacity in terms of the bye-laws.
 - (iv) The Committee may create such additional classes of members as it may deem advisable and may settle the rights and obligations of such members.
 - (v) (a) The Committee shall have the power to form sub-clubs for the special promotion of any of the activities of the Club, which sub-clubs shall have the power to elect, its own governing committee from amongst its membership and such sub-club shall have the right always to impose upon those members of the Association who become members of such sub-clubs levies and duties in addition to those payable by virtue of membership of the Association.

(b) The Chairman of the Association shall "ex officio" be a member of the governing committee of any sub-club formed pursuant to Article 4 (v) (a).
 - (c) Sub-club bye-laws shall be framed by the committee of such sub-club, and the administration thereof, and of any funds it may possess by reason of the special levies or duties above referred to, shall be the responsibility of the sub-club committee but all such administration bye-laws and acts of such sub-club shall be subject to the approval of the Committee of the Association.
 - (d) No activity of any sub-club shall conflict with or be contrary to any object, article or bye-law of the Association, and should such conflict inadvertently occur, the object, articles and bye-laws of the Association shall have effect instead of those of the sub- club.

5. Persons of either sex shall be eligible for membership. (Added/Revised July 2007).
6. Every candidate for membership of the Association shall be proposed by one and seconded by another member of the Association, to both of whom the candidate shall be personally known. The application for membership of every such candidate shall be made in writing, signed by the candidate and his or her proposer and seconder, and shall be in such form as the Committee may from time to time determine. No application for membership may be considered by the Committee without such application having first been displayed on the notice board of the Association for at least seven consecutive days.
7. No person shall be admitted a member of the Association in any class unless approved by the Committee, and the Committee shall have full discretion as to the admission of any person to membership in any class, and shall not be obliged to assign any reason for its refusal to admit to membership any applicant for membership in any class.
8. When a candidate has been elected the Secretary of the Association shall forthwith send him or her a request for payment of his or her entrance fee, (if any), and first annual subscription. Upon payment of his or her entrance fee, (if any), and first annual subscription, an elected candidate shall become a member of the Association, provided, nevertheless, that if such payment be not made within two calendar months after date of election, the Committee of the Association may in their discretion cancel such election.
9. Subject to the express provisions of these articles and to the memorandum of Association and to any bye-laws for the time being in force made by the Committee of the Association as hereinafter provided, all members of the Association shall be entitled at all times to use in common all the premises and property of the Association and to be supplied, at such charges as the Committee shall from time to time determine, with such meals, refreshments and things as are provided by the Association for the use of its members.
10. Every member shall be entitled, subject to any bye-laws for the time being in force made by the Committee of the Association as hereinafter provided to all the rights and be subject to all the duties of a member of the Association, including the right to be elected as an officer or committeeman of the Association, or to attend or vote at any general meeting of the Association.
11. The Committee of the Association shall have the power to confer honorary membership on any person whom the Committee may in its discretion deem fit.
12. Any member wishing to resign his or her membership of the Association shall give notice in writing of his or her intention so to do, addressed to the Secretary and deposited at the registered office of the Association, before the 31st day of December in any year, failing which such member shall be liable to pay the subscription for the next year, provided that the Committee may in its discretion release any member from such obligation.
13. Any member whose annual subscription is unpaid on the 28th day of February in any year shall cease "ipso facto" to be a member of the Association, and shall forfeit all rights in and claim upon the Association and its property.
14. In the event of a breach, by a member, of the rules, regulations or bye-laws of the Association or in the event of conduct on the part of a member rendering it desirable, in the opinion of the Committee, that his or her membership should be suspended or terminated, a meeting of the Committee for the purpose of enquiring as to whether or not cause for suspension or expulsion had arisen, shall be convened, which meeting such member shall be invited to attend. Not less than two-thirds of the members of the Committee must be present at such meeting. Failing a satisfactory explanation by the member he may be cautioned, suspended, required to resign, or expelled. A member expelled under this Article shall forfeit all right in and claim upon the Association and its property. The Association's Captain or any other officer duly authorised by the Association shall have the right to suspend any member pending investigation by the Committee for any misconduct which in his opinion justifies such action. Any member who has not discharged his liability to the Association within thirty days from the last day of the month during which it has been incurred may be posted on the Association Board as a defaulter, and after his name has been posted as a defaulter, struck off the list of members, but this action shall not thereby release him from his liability to the Association.

Should any satisfactory reason, however, be adduced to the Committee for such omission, the defaulting member may be granted an extension of time for payment.

15. If any member shall be adjudged insolvent, or shall make any composition or arrangement with his or her creditors, or being engaged in any profession shall on account of misconduct be prohibited by the governing body of such profession from continuing to practice under their regulations, he or she shall ipso facto cease to be a member of the Association, and shall forfeit all rights in and claim upon the Association and its property, but upon application being made by such member to the Committee stating the causes of such adjudication in insolvency, making of any composition or arrangement or - prohibition as aforesaid, as the case may be, such member may be re- admitted and restored to his or her former rights by the Committee in its absolute discretion.

GENERAL MEETINGS.

16. General meetings shall be held once at least in every calendar year at such time, not being more than fifteen months after the holding of the last preceding general meeting, and at such place as may be determined by the Committee. Such general meetings shall be called ordinary meetings, and all other meetings of the Association shall be termed "extraordinary meetings".
17. The Committee may, whenever it thinks fit, and shall, on a requisition made in writing by any twenty or more members who shall be in good standing, convene an extraordinary general meeting.
18. Any requisition made by the members must state the object .of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Association.
19. Subject to the provisions of Section 64(2) of the Companies Act as amended, fourteen days' notice to members specifying the place day and hour of meeting, and, in the case of special business, the general nature of such business, shall be given either by advertisement or by notice sent by post, or otherwise served as hereinafter provided.
20. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS.

21. The business of an ordinary meeting shall be to receive and consider the profit and loss account, the balance sheet, and the reports of the Committee and of the auditor(s), to elect committeemen in the place of those retiring by rotation and auditor(s) and to transact any other business which, under these presents ought to be transacted at an ordinary meeting. All other business transacted at an ordinary meeting shall be deemed special.
22. Fifteen members personally present shall be a quorum for a general meeting, and no business shall be transacted at any general meeting unless the quorum requisite be present at the commencement of the meeting.
23. The chairman of the Committee, or in his absence the vice-chairman (if any) shall be entitled to take the chair at every general meeting. If there be no chairman or vice- chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, the committeemen present may choose a chairman, and in default of their doing so the members present shall choose one of the committee to be chairman, and if no committeeman present be willing to take the chair shall choose one of their number to be chairman.
24. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day, time and place as the Committee may by notice to the members appoint.
If at such adjourned meeting a quorum is not present any five members who are personally present shall form a quorum, and may transact the business for which the meeting was called.
25. Every question submitted to a meeting shall be decided by a show of hands, and in the case of an equality of votes, the chairman shall have a casting vote in addition to the vote to which he may be entitled as a member.

26. At any general meeting a declaration made by the chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and entered to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution,
27. The chairman of a general meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
28. On a show of hands every member present in person shall have one vote.

COMMITTEE.

29. The Committee of the Association shall consist of not more than fifteen nor less than seven members in good standing.
30. (a) Any two members of the Association shall be at liberty to nominate a member to serve on the Committee. The name of each member so nominated shall be Sent in"writing to the secretary seven days at least before the Annual General Meeting, accompanied by a written statement from the candidate consenting to serve if elected.

(b) A list of nominees in alphabetical order shall be fixed to the notice board of the Association five days at least before the Annual General Meeting. A copy of the said list shall be forwarded to members at least two days before the said meeting. Balloting lists shall be prepared containing the names of the candidates only, and each member other than an honorary member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. In the event of the nominations not exceeding the vacancies the members so nominated shall be declared elected. In case there shall not be sufficient number of candidates nominated, the Committee as constituted subsequent to the election shall fill the remaining vacancies. If two or more candidates obtain an equal number of votes the candidate to be elected shall be determined by lot.

(c) Each year one half of the Committee, or if their number is not a multiple of two, then the number nearest to but not exceeding one half, shall retire from office and be eligible for re-election without nomination, Those obliged to retire shall be those who have been longest in office. As between two or more who have been in office an equal length of time the member or members to retire shall in default of agreement between them be determined by lot. The length of time a member has been in office shall be counted from his last election or appointment where he has previously vacated office. A retiring member shall act as a member of the Committee throughout the meeting at which he retires.
31. No member of the Committee or Officer of the Association save as is otherwise provided in the Memorandum of Association or these Articles, shall receive any remuneration for his services in the capacity of committee man or officer, but nothing, herein contained shall be deemed to prohibit the payment by the Association of any sum to any honorary secretary for clerical or other assistance.

MEETINGS OF COMMITTEE.

32. The Committee shall meet as often as shall be requisite for the transaction of the business of the Association, provided, however, that a meeting shall be held at least once every month. Two days' notice of any such meeting shall be given to each member of the Committee. The Committee shall also meet whenever summoned by the Secretary who may convene a meeting at -any time and shall do so on a requisition signed by five members of the Committee. Five members present shall form a quorum.

OFFICERS.

33. At the first Committee meeting after the Annual General Meeting the Committee shall appoint all or any of the following honorary office bearers:
Patron, President, Vice-President, Chairman, Vice-Chairman. All office bearers shall hold office until the next Annual General Meeting immediately succeeding the date of their appointment.

CASUAL VACANCIES.

34. Any casual vacancy occurring in any office or on the Committee shall be filled by the Committee and the member so elected shall retire at the following Annual General Meeting, but shall be eligible for re-election,
35. Any committee member who, without obtaining permission from the-Committee, absents himself from two consecutive meetings shall "ipso-facto" cease to be a member of the Committee unless he shows to the satisfaction of the Committee that his breach of this Article was due to some circumstances not under his control and which precluded him from obtaining leave of absence.

POWERS OF COMMITTEE.

36. The entire management of the Association shall be deputed to the Committee.
Without prejudice to the general powers conferred by the last preceding clause, it is hereby expressly declared that the Committee shall have the following powers; that is to say power:
 - (a) From time to time to make, alter and repeal all such bye-laws as it shall deem necessary or expedient or convenient for the proper conduct and management of the Association, and in particular, but not exclusively, it may by such bye-laws regulate :
 - (1) The conditions on which persons shall be admitted to membership of the Association.
 - (2) The terms and conditions on which honorary guests, children of members of the Association and visitors shall be permitted to use the premises and property of the Association.
 - (3) The conduct of members of the Association in relation to one another and the Association's servants.
 - (4) The setting aside of the whole or any part or parts of the Association's premises for gentlemen members, lady members, or any other class or classes of members, at any particular time or times or for any particular purpose or purposes.
 - (5) The rights and privileges which shall be accorded to the different classes of members of the Association.
 - (6) The control and management of aeroplanes and sailplanes, and the conditions upon which the same may be used by members or hired by non-members.
 - (7) The Control and supervision of the aerodrome.
 - (8) The arrangements with any other clubs or Associations for reciprocal concession or otherwise.
 - (9) The procedure at general meetings and meetings of the Committee of the Association.
 - (10) The imposition of fines for the breach of any bye-laws or any "article of association" of the Association.
 - (11) And generally, all such matters as are commonly the subject matter of Association rules.
 - (b) To purchase or otherwise acquire for the Association any property rights privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as it may think fit, and to sell or otherwise dispose of the same in a like manner.
 - (c) To ensure the fulfilment of any contracts or agreements entered into by the Association, by mortgage or charge of all or any of the property of the Association for the time being, or in such other manner as it may think fit.
 - (d) To appoint, and at their discretion remove or suspend, such managers, secretaries, officers, club agents, and servants for permanent, temporary or special, services, as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments, and to require security in such instances as they think fit.

- (e) To appoint such sub-committees as it may deem fit, and may delegate any of the powers of the Committee to such sub-committee.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association, or its officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Association.
- (g) To refer any claims or demands by or against the Association to arbitration, and observe and perform the awards.
- (h) To make and give receipts, releases and other discharges for money payable to the Association, and for the claims and demands of the Association.
- (i) To determine who shall be entitled to sign on the Association's behalf bills, notes, receipts, endorsements, cheques, releases, contracts and documents.
- (j) To invest and deal with any of the moneys of the Association not immediately required for the purpose thereof, upon such securities and in such manner as they may think fit, and from time to time to vary and realise such investments.
- (k) From time to time at its discretion to raise or borrow or secure payment of any sum or sums of money for the purpose of the Association.
- (l) To enter into such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purpose of the Association.

INTERPRETATION.

- 37. The Committee is the sole authority for the interpretation of these Articles of Association and of the bye-laws and regulations made hereunder; and the decision of the Committee upon any question of interpretation or upon any matter affecting the Association and not provided for by these Articles of Association or by the bye-laws and regulations made hereunder shall be final and binding upon the members.

GENERAL.

- 38. The Committee shall have the power to determine any question which might arise and which is not provided for by these articles.

These Articles of Association of the Johannesburg Light Plane Club have been amended at various times and have been approved by the members at Annual General Meetings of the club as indicated.

Clauses amended:-

- 1. b) Added. July 2007
- 5. Amended. July 2007
- 4. (ii) Amended. July 2009