



## **ROCK AND RUT MOUNTAINBIKE CLUB**

### **CONSTITUTION**

#### **1. NAME**

1.1. The name of the club shall be the ROCK AND RUT MOUNTAIN BIKE CLUB and shall be abbreviated as R&R.

#### **2. AFFILIATION**

2.1. The club shall be affiliated to the Namibian Cycling Federation and any other body which may be decided by the Executive Committee of R&R at the time, should it be deemed expedient or in the interests of the club.

#### **3. MEMBERSHIP**

3.1. Membership shall be open to any person, irrespective of race, colour, creed or sex.

3.2. Such membership shall only be granted to such persons who have indicated their willingness to abide by the rules of the club and its constitution, as amended from time to time, by signing the application form in force at the time, and paying the entrance fee and subscription or remaining part thereof according to the date of application.

3.3. Notwithstanding anything said heretofore the sole and final decision regarding membership shall lie with the Executive Committee who shall on a majority vote take such decision when raised by a committee member and who will in no way be bound to explain the reasoning or cause of such decision.

3.4. There shall be five classes of membership, namely:

- Junior member
- Ordinary member
- Family member
- Executive Committee member
- Honorary Life member

- 3.5. Junior members shall be those members of the club whose ages are less than 18 years.
- 3.6. Ordinary members shall be those members of the club whose age is greater than 18 years and who joins as a single individual.
- 3.7. Family members shall be those members of the club who are related by blood or by marriage.
- 3.8. Executive Committee members shall be either an Ordinary member or a Family member who has been duly elected to the Executive Committee in terms of the constitution.
- 3.9. Honorary Life Members:
  - 3.9.1. A maximum of ten Honorary Life members shall exist within the R&R at any time and shall be elected by a vote of two thirds of those present at an Annual General Meeting.
  - 3.9.2. Any accredited member attending an AGM may nominate those persons considered for this honour as provided by the agenda of such AGM provided such nomination is given prior approval by the committee of the day, by a majority vote.
  - 3.9.3. In keeping with accepted practice Honorary Life members may attend any meeting arranged by the R&R save meetings of the Executive Committee which will require prior agreement of the Chairperson and which agreement shall not be unreasonably withheld.
  - 3.9.4. Honorary Life members are awarded this title in recognition of their services to cycling within the club and/or other reasons as seen fit by the members of R&R but are not entitled to a vote of any nature.

#### **4. DOMICILIUM ET CITANDI**

The address of the R&R shall be PO Box 86155, Eros, Windhoek, Namibia

#### **5. OBJECTIVES**

- 5.1.1. The primary objective shall be to provide a club for mountain bikers
- 5.1.2. To promote and encourage the sport of mountain biking
- 5.1.3. To provide and organise a calendar of venues and events for club members

5.1.4. To encourage and assist members to participate at international, national and club events.

5.1.5. To assist and advise club members on any aspect of mountain biking.

5.1.6. To secure and develop areas where members can safely engage in the sport of mountain biking for recreational or training purposes

## **6. ADMINISTRATIVE AND MANAGEMENT BODY**

6.1. R&R shall be administered by an Executive Committee comprising of a Chairperson and such other portfolio positions as assigned by the Executive Committee at their first meeting.

The Executive Committee should always consist of at least seven members elected in terms of the rules applying to such election or otherwise, where a member resigns from the committee or where two positions are combined, the election of a further member or the appointment by co-option by the balance of the Executive Committee.

The provisions of section 3.9 shall not apply to these positions.

### **6.2. VOTING AND ELECTION OF THE EXECUTIVE COMMITTEE**

6.2.1. The Executive Committee shall be elected at the Annual General Meeting that shall take place in or near Windhoek at the conclusion of the financial and administrative year.

6.2.2. Executive Committee members shall be elected for a term of one year. Elected members to the Executive Committee are encouraged to serve for a period of at least two years. Such members may stand for re-election.

### **6.3. ELECTION OF OFFICIALS**

6.3.1. Members shall be nominated to serve on the Executive Committee by members of the club.

6.3.2. All nominations must be seconded by another accredited member.

6.3.3. Officials may not be nominated without their consent.

6.3.4. Incumbent officials may offer themselves for re-election

6.3.5. All members are eligible for vote provided that their membership fees are fully paid up at the time of voting and are thus accredited.

6.3.6. Members not present at the meeting may be nominated provided proviso 6.3.3. above is complied with.

## 6.4. MEETINGS

6.4.1. Other than the Annual General Meeting as stipulated heretofore, the Executive Committee shall hold regular meetings at such intervals as deemed necessary by the Executive Committee to conduct the business at hand.

6.4.2. The Annual General Meeting shall be held within 90 days of the end of the financial year as stipulated in 2.13.1.

6.4.3. Over and above the Annual General Meeting the Executive Committee shall be empowered to call special General Meetings at any time to conduct any business which the Executive Committee may deem to be in the interests of the club provided such meeting is called in terms of the rules which apply to the calling of an Annual General Meeting and which shall be as follows:

6.4.3.1. An Extraordinary General Meeting may be called by members, provided that two thirds of the current membership request so in writing.

6.4.3.2. Notices of Annual General Meetings or Extraordinary General Meetings shall be e-mailed at least 21 days prior to the date of the intended meeting to all members who are members at the time of such notice and who have a vote in terms of the constitution.

6.4.3.3. Notices of meetings shall be accompanied by final agendas with a request that any items to be included on the agenda reach the secretary at least seven days before the date of the intended meeting. Final agendas amended per the requests received as outlined heretofore shall be made available at the intended meeting.

## 6.5. QUORUM

6.5.1. A quorum shall be deemed to exist when:

6.5.1.1. At an Annual General Meeting at least 25% of the active membership is present or if less than 25% of the members is present the number of members present 20 minutes after the starting time in the meeting notice will by default constitute a quorum

6.5.1.2. At an Executive Committee meeting at least four committee members are present.

6.5.1.3. Should a quorum not exist, the chairperson shall nominate at a future time, within 14 days of the original date at which the meeting shall take place, at which time the members present shall form this quorum.

6.5.2. The Executive Committee shall deal with vacancies on the committee which may occur by co-opting a replacement member to fill such vacancy. Such replacement member shall have the voting rights of the member being replaced.

6.5.2.1. Additional members may also be co-opted by the Executive Committee but such additional members shall not have any voting rights whatsoever at Executive Committee meetings.

## 6.6. VOTING

6.6.1. All voting shall be by a show of hand unless a ballot be called, which ballot, shall be managed by the secretary who shall call on members from the floor to assist should this be required.

6.6.2. A majority vote shall in all cases be binding and should a state of deadlock arise the chairperson shall have a casting vote in addition to his/her vote as a member.

## 6.7. NOTICE OF MEETINGS

6.7.1. Notices of meeting shall be e-mailed as follows:

6.7.1.1. For Executive Committee meetings - to Executive Committee members.

6.7.1.2. For Annual General Meetings or Extraordinary General Meetings

- To Ordinary members
- To Executive Committee members
- To Honorary Life members
- To Family members
- To Junior members

## 6.8. MINUTES

6.8.1. Full and accurate minutes of all meetings shall be kept and shall be made available to all members at least 14 days prior to the next scheduled meeting.

6.8.2. Such minutes shall be subject to acceptance and/or correction in accordance with the vote of members present at such meetings and shall be considered accepted on such motion being proposed and seconded.

## 6.9. EXECUTIVE COMMITTEE MEETINGS

6.9.1. Executive Committee meetings shall take place monthly as conveniently agreed to transact such business as may be required in the interests of the club unless a majority of the members of the Executive Committee decide to either cancel, postpone or change the date of the meeting.

6.9.1.1. Executive Committee meetings shall be closed meetings of the Executive Committee.

6.9.1.2. Any ordinary member, family member or honorary life member may, at the invitation of the Chairperson of not less than three days, attend committee meetings as a guest or observer but shall not have any voting rights.

## 6.10. EXECUTIVE COMMITTEE ROLE AND POWERS

6.10.1. The role of the Executive Committee is, inter-alia, to:

6.10.1.1. Implement the constitution of the R&R.

6.10.1.2. Make such arrangements as may be necessary with regard to banking facilities to ensure the safe-keeping of monies due to the club at the discretion of the Executive Committee but excluding any debt being agreed to or entered into with any party unless approved by a unanimous vote of the full Executive Committee

6.10.1.3. To procure, manage, maintain and/or hire such facilities as may be required by the club to enable the sport of cycling to take place in suitable surroundings, at appropriate venues and in safe conditions.

6.10.1.4. To conduct any business or enter any venture aimed at raising funds which are to be applied to the betterment of the sport within the club at the discretion of the Executive Committee who shall be wary of undue risk-taking in such ventures and shall in no way become indebted to any party in such regard.

6.10.1.5. To arrange, promote, sponsor, organise, authorise, stage and generally encourage events during which amateur cyclists may compete according to the rules of the Namibian Cycling Federation yet, also encourage new entrants to the sport, from time to time at the discretion of the Committee.

6.10.1.6. To manage the financial affairs of the club in a manner seen fit by the Executive Committee in such a way as to maximise the return on funds to the club and to apply such funds in such a way as may be deemed to the betterment of cycling within the club.

## 6.11. SUB-COMMITTEES

6.11.1. The Executive Committee shall be empowered to appoint and constitute the sub-committees to address any such matter as may be deemed necessary by the Executive Committee and the Executive Committee shall have the power to delegate any such authority that it holds to such sub-committee should this be desirable.

## 6.12. THE CHAIRPERSON

6.12.1. The Chairperson shall have the final say on all procedural matters or matters of order and shall in all instances have a deliberative as well as a casting vote.

## 6.13. FINANCE

6.13.1. The financial year shall be from 1 October to 30 September

6.13.2. The club shall be managed as an association not for gain.

6.13.3. The treasurer shall prepare a financial statement for the Annual General Meeting accurately reflecting the financial state of affairs of the club. The Executive Committee will appoint a competent person to independently check the financial statement prepared by the treasurer.

## 7. GENERAL RULES

7.1. R&R is divided into two groups or more according to age and ability. This is designed to maximise the enjoyment of members within those sections.

7.2. Members, upon joining R&R are reckoned to be enthusiasts for the sport of cycling.

7.3. It is obligatory that hard-shell helmets are worn on all club rides and events. R&R expects members to protect themselves for their own good.

7.4. Members are to obey all traffic rules and the club accepts no responsibility for transgressions of the traffic byelaws.

7.5. Members are to abide by all race rules and regulations as stipulated.

7.6. Members cycle at their own risk.

7.7. Members are expected to respect the environment in which any cycling activities occur.

## **8. FEES**

8.1. Fees are set by the Executive Committee at the first meeting of each administrative year. Notices of fees payable are e-mailed at the start of each calendar year

8.2. Three classes of membership bear annual membership fees:

- Junior member
- Ordinary member
- Family member

8.3. For the purposes of fee levies Executive Committee members will fall in to Ordinary or Family classes according to circumstance.

8.3.1. The first family member shall pay fees at ordinary member rates.

8.3.2. Each additional family member thereafter shall pay fees at one fifth the rate of ordinary members.

8.3.3. Junior members pay 50% of the ordinary rate.

8.4. Affiliation fees to the Namibian Cycling Federation are included in the above. Members requiring Namibian Cycling Federation racing licences will be required to pay the additional fee themselves.

## **9. DISSOLUTION**

9.1. Should it be decided that the R&R be dissolved, all assets of the club shall be liquidated and the monies so gathered shall be handed over to the Namibian Cycling Federation.

9.2. The Club will dissolve after the passing of a motion to that effect by a two-third majority at an Annual General Meeting

9.3. In the event of dissolution, all assets of the club shall be liquidated and the monies so gathered shall be handed over to the Namibian Cycling Federation.

## **10. AMENDMENTS TO THE CONSTITUTION**

10.1. The constitution may only be amended, altered, added to, varied or modified at an Annual General Meeting convened as heretofore provided or, provided that any such change, amendment, alteration, modification, addition or deletion is carried by a majority of two thirds of votes present at such Annual General Meeting. Section 1.4. (the address of the club) shall be exempt from the requirements of section 6.1, and may be altered by a majority decision of the Executive Committee.

September 2015