



Minutes
Of the
Aero Club of South Africa
Special General Meeting
held
30th of October 2018 at 18:00
In the EAA Auditorium, Hurricane Road, Rand Airport

1.0 Background

This Special General Meeting is called to bring into effect of the new proposed MOI and Constitution as drafted and shared with the Aero Club board and its members.

As per the Aero Club of SA Articles of Association article 7.5 The quorum for an Annual General Meeting or a Special General Meeting shall be Ordinary members from at least six Member Associations present in person or by proxy, provided that at least 20 Ordinary Members are present in person, and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

The original date for the SGM was noted as 23rd October 2018, where the minimum requirements of the quorum was established of 6 representative Sections, but not in terms of the minimum of 20 in person members where only 12 representatives attended in total.

As per the Aero Club of SA Articles of Association article 7.7 If at the expiration of thirty minutes from the time appointed for the commencement of a General Meeting a quorum is not present, the Meeting, if convened upon a requisition of the Ordinary Members or non-affiliated members, shall be dissolved but in any other case it shall stand adjourned to the same day in the following week, at the same time and place or to such other day, time and place as The Board may by notice to members appoint. If at such adjourned meeting the normal quorum is not present, then eligible attendees who are present shall constitute a quorum and may legitimately transact the business for which the meeting was called.

The SGM reconvened on 30 October 2018 at 18h00 at the EAA auditorium at rand Airport

2.0 Opening

Mr Paul Lastrucci welcomed the members present, and thanked them for their attendance. The meeting opened at 18:00

2.1 Notice Convening the Meeting

A notice to convene this meeting was sent out to all members on 28 September 2018. The notice period was in excess of that required by the Aero Club of SA Articles of Association article 7.7.

a. Roll Call

The following members and sections were recorded as present:

Member name	Representation
Paul Lastrucci	Aero Club of SA Chairman
Alan Evan-Hanes	Aero Club of SA GM / EAA
Hanke Fourie	Aero Club of SA Treasurer
Barry Turner	Member
Sandra Strydom	Aero Club Office

b. Apologies

Member name	Representation
Rob Jonkers	Aero Club of SA Vice Chairman
Marie Reddy	Member
Mark Mansfield	Member

c. Confirmation of Quorum

A Quorum was constituted in accordance with Aero Club of SA Articles of Association article 7.7 in this second round of the convened meeting.

d. Announcements

The chairman noted the lack of support to attend this event as one of the most important decision points of the Aero Club in recent history.

2. Proposed MOI and Constitution Review

a. Overview and Discussion

Mr. Lastrucci provided an overview of the essential changes to the Constitution and bringing into effect a specific MOI.

The slides provided to the attendees as attached as Appendix 1. See page 3 of the slides which indicated the proposed change of removing the ex-officio from paragraph 5.1 and 5.2.

b. Vote

Mr Lastrucci requested the meeting as assembled for a vote to approve the new MOI and constitution. The meeting unanimously approved the bring into effect the MOI and Constitution.

Resolution	Proposer	Seconder
1. Approve the bringing into effect the new MOI and Constitution	Mr. Lastrucci	Mr. Fourie

3. Closure

No additional matters were discussed. Mr Paul Lastrucci closed the meeting at 18:30.

Signed:



Paul Lastrucci
Chairman – Aero Club of SA

THE COMPANIES ACT, NO. 71 OF 2008
(AS AMENDED)

MEMORANDUM OF INCORPORATION OF A NON-PROFIT COMPANY WITH VOTING MEMBERS
(Non-Profit Company)

NAME OF COMPANY:
THE AERO CLUB OF SOUTH AFRICA (NPC)
(Company)

REGISTRATION NUMBER:
(Registration No: 1936/07537/08)

The Company has adopted this Memorandum of Incorporation by Special Resolution passed on by the members of the Company at its 30 October 2018 Members' Meeting in substitution for the existing Memorandum and Articles of Association of the company.

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INTRODUCTION

1. The name of the Company is The Aero Club of South Africa, hereinafter referred to as "the Company."
2. The Aero Club was formed in 1920 by a group of passionate aviators as the National Body representing Aviation. The Aero Club is organised into affiliated Member Associations representing the various Recreational Aviation disciplines as independent organisations. The Aero Club is the body that represents Recreational Aviation to oversee all the regulatory requirements, and is recognised by various Governmental and International Aviation Bodies.
3. The Company is a non-profit company with voting members.
4. In this Memorandum of Incorporation-
 - (a) a reference to a section by the number refers to the to the corresponding section of the Companies Act, 2008;
 - (b) words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act; and
 - (c) the following words shall bear the following meaning;
 - (i) "**Act**" means the Companies Act 71 of 2008 as amended from time to time;
 - (ii) "**Annual General Meeting**" the annual general meeting of the Company called and constituted or any adjustment thereof;
 - (iii) "**Board**" means the Board of Directors of the Company;
 - (iv) "**Business day(s)**" means any day, except a Saturday, Sunday and South African public holiday;
 - (v) "**Company**" means The Aero Club of South Africa, registration number 1936/07537/08;
 - (vi) "**Members**" are subscribers to the Company who have their annual fees and shall have a right to exercise a vote as a Member in accordance with the provisions of the Act, but subject to the limitations set out in this Memorandum; and
 - (vii) "**Memorandum**" means this Memorandum of Incorporation.
 - (viii) The "**Financial Year**" will be the 12 months to the 31st December of each year.

Article 1 - Incorporation and Nature of the Company

1.1 Incorporation

- (a) The Company was incorporated previously as a company in accordance with Section 21 of the Companies Act, 61 of 1973.
- (b) The Company is incorporated as a non-profit company with voting members.
- (c) The Company is incorporated in accordance with and governed by-
 - i) the unalterable provisions of the Act that are applicable to non-profit companies;
 - ii) the alterable provisions of the Act that are applicable to non-profit companies, subject to any limitation, extension, variation or substitution set out in this Memorandum; and
 - iii) the provisions of this Memorandum.

1.2 Objects and Powers of the Company

- (a) The objects of the Company are to provide a platform for interaction and resources for representing Recreational Aviation in South Africa and is the body to oversee all the regulatory requirements, and is recognised by various Governmental and International Aviation Bodies.
- (b) From the date and time that the incorporation of the company was registered, as stated in its registration certificate, the Company has all of the legal powers and capacity of an individual, except to the extent that this Memorandum provides otherwise.
- (c) The following ancillary powers are also granted to the Company:
 - i) To incorporate other companies with similar objectives and/or to hold assets of the Company, which other companies are in the opinion of the Board Beneficial to the Company.
 - ii) To amalgamate with other companies who have similar objectives;
 - iii) To partake in the management, supervision or activities of any other company or entity which conduct a business with similar objectives to that of the Company and to conclude partnerships or joint ventures with such entities.
 - iv) To compensate any third party for services rendered by a third party to, for and on behalf of the Company, excluding directors of the Company.
 - v) The Board is authorised to take whatever steps may be necessary to acquire, improve and/or expand the immovable property to be owned by the Company or its subsidiaries on the understanding that any acquisition and/or improvement fall within the greater object and powers of the Company.
- (d) The ancillary powers granted to the Company may be exercised by the Board when so authorised by the Members.
- (e) The Company is subject to the provisions contemplated in section 15(2)(b) or (c) in that:
 - i) This Memorandum contains restrictive conditions applicable to the Company and any requirement for the amendment of any such condition in addition to the requirements set out in section 16 of the Act, are included in this Memorandum.
 - ii) This Memorandum may be amended in compliance with a court order.
 - iii) The court order must be affected by a resolution of the Company's Board and does not require a special resolution.
 - iv) In order for the Company to affect an amendment, the Company must file a Notice of Amendment together with the prescribed fee setting out the proposed changes.
 - v) If an amendment to this Memorandum has the effect of substituting this Memorandum with a new memorandum, the changes required also apply to the filing of the Amendment.
 - vi) If the amendment to this Memorandum has altered this Memorandum, the Company must submit a copy of the amendment to the Commission, who may require the Company to file a copy of its amended Memorandum within a reasonable time.
 - vii) This Memorandum may be amended by way of Special Resolution if it is proposed by a quorum of members as defined in 3.6.

- (f) Upon dissolution of the Company, its nett assets must be distributed as follows:
 - i) the entire nett value after costs of the Company (and its subsidiaries) must be distributed to one or more non-profit companies carrying on similar activities within the Republic, or voluntary associations, or non-profit trust:
 - ii) having objects similar to its main object; and as determined:
 - iii) in terms of the Company's Memorandum;
 - iv) by its Members, if any, or its Directors, at or immediately before the time of its dissolution; or
 - v) by the court, if the Memorandum or the Members or Directors fail to make such a determination.
 - vi) The Company must give notice in the Government Gazette of its Intended dissolution.
 - vii) The Company must comply with the remaining provisions of the Act.

1.3 Memorandum of Incorporation and Company rules/policies

- (a) This Memorandum of the Company may be altered or amended only in the manner set out in section 16, 17 of the Act.
- (b) The Company's Board may make rules or policies, amend such rules or policies, or repeal any rule or policy relating to the governance of the Company in respect of matters that are not specifically addressed in this Memorandum. Such rules or policies shall be published:
 - i) in a Constitution and/or Manual of Operations and/or Administration Standards
 - ii) be available the Company's website; and
 - iii) emailed to any then serving Director; and
 - iv) be available for inspection by any Member at the Company's principal place of business.
- (c) A rule or policy contemplated above must be consistent with the Act and this Memorandum, and shall take effect on the date specified in the rule, or within 10 (ten) days after publication thereof.
- (d) These rules or policies shall be binding until the next General Members' Meeting of the Company and permanently thereafter once it has been ratified by an Ordinary Resolution at a Members' Meeting, if required.
- (e) The provisions of section 15 of the Act shall apply to any proposed rules/policies.

1.4 Limited Application of Optional provisions of the Companies Act, 2008

The Company elects, in terms of Section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008, only to the extent of having its annual financial statements audited each year.

1.5 Members of the Company

- (a) The Members of the Company are the persons who are defined as "Members" in this Memorandum.
- (b) Membership shall be through subscription and is open to all individuals committed to furthering the interests of the Association. Three categories of membership applies:
 - (i) Ordinary Members who will be individuals interested in participating in or benefitting from the work of the Company, and are members in their own right of at least one Member Association as defined in 1.5 (b) (ii)
 - (ii) Member Associations which is defined as any group of Ordinary Members with similar interests who are interested in their group context in in participating in or benefitting from the work of the Company.
 - (iii) Non-affiliated Members who will be individuals interested in participating in or benefitting from the work of the Company, without being part of any Member Association, they shall follow the same admission requirements as an ordinary member. They will go by the term Associate Member.
- (c) The Members are all in a single class and are eligible to vote as follows:
 - (i) Each member shall attract one vote, to be exercised by a Member present or by proxy.
 - (ii) A Member shall not have a vote if:
 - the Member is in arrears with payment of subscription fees; or
 - Membership has been suspended/or terminated from the Company at the time when votes are cast.
 - (iii) The Chairperson of the Board shall make a final determination as to which Member is entitled to cast a vote at a Members' meeting should a dispute arise between Members.

Article 2 - Rights of Members

2.1 Members' authority to act

If, at any time, a Member of the Company is also a Director of the Company as contemplated in section 57(4), the authority of the Members to act without notice or compliance with any other internal formalities, as set out in that section is limited as follows:

- (a) The Member cannot bind the Company unless authorised to do so by the Board.
- (b) The Member shall at all times remain subject to the Board Charter applicable to Directors, in addition to the conditions imposed on the Directors in the Act.

2.2 Members' right to Information

Members have the right to access information as set out in section 26 (1).

2.3 Representation by concurrent proxies

- (a) The right of a member in good standing of the Company to appoint persons concurrently as proxies is limited and restricted, as a proxy can only be given to another Member and for a particular meeting.
- (b) A proxy should be in writing and such a written proxy must clearly indicate the resolution for which it is given and the manner in which the person holding the proxy should exercise his/her vote.
- (c) A Member's proxy may not delegate the powers to another person.
- (d) A proxy must be delivered to the Company 48 (forty eight) hours prior to the time of the meeting.
- (e) The Member may authorise a proxy to decide in his/her discretion whether to exercise or abstain from voting.

Article 3 - Members' Meetings

3.1 Requirement to hold meetings

The Company is required to hold at least 1 (one) annual Members' meeting per calendar year. The annual general meeting shall deal with and dispose of all matters prescribed by the Act, including the consideration of the annual financial statements, the election of directors and the appointment of an auditor, and may deal with any other business laid before it.

3.2 Members' right to requisition of a meeting

- (a) Members who hold at least 10% of the voting rights of the Company may, on requisition to the Board, demand a meeting.
- (b) The requisition should clearly identify the purpose for which the meeting is demanded and contain evidence of the request by 10% of the voting rights of the Company.

3.3 Location of members' meetings

Members' meetings shall be held at a venue to be decided by the Board of Directors.

3.4 Notice of members' meetings

- (a) The Board shall, on not less than 21 (twenty one) business days before the date of an intended meeting, notify Members of any such meeting.
- (b) Notification shall be given:
 - i) by way of notification to Member; or
 - ii) by way of electronic communication; or
 - iii) in a manner which the Board deems appropriate in the circumstances.
 - iv) The Board may, in its discretion, increase the record date, but not decrease such a date.

3.5 Electronic participation in members' meetings

The Board is authorised to conduct a meeting in any manner, including by electronic communication, as it may in its discretion determine.

3.6 Quorum for Members' meetings

The quorum requirement for a Members' meeting to begin shall be twenty ordinary members present as well as six Member Associations represented by Ordinary Members.

3.7 Adjournment of members' meetings

The maximum period allowable for an adjournment of a members' meeting is 21 (twenty one) business days.

3.8. Members' resolutions

- (a) For an ordinary resolution to be adopted at a Members' meeting, it must be supported by more than 50% of the Members present at the meeting.
- (b) For a special resolution to be adopted at a Members' meeting, it must be supported by more than 75% (3/4) of the Members present at the meeting.
- (c) A special resolution adopted at a Members' meeting is required to:
 - i) amend the Company's Memorandum;
 - ii) approve the dissolution or voluntary winding up of the Company;
 - iii) approve a proposed amalgamation with another entity with similar objectives;
 - iv) approve any proposed fundamental transactions as defined in the Act;
 - v) change the principal objects of the Company.

Article 4 - Directors and Officers

4.1 Composition of the Board of Directors

- (a) The Board of the Company shall comprise of a minimum of 4 (four) Directors and limited to a maximum agreed in the Constitution.
- (b) Directors are appointed for an initial fixed term period of three years, however shall be eligible for re-appointment for two consecutive or non-consecutive terms of three years.
- (c) Members will be able to nominate candidates to the Board of Directors and vote for candidates by electronic communication.
- (d) The Chairperson, Vice Chairperson, Treasurer and one other elected officer of the Board of Directors shall be appointed by the Members by simple majority.
- (e) The board of directors may elect and appoint a General Manager, who would fulfil the role of a director, but not subject to the fixed term period stipulations as defined in 4.1 (b). The General Manager needs to be a Member of the Company.
- (f) The Board may appoint a Secretary to assist the Board in fulfilling its duties as stipulated in the Board Charter.
- (g) The Board may appoint further co-opted Directors as it deems appropriate, which Directors may be appointed for a specific purpose or to fulfil a specific task, or for a specific duration. Such Directors need to be Members of the Company.
- (h) Co-opted Directors may be removed by the Board on a majority vote by the Board if such a Director has not complied with the Board Charter of the Company or any provisions of the Act or any provision of this Memorandum.

4.2 Authority of the Board of Directors

The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company is limited further by the Board Charter, as amended from time to time.

4.3 Board of Directors meetings

- (a) The authority of the Company's Board is not otherwise limited.
- (b) The right of the Company's Directors to requisition a meeting of the Board may be exercised by at least 3 (three) of the Directors.
- (c) The authority of the Company's Board to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication is stipulated in the Board Charter.
- (d) The authority of the Company's Board to determine the manner and form of providing notice of its meetings, is not limited or restricted by this Memorandum.
- (e) The authority of the Company's Board to proceed with a meeting despite a failure or defect in giving notice of the meeting is limited to the extent that three Directors, being Members, are present there at.
- (f) The quorum requirement for a Directors' meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are 3 (three) Directors.
- (g) If any Director does not attend at least three (3) consecutive meetings scheduled during 12 (twelve) months, that Director will automatically be suspended and removed from his/her directorship. The vacancy may be filled by the Board, if required, given that the minimum directors composition as defined in 4.1 (a) is maintained.

4.4 Indemnification of Directors

- (a) The authority of the Company's Board of Directors to advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 73 (3) is not limited or restricted by this Memorandum.
- (b) The authority of the Company's Board of Directors to indemnify a director in respect of liability, as set out in section 78 (5) is not limited by this Memorandum.
- (c) The authority of the Company's Board of Directors to purchase insurance to protect the Company, or a director, as set out in section 78 (6) is not limited or restricted by this Memorandum.

4.5 Officers and Committees

- (a) The Board may appoint any officers it considers necessary to better achieve the objects of the Company.
- (d) The authority of the Company's Board to appoint committees of Members, and to delegate to any such committee any of the authority of the Board, is not limited or restricted by this Memorandum.
- (e) The authority of a committee appointed by the Company's Board is not limited or restricted by this Memorandum.

Article 5 - General Provisions

- (1) The Company shall exist in its own right, separately from its Members and shall be able to own property and other possessions; and be able to sue and be sued in its own name.
- (2) The Company shall continue to exist notwithstanding any change in the composition of its membership.
- (3) The Members or Office Bearers of the Company shall not have any rights in the property or other assets belonging to the Company solely by virtue of their being members or Office Bearers.
- (4) The activities of the Company shall be carried on in a non-profit manner.

Constitution

of

THE AERO CLUB OF SOUTH AFRICA NPC

Registration number 1936/007537/08

As adopted by its members via

Special Resolution

on

30 October 2018



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Amendments

Amendment No	Date	Amendment Details
Draft – V7	13 July 2018	Final draft copy for circulation to members prior SGM
Draft – V8	23 July 2018	Further inputs – from Sections
Final	30 Oct 2018	Remove the wording ex-officio from paragraph 5.1 b) ii) and from 5.2 a)



1 Definitions

The following words shall, unless otherwise stated or inconsistent with the context in which they appear, bear the following meanings:

- a) "Annual General Meeting" means a meeting to be held, no more than 6 months after the Aero Club of South Africa NPC's calendar year, but no more than 15 months after the date of the previous annual general meeting;
- b) "Member Associations" means groups of members who each represent a formal associated section of the Aero Club of South Africa, each with a common purpose.
- c) "Sections" means the same as Member Associations;
- d) "Past Chairman" means the immediate past chairman of the Aero Club of South Africa who is to be, or has been, replaced by a newly elected Chairman.
- e) "Associate Member" means the same as an ordinary member who elects not to simultaneously join any of the Member Associations, and therefore is an affiliated member to the Aero Club of South Africa NPC only.
- f) "Affiliated" meaning connected to an organisation.
- g) "Term" means the duration of appointment for all directors and Council Members, and shall be no longer than 36 calendar months.
- h) "Company" means the Aero Club of South Africa NPC, registration number 1936/007537/08.
- i) "Aero Club of South Africa NPC" means the Aero Club of South Africa, registration number 1936/007537/08 and any subsidiary companies;
- j) "Board" means the Board of serving Directors of the Aero Club of South Africa NPC, and will also be known as the "Exco" meaning Executive Committee;
- k) "Council" means the Council of the Aero Club of South Africa NPC comprising of representatives of Member Associations and other appointed members who determine the strategy to be implemented by the Board;
- l) "Registered Directors" means the Executive Committee Board members who are formally registered as Directors of the Aero Club of South Africa with the Companies and Intellectual Property Commission (CIPC).
- m) "Nominated Director" is a person nominated by the Board of the Aero Club of South Africa to serve as a director of another company or institution on behalf of the Aero Club of South Africa NPC with the intention of serving the interests of the Aero Club of South Africa's members interests.
- n) "Business Day" means any day other than a Saturday, Sunday or gazetted national public holiday in the Republic of South Africa.
- o) "Chairperson" means the Chairperson of the Board of the Aero Club of South Africa NPC;
- p) "Code of Conduct" means the code of conduct of the Aero Club of South Africa NPC approved by the Board from time to time;



- q) "Ordinary Member" means a member of the Aero Club of South Africa NPC , with full membership, each of whom holds one vote and is in good standing;
- r) "Good Standing" means a member who has is not indebted to the Aero Club of South Africa NPC or any of its Member Associations, has upheld the reputation of the Aero Club, is not under any disciplinary action and as such retains full membership with all attendant privileges;
- s) "Memorandum of Incorporation" means the Memorandum of Incorporation as filed with the Companies and Intellectual Property Commission;
- t) "Ordinary Resolution" means a resolution adopted with the support of more than 50% of the voting rights exercised on the resolution;
- u) "Special Resolution" means a resolution adopted with the support of at least 66% (2/3) of the voting rights exercised on the resolution.
- v) "Act" means the Companies Act 71 of 2008 as amended from time to time, a reference to the section by the number refers to the corresponding section of the Act.

2 Adoption of Memorandum of Incorporation and Constitution

- a) The Memorandum of Incorporation is in a form unique to the Aero Club of South Africa NPC, as contemplated in section 13(1)(a)(ii) of the Companies Act of 2008 as amended.
- b) The Memorandum of Incorporation is proposed by the Board, and adopted by a Special Resolution of the Members.
- c) The Memorandum of Incorporation is supported by this Constitution.
- d) The Constitution is adopted by a Special Resolution of the Members.
- e) Any amendment to the Memorandum of Incorporation and or Constitution, may only be effected by a Special Resolution.
- f) Any amendment to the Memorandum of Incorporation and or Constitution, must be published by delivering a copy to each director and member by ordinary mail, or reasonably acceptable alternative so as to reach all members.
- g) The Memorandum of Incorporation and or Constitution may be altered or amended without a Special Resolution of the Members in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document.
- h) In the event that there is a conflict between the Memorandum of Incorporation and or the Constitution, with the Companies Act, compliance and adherence to the Companies Act will prevail.
- i) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) of the Companies Act is not limited or restricted in any manner, provided it does not conflict with the Companies Act, in which instance the Companies Act shall prevail.
- j) The Board must publish any rules made in terms of section 15 (3) to (5) of the Companies Act by delivering a copy of those rules to each director and council member by ordinary mail, or reasonably acceptable alternative so as to reach all directors and council members.



3 Incorporation and nature of the Aero Club of South Africa NPC

- a) The Aero Club of South Africa NPC is a Non-Profit company with members.
- b) The Aero Club of South Africa NPC has four classes of members, each of which and their respective rights are detailed in “Members and Membership Classes” in this document.
- c) A special resolution adopted at a members meeting is not required for any matter to be determined by the company except for those matters set out in the Companies Act.
- d) The Aero Club of South Africa NPC is incorporated in accordance with, and governed by:
 - i. the unalterable provisions of the Companies Act, that are applicable to Non-Profit Companies;
 - ii. the alterable provisions of the Companies Act, that are applicable to Non-Profit Companies, subject to the limitations, extensions, variations or substitutions set out in
 - the Memorandum of Incorporation; and
 - the provisions of this Constitution; and
 - the Rules as determined by the Directors, as encompassed in a document to be known as the Aero Club Administration Standards.
- e) The overarching objective of the Aero Club is to preserve all forms of free flight and safeguarding member’s rights to share the South African Skies. The detail objectives of the Aero Club is elaborated on in the Administration Standards and will encompass the Strategic Direction of the Aero Club as determined from time to time.
- f) The Board of the Aero Club of South Africa will from time to time fix the membership fees to be paid by the Member Associations, Ordinary Members and non-affiliated Members, the mechanisms of which is elaborated on in the Administration Standards.
- g) The Financial Year will be the 12 months to the 31st December of each year, and will be the period covered by a set of audited financial statements. The Aero Club of South Africa will appoint an auditor in terms of Section 270 of the Companies Act 1973 at the Annual General Meeting.
- h) The Aero Club of South Africa NPC may be wound up voluntarily by the Board following the successful passing of a resolution supported by a 66% (2/3) majority of the members. Upon the dissolution of the Aero Club of South Africa NPC, its net assets must be distributed in the manner determined in accordance with the Companies Act and the Income Tax Act. For the avoidance of doubt no past or present Member or Director of the Aero Club of South Africa NPC, or person appointing a Director of the Aero Club of South Africa NPC, is entitled to any part of the net value of the Aero Club of South Africa NPC after its obligations and liabilities have been satisfied.



4 Members and membership

4.1 Member Classes

The Aero Club of South Africa NPC has the following classes of membership and their respective rights and responsibilities are discussed in detail below:

- a) Ordinary Members;
- b) Member Associations;
- c) Associate Members;
- d) Honorary Members.

4.2 Ordinary members

4.2.1 Admission

- a) The Board shall determine the procedures for the admission of Ordinary Members.
- b) All applicants must:
 - i. be a natural person;
 - ii. be a member in good standing of at least one Member Association;
 - iii. have paid their Aero Club of South Africa membership fees timeously either on initial application or annual renewal thereafter;
 - iv. remain in good standing of the Aero Club of South Africa NPC and Member Association otherwise will immediately cease to be a member;
- c) Membership shall be personal to the Member concerned and may not be assigned or transferred by them to any other person, company or concern.
- d) Applications for admission must be addressed in writing to the management committee of the applicable member association. Such applications must contain a commitment to abide by the Constitution and the Code of Conduct of the applicable member association and a commitment to meet all financial obligations of membership for the entire duration of the membership.
- e) Candidates for membership and accepted members shall disclose such information as reasonably and equitably requested by the member association management committee and / or Council from time to time.
- f) Candidates and accepted members agree that their personal information may be shared with other parties with declared consent for explicit purposes of:
 - i. communication with the member by the Aero Club of South Africa or its Sections and,
 - ii. any aspect that affects safety and,
 - iii. informing the next of kin.
- g) The Council shall scrutinize the admissibility of the candidate for membership on the basis of the application for admission and the decision to admit or reject an applicant for membership will be at the discretion of the Council. In the case of an applicant being rejected, no reason need be given to the applicant.



4.2.2 Rights

- a) Members shall be entitled to attend, cast a vote, and table any matter at any Annual General Meeting, or General Meeting or Special General Meeting.
- b) Members shall be entitled to call a meeting if 10% of the voting members agree to such a requisition.
- c) Members shall be entitled to become members of one or more of the Affiliated Member Associations.
- d) Members shall be entitled to one vote on a show of hands or a poll at any general meeting of the Aero Club of South Africa NPC.
- e) Members shall be entitled to nominate candidates for the Council. Where a vacancy on the Council arises, each member shall be entitled but not obliged to nominate a Council Member to fill such vacancy. Once the nominations have been made, the members shall be entitled but not obliged to vote on the nominations by way of a poll.
- f) Members shall be allowed to appoint a proxy in writing should they be unable to attend a general meeting. Notification of the proxy must reach the Chairman at least 48 hours prior to the meeting. The nominated proxy shall be a member of good standing.
- g) Members shall be entitled to a certificate of membership which is issued under the authority of the Board in such manner and form as the Board may determine from time to time.
- h) If the Aero Club of South Africa NPC is unable to convene a meeting because it has no Council Members or because all of its Council Members are incapacitated, then any Member is authorised to convene a meeting in these circumstances.
- i) Members shall be entitled to any relevant information of the company to the extent of their own personal information, annual financial statements and any issues that affect flight or operational safety. These shall include documents to assess the operational and on-going viability of the company.

4.2.3 Duties

- a) Members shall remain in good standing at all times otherwise they will immediately forfeit all rights.
- b) No Member may directly or indirectly have any personal or private interest in the Aero Club of South Africa NPC.
- c) Members agree to uphold and foster the objectives of the Aero Club of South Africa.
- d) Members shall take reasonable actions to ensure that they are kept informed of all matters that affect the Aero Club of South Africa NPC, including but not limited to, ensuring they receive and read communications sent out by the Aero Club of South Africa NPC.
- e) Members shall at no time bring the Aero Club of South Africa NPC into disrepute.
- f) Members shall make reasonable endeavours to actively participate at all Aero Club events.

4.2.4 Termination

- a) Should a member fail to remain in good standing, their membership will immediately cease.
- b) A Member whose membership has been terminated shall remain liable for all sums that may at the date of termination be due and shall not have any claim against the Aero Club of South Africa NPC or its officers, its property or its funds.



- c) Re-admittance to membership following any termination whatsoever shall be at the absolute and total discretion of the Council.
- d) Membership can be unilaterally withdrawn if:
 - i. A written complaint about the member is supported in writing by two other members of good standing, which is assessed by a subcommittee of three or more Council Members, who gather appropriate evidence and provide fair judgement on the complaint, and two of the three Council Members agree on termination. The committee's decision shall be final and no reasons shall be communicated other than the final decision to the terminated member and the complainants of the outcome.
 - ii. A member is terminated from any Member Association following fair disciplinary action.
- e) A member is terminated if the member dies, or is declared insane or incapable of managing their own affairs.
- f) A member is terminated if the member assigns or transfers, or purports to assign or transfer, its membership.
- g) A Member shall cease to be a Member on receipt by the Aero Club of South Africa of written notice of resignation from the Member. The Member shall not be entitled to the return of any membership fees, or contributions paid to and any such resigning Member whose resignation takes effect after the first day in any financial year shall nevertheless be liable for the payment of annual levies or contributions, as laid down by the Council from time to time, for that year.

4.2.5 Disciplinary Action Against Members

- a) The Council of the Aero Club NPC shall have the power to enquire into any allegation against a member of misconduct or any act of omission which in the opinion of the Council is prejudicial to the interests of the Aero Club of South Africa NPC, or that of any of its Sections, or to any of the objects for which the Aero Club exists and for the purpose of so enquiring the Council may call before it any Member against whom such allegation is made.
- b) If the Member is a Member of a Member Association it shall be represented by the Chairman, or his Deputy, or nominee of the committee of such Member Association.
- c) If upon so enquiring the Council and Member Association shall find such allegation of misconduct to have been established, then it may expel the Member. A member expelled shall forfeit all right in any claim upon the Aero Club or the Member Association which it may have, and shall not be entitled to reclaim any unexpired portion of any subscription fee paid.
- d) If any member shall be convicted of an offence, which in the opinion of the Council makes it undesirable for such Member to continue his or her membership, then such Member may be declared by the Council and Members Association to have ceased to be a Member of the Aero Club and in that event shall forfeit all rights in, and claims upon the Aero Club and Member Association, save that upon application being made by such member to the Council stating the cause of such conviction, such member may be re-admitted and restored to his or her former right by the Council in its absolute discretion.



4.3 Member Associations

4.3.1 Admission

- a) Any group of ordinary members with similar interests may apply for the creation of a new Member Association. The Member Association may also be known as a “Section”.
- b) Applications for admission must be addressed in writing to the Chairperson of the Council. Such applications must contain:
 - i. a commitment to abide by the Memorandum of Incorporation, the Constitution, the Code of Conduct and any other regulations of the Aero Club of South Africa,
 - ii. a commitment to meet the financial obligations of membership for the entire duration of membership in line with the Aero Club financial protocols from time to time,
 - iii. a compelling argument substantiating reasons for the formation of a new Member Association and the benefits it will bring to its members, as well as existing members of the Aero Club.
 - iv. A brief CV of each of the office bearers of the Member Association.
- c) Member Associations may be admitted by a majority vote of the Council providing all relevant admission criteria has been fulfilled.
- d) All Member Associations will comply with and abide by the following:
 - i. pay the prescribed entry fee on admission;
 - ii. ensure that its members are members of good standing of the Aero Club of South Africa;
 - iii. agree to uphold and foster the objectives of the Aero Club of South Africa;
 - iv. Submit a Member Association constitution that has been accepted by no fewer than 75% of its members.
 - v. Administer its finances in line with Aero Club financial protocols.

4.3.2 Rights

- a) The Member Association (Section) may nominate a Section Representative to sit on the Council of the Aero Club of South Africa for every seven hundred and fifty (750) fully paid up Section Members, or part thereof Section Members in good standing.
- b) Each Section Representative shall be entitled to one (1) vote at the Council of the Aero Club of South Africa.
- c) The nomination, appointment and acceptance of a Section Representative shall remain at the discretion of the remaining Council Members, and may be subject to a minimum membership number, as deemed appropriate.

4.3.3 Duties

- a) Conduct its affairs in accordance with a Member Association constitution that encompasses the admission criteria given in 4.2.1 above, and to seek acceptance and approval of any proposed changes after incorporation.
- b) Appoint a management committee who have adequate qualifications, experience, capability, knowledge and credibility to manage their various portfolios in order to oversee the smooth functioning of the section and apply good governance.
- c) Appoint a suitably qualified person to act as their representative on the Aero Club of South Africa NPC Council.



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- d) Ensure that the appointed representative (or representatives) attend no fewer than 50% of the Aero Club of South Africa Council Meetings in any one year. Where the appointed representative is unable to attend, provide a written apology to the Chairman, and appoint a suitable substitute representative where possible who is adequately informed to provide relevant knowledge and judgement of all relevant matters being tabled.
- e) Provide each of their members with a suitable identification card or certificate of membership.
- f) Provide an adequate administration structure to administer the general administration, financial affairs and membership services of the Member Association in accordance with the constitution and guidelines set by Aero Club of South Africa.
- g) Maintain at its registered office a register of all members, containing among other things the email address, postal address and contact numbers of each member, (including next of kin details).
- h) Ensure that the Aero Club of South Africa is informed of any changes to a members contact details within 30 days.
- i) Have a financial reporting year that runs concurrently with the Financial Year of the Aero Club of South Africa NPC.
- j) Submit to the Aero Club of South Africa by no later than 120 days from the last day of its financial year a set of audited (or subject to adequate independent review) financial statements which cover all the financial matters relating to that Member Association, in a format agreed with the Aero Club of South Africa NPC Treasurer.
- k) Hold an Annual General Meeting by the 1st July each year at which a committee of no fewer than 3 and no more than 15 members are elected, which is tasked with the administration of the Member Association in accordance with its constitution.
- l) Submit to the Aero Club of South Africa General Manager a copy of the draft AGM minutes, including an attendance register within 30 days of the Annual General Meeting.
- m) Submit by 31 March each year to the Aero Club of South Africa General Manager a written annual report by its Chairman. The intention is that this report detail the material activities, aggregate membership details, initiatives and achievements of the section to be included in the annual report of the Aero Club of South Africa.
- n) Reasonably permit the Aero Club of South Africa (or its nominee) to perform a financial, governance or other audit, in order to protect the reputation of the Aero Club of South Africa NPC.
- o) Take all reasonable steps to quickly correct any adverse audit findings from any party.
- p) Collect, reconcile and submit to the Aero Club of South Africa any membership fees owing to the Aero Club of South Africa within 30 days.
- q) Take all reasonable steps to protect itself and the Aero Club of South Africa NPC

4.3.4 Termination

- a) A Member Association may be terminated by a special resolution passed at an Annual General Meeting or Special General Meeting of the Aero Club of South Africa NPC.
- b) A Member Association whose membership has been terminated shall remain liable for all sums that may at the date of termination be due, or shall in the normal course of events have been due, for the remainder of the financial year. A terminated Member Association shall not have any claim against the Aero Club of South Africa, its officers, its property or its funds.



4.4 Associate Members

4.4.1 Admission

- a) Any person who wishes to be a member of the Aero Club of South Africa NPC in their own capacity can be exempt from becoming a member of a Section, provided that they do not participate in any activity that is represented by an existing section.
- b) Associate members shall follow the same admission requirements as an ordinary member with the exception of section membership. Applications for admission must be addressed in writing to the Council. Such applications must contain a commitment to abide by the Constitution and the Code of Conduct of the Aero Club of South Africa NPC and a commitment to meet all financial obligations of membership for the entire duration of the membership.

4.4.2 Rights

- a) An Associate member has the same rights as an ordinary member, except being counted as part of a quorum at Member meetings.
- b) The rights of all Associate members shall be represented by the Aero Club of South Africa NPC Vice Chairman at Council Meetings.

4.4.3 Duties

- a) Associate Members shall remain in good standing at all times otherwise they will immediately forfeit all rights.
- b) No Associate Member may directly or indirectly have any personal or private interest in the Aero Club of South Africa NPC.
- c) Associate Members agree to uphold and foster the objectives of the Aero Club of South Africa NPC.
- d) Associate Members shall take reasonable actions to ensure that they are kept informed of all matters that affect the Aero Club of South Africa NPC, including but not limited to, ensuring they receive and read communications sent out by the Aero Club of South Africa NPC.
- e) Associate Members shall at no time bring the Aero Club of South Africa NPC into disrepute.
- f) Associate Members shall make reasonable endeavours to actively participate at all Aero Club events.

4.4.4 Termination

- a) Should an Associate Member fail to remain in good standing, their membership will immediately cease.
- b) An Associate Member whose membership has been terminated shall remain liable for all sums that may at the date of termination be due and shall not have any claim against the Aero Club of South Africa NPC or its officers, its property or its funds.
- c) Re-admittance to membership following any termination whatsoever shall be at the absolute and total discretion of the Council.



- d) Associate Membership can be unilaterally withdrawn if a written complaint about the member is supported in writing by two other members of good standing, which is assessed by a subcommittee of three or more Council Members, who gather appropriate evidence and provide fair judgement on the complaint, and two of the three Council Members agree on termination. The committee's decision shall be final and no reasons shall be communicated other than the final decision to the terminated member and the complainants of the outcome.
- e) An Associate Member is terminated if the member dies, or is declared insane or incapable of managing their own affairs.
- f) An Associate member is terminated if the member assigns or transfers, or purports to assign or transfer, its membership.
- g) An Associate Member shall cease to be a Member on receipt by the Aero Club of South Africa of written notice of resignation from the Member. The Associate Member shall not be entitled to the return of any membership fees, or contributions paid to and any such resigning Associate Member whose resignation takes effect after the first day in any financial year shall nevertheless be liable for the payment of annual levies or contributions, as laid down by the Council from time to time, for that year.

4.4.5 Disciplinary Action Against Associate Members

- a) The Council of the Aero Club of South Africa NPC shall have the power to enquire into any allegation against an Associate Member of misconduct or any act of omission which in the opinion of the Council is prejudicial to the interests of the Aero Club of South Africa NPC, or to any of the objects for which the Aero Club exists and for the purpose of so enquiring the Council may call before it any Member against whom such allegation is made.
- b) If upon so enquiring the Council shall find such allegation of misconduct to have been established, then it may expel the Associate Member. An Associate Member expelled shall forfeit all right in any claim upon the Aero Club which it may have, and shall not be entitled to reclaim any unexpired portion of any subscription fee paid.
- c) If any Associate Member shall be convicted of an offence, which in the opinion of the Council makes it undesirable for such Member to continue his or her membership, then such Member may be declared by the Council to have ceased to be a Member of the Aero Club and in that event shall forfeit all rights in, and claims upon the Aero Club, save that upon application being made by such Associate Member to the Council stating the cause of such conviction, such member may be re-admitted and restored to his or her former right by the Council in its absolute discretion.



4.5 Honorary Members

4.5.1 Admission

- a) Only existing members in good standing are eligible for proposal.
- b) A proposal for the awarding of Honorary Membership shall be made in writing, supported by a minimum of two members of good standing, to the Chairman.
- c) The Chairman shall table the proposal at the next Council Meeting.
- d) Honorary Membership shall be awarded by a majority vote of the Council. Their decision is final, however a resubmission of an unsuccessful proposal shall be permitted after a period of 12 months.
- e) The Chairman shall take responsibility for informing the Member, proposers and general membership if the proposal is accepted. If the proposal is not accepted, the proposers shall be informed by the Chairman of the outcome of the decision but not the reasons for it.

4.5.2 Rights

- a) Honorary Members shall be entitled to attend, cast a vote, and table any matter at any Annual General Meeting, or General Meeting or Special General Meeting.
- b) Honorary Members shall be entitled to call a meeting if 10% of the voting members agree to such a requisition.
- c) Honorary Members shall be entitled to one vote on a show of hands or a poll at any general meeting of the Aero Club of South Africa NPC.
- d) Honorary Members shall be entitled to nominate candidates for the Council. Where a vacancy on the Council arises, each member shall be entitled but not obliged to nominate a Council Member to fill such vacancy. Once the nominations have been made, the members shall be entitled but not obliged to vote on the nominations by way of a poll.
- e) Honorary Members shall be allowed to appoint a proxy in writing should they be unable to attend a general meeting. Notification of the proxy must reach the Chairman at least 48 hours prior to the meeting. The nominated proxy shall be a member of good standing.
- f) Honorary Members shall be entitled to a certificate of membership which is issued under the authority of the Board in such manner and form as the Board may determine from time to time.
- g) If the Aero Club of South Africa NPC is unable to convene a meeting because it has no Council Members or because all of its Council Members are incapacitated, then any Honorary Member is authorised to convene a meeting in these circumstances.
- h) Honorary Members shall be entitled to any relevant information of the company to the extent of their own personal information, annual financial statements and any issues that affect flight or operational safety. These shall include documents to assess the operational and on-going viability of the company.



4.5.3 Duties

- a) Honorary Members agree to uphold and foster the objectives of the Aero Club of South Africa.
- b) No Honorary Member may directly or indirectly have any personal or private interest in the Aero Club of South Africa NPC.
- c) Honorary Members shall take reasonable actions to ensure that they are kept informed of all matters that affect the Aero Club of South Africa NPC, including but not limited to, ensuring they receive and read communications sent out by the Aero Club of South Africa NPC.
- d) Honorary Members shall at no time bring the Aero Club of South Africa NPC into disrepute.
- e) Honorary Members shall make reasonable endeavours to actively participate at all Aero Club events.

4.5.4 Termination

- a) Membership can be unilaterally withdrawn if:
 - i. A written complaint about the Honorary Member is supported in writing by two other members of good standing.
 - ii. A subcommittee of three or more Council Members, is created to hear, gather appropriate evidence and provide fair judgement on the complaint, and two of the three Council Members agree on termination. The committee's decision shall be final and no reasons shall be communicated other than to the terminated member and the complainants of the outcome.
 - iii. A member is terminated from any Member Association following disciplinary action.
- b) An Honorary member is terminated if the member dies, or is declared insane or incapable of managing their own affairs.
- c) An Honorary Member is terminated if the member assigns or transfers, or purports to assign or transfer, its membership.
- d) An Honorary Member shall cease to be a Member on receipt by the Aero Club of South Africa NPC of written notice of resignation from the Member.

4.5.5 Disciplinary Action Against Honorary Members

- a) The Council of the Aero Club of South Africa NPC shall have the power to enquire into any allegation against an Honorary Member of misconduct or any act of omission which in the opinion of the Council is prejudicial to the interests of the Aero Club of South Africa NPC, or to any of the objects for which the Aero Club exists and for the purpose of so enquiring the Council may call before it any Member against whom such allegation is made.
- b) If upon so enquiring the Council shall find such allegation of misconduct to have been established, then it may expel the Honorary Member.
- c) If any Honorary Member shall be convicted of an offence, which in the opinion of the Council makes it undesirable for such Member to continue his or her membership, then such Member may be declared by the Council to have ceased to be a Member of the Aero Club and in that event shall forfeit all rights in, and claims upon the Aero Club, save that upon application being made by such Honorary Member to the Council stating the cause of such conviction, such member may be re-admitted and restored to his or her former right by the Council in its absolute discretion.



5 Aero Club Council Members

5.1 Composition of the Council

- a) The Council of the Aero Club of South Africa NPC shall comprise of no fewer than five Council Members, and no more than twenty five.
- b) Nominations for the acceptance of Council Membership shall be in accordance with the following:
 - i. One representative from each Member Association, with an additional representative for each seven hundred and fifty (750) members (fully paid up), or part thereof, over 750 members. Such representatives shall be appointed by a majority vote of the Member Association. An alternate shall also be proposed.
 - ii. Up to four additional ex-officio members as elected by a majority vote of the Council.
 - iii. One representative member as delegated by the Council to act as the Aero Club of South Africa representative at the Fédération Aéronautique Internationale (FAI).
- c) Any casual vacancy occurring on the Council, by resignation or otherwise, shall be filled by a replacement nomination as detailed above.
- d) The Council shall not be considered improperly constituted should one or more delegated representative members as defined in 5.1 b) i. to iii. not be nominated to serve by their delegated stakeholder.

5.2 Nomination

- a) Nominations for ex-officio Council Members must:
 - i. be in made in writing 30 days prior to a general meeting at which they are to be tabled;
 - ii. be addressed to the Chairman of the Aero Club of South Africa;
 - iii. be accepted by the nominee in writing;
 - iv. carry the written support of at least two ordinary members, each of good standing;
 - v. include a brief relevant curriculum vitae, to include details of any qualifications, skills or experience that is relevant to the position of a Council Members or Director of the Aero Club of South Africa.
 - vi. Be a member in good standing for at least three (3) years to be eligible for nomination.
- b) Nominations for Member Association Council Members must:
 - i. be addressed to the Chairman of the Aero Club of South Africa;
 - ii. be accepted by the nominee in writing;
 - iii. carry the written support of at least two ordinary members, each of good standing; each being duly elected members of the management committee of the Member Association.
 - iv. include a brief relevant curriculum vitae, to include details of any qualifications, skills or experience that is relevant to the position of a Council Members or Director of the Aero Club of South Africa.
- c) At least one third of the Council Members who have served on the Council for more than 3 (three) years, must resign annually. Any such Council Member is eligible for re-election.
- d) A Council Member shall not be eligible for nomination after serving two consecutive (three year) terms, with the exception of the General Manager.
- e) Any relaxation of the nominee requirements in a) & b) above, shall be at the sole discretion of the existing members of the Council.



5.3 Appointment

- a) Representative members of the FAI shall be appointed, and serve, at the discretion of the Council.
- b) Nominations for all Council Member positions shall be tabled at a general meeting and may be withdrawn by the candidate in writing only.
- c) Each Council Member shall be appointed by a general vote of all ordinary members of 50% or more of those present at the meeting.

5.4 Appointment and Termination of Nominated Council Members

- a) A nominated Council Member shall be a member in good standing of the Aero Club of South Africa.
- b) The Nominated Council Member shall be appointed by, serve at the discretion of, and be terminated by, the Aero Club of South Africa Council by a majority vote.

5.5 Duties of Council Members

- a) It is the duty of the incumbent Vice-Chairman to ensure that all processes and any complaints about the activities of any of the Council Members, Directors or Officers of the company are appropriately and adequately resolved. Any complaints about the Chairman or Vice-Chairman or Treasurer shall be appropriately and adequately resolved by a disinterested sub-committee appointed by the Council.
- b) The Council shall meet at least four times in each calendar year to manage the objectives and further the aims of the Aero Club of South Africa.
- c) The Chairman shall determine the location of Council and Member meetings, such location to be within the Republic of South Africa.
- d) The Council Members of the Aero Club of South Africa NPC shall not be entitled to any remuneration or reimbursement of expenses in consideration for or respect of their services. Where a Council Member renders additional services to the Aero Club of South Africa NPC, other than his/her services as a Council Member or Director, such Council Members or Directors may be remunerated by the Aero Club of South Africa NPC for such services, provided that such remuneration is fair and reasonable, and has been approved by Council Resolution and supported by no fewer than 75% of the disinterested Council Members of the Aero Club of South Africa NPC.
- e) The Council is required to hold Members meetings in the following circumstances:
 - i. when adopting any Ordinary Resolution or Special Resolution; not specifically pre-authorized by the members.
 - ii. when a written demand for such a meeting supported at least 10% of the voting rights entitled to be exercised in relation to the matter proposed to be considered at the meeting, are delivered to the Chairman.
- f) The Council shall convene each year an Annual General Meeting of the Members; provided that not more than 15 months shall be permitted to elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall deal with and dispose of all matters prescribed by the Companies Act, including the consideration of the annual financial statements, the election of directors and the appointment of an auditor (or adequate independent financial review), and may deal with any other business laid before it.



5.6 Powers of Council Members

- a) The Council may exercise all powers which are not specifically excluded by a statute or this Constitution.
- b) Each member of the Council will carry one vote with the Chairman having a casting vote in the event of a voting tie.
- c) The Council may appoint (co-opt) any officers it considers necessary to better achieve the stated objects of the Aero Club of South Africa NPC. The conditions of such appointments shall be determined and managed by the Board.
- d) The Council may call a general members meeting at any time at its sole discretion.
- e) The Council may determine the location of a general members meeting anywhere in the Republic of South Africa.
- f) The Council shall set aside and carry a reserve fund all the surplus funds of the Aero Club of South Africa NPC, which may at their discretion be applied for any purpose to further the purpose of the Aero Club of South Africa NPC.
- g) The Council may appoint any persons to serve on a committee to further the aims of the Aero Club, which:
 - i. may include non-members,
 - ii. shall report regularly back to the Board
 - iii. shall not be entitled to vote on any Board or Council matter
 - iv. may consult with or receive advice from any person; and
 - v. has the full authority of the Council in respect of a matter referred to it.

5.7 Council Member Emoluments

- a) The Council Members shall not receive any remuneration for their positions as Council Members or Directors.
- b) A Council Member or Director of the Aero Club of South Africa NPC or subsidiary company may be reimbursed or any reasonable and justifiable expenses incurred in the bona fide performance of his duties and shall be subject to the prior approval of a disinterested majority of the Directors of the Aero Club of South Africa NPC by resolution.
- c) The Aero Club of South Africa NPC may not provide a loan to, secure a debt or obligation of, or otherwise provide direct or indirect financial assistance to, a Council Member or Director of the Aero Club of South Africa NPC, or to a person related to any such director, unless it:
 - i. is in the ordinary course of the Aero Club of South Africa NPC's business and for fair value and to advance one or more of the stated objects of the Aero Club of South Africa NPC
 - ii. constitutes an accountable advance to meet:
 - legal expenses in relation to a matter concerning the Aero Club of South Africa NPC; or
 - anticipated expenses to be incurred by the person on behalf of the Aero Club of South Africa NPC.



- d) Subject to a resolution of the Council, the Board may advance expenses to a Council Member or Director to defend litigation in any proceedings arising out of that Council Member's or Director's service to the Aero Club of South Africa NPC; and may directly or indirectly indemnify a Council Member or Director for expenses, if the proceedings are abandoned or exculpate the Council Member or Director, or arise in respect of any liability for which the Aero Club of South Africa NPC may indemnify the Council Member or Director.
- e) The Aero Club of South Africa NPC is entitled to claim restitution from a Council Member or Director of the Aero Club of South Africa NPC for any money paid directly or indirectly by the Aero Club of South Africa NPC to or on behalf of that Council Member or Director in any manner.

5.8 Indemnity

- a) The Aero Club of South Africa NPC may indemnify a Council Member, Director, Committee Member or Officer at the discretion of the Board.
- b) The Aero Club of South Africa NPC may purchase insurance to protect:
 - i. a Member as defined in 5.8 a) against any liability or expenses for which the Aero Club of South Africa NPC is permitted to indemnify such a juristic person; or
 - ii. the Aero Club of South Africa NPC against any contingency including, but not limited to:
 - any expenses that the Aero Club of South Africa NPC is permitted to advance; or,
 - any liability for which the Aero Club of South Africa NPC is permitted to indemnify such a juristic person

5.9 Termination of Council Members

- a) A Council Member shall have their term of office terminated after serving a maximum of two terms of 36 months each.
- b) A Council Member shall have their term of office terminated should they become a party to any legal action against the Aero Club of South Africa.
- c) A Council Member may have their term of office terminated by a 50% majority vote, voted on by 75% of the Council.
- d) Where the Council Member fails to meet the continued support of the Section they represent (for section nominees).
- e) A Council Member may have their term of office terminated by a majority vote of the Council if they fail to meet their duties as a Section Representative.
- f) A Council Member may have their term of office terminated if declared delinquent by a court, or placed on probation under conditions that are inconsistent with continuing to be a Council Member of the Aero Club of South Africa NPC;
- g) A Council Member may have their term of office terminated if they hold any other office for profit gain under the Aero Club of South Africa NPC, without the consent of the Council,
- h) A Council Member may have their term of office terminated if they fail to attend Council meetings for more than three consecutive meetings without permission of the Council, and recorded as absent;



- i) A Council Member shall not directly or indirectly be interested in any contract or proposed contract with the Aero Club of South Africa NPC, and fails to fully declare their interest and the nature thereof;
- j) On resignation.
- k) A Council Member may further be removed from office:
 - i. If they becomes ineligible or disqualified in terms of section 69 of the Act; or
 - ii. by order of the court as contemplated in section 71(5) or (6) of the Act

5.10 Council Meetings

- a) The Chairman shall be responsible for scheduling a minimum of four Council meetings per year to further the aims of the Aero Club, and manage its affairs.
- b) Any three Council Members may at any time convene a meeting of the Council by requesting such a meeting from the Chairman, who shall summon the meeting by no later than one month from receipt of the request.
- c) The Chairman shall determine the time, date, and venue.
- d) Notice of any Council meetings will be advised to each Council Member at least 21 days prior to the meeting by an appropriate form of communication. Should the requirement to hold such a meeting be waived by 50% of the Council, then by mutual agreement the meeting can be voided.
- e) Where the Chairman has failed to give the required notice of the Council Meeting, or there was a defect in the giving of the notice, such meeting may proceed, provided that all of the Council Members:
 - i. acknowledge actual receipt of the notice; or
 - ii. are present at the meeting; or
 - iii. waive notice of the meeting.
- f) The quorum for meetings of the Council will be 33% (one third) of all Council Members and no business shall be transacted unless the requisite quorum is present at the commencement of the meeting.
- g) Should a quorum not be constituted, the Chairman shall call for a second Council meeting to take place within ten (10) working days. Should a requisite quorum not be present at the commencement of this meeting, then after 15 minutes of delay, business may proceed with the quorum then constituted by the members present.
- h) The Chairman shall be responsible for ensuring accurate agenda and minutes are recorded, distributed, and retained.
- i) The Chairman shall be responsible for the accuracy and safekeeping of the previous minutes.
- j) A secretary may attend official proceedings as an ex officio member at the invitation of the Chairman.



- k) The Chairman of the Aero Club of South Africa NPC shall keep minutes of all Council meetings, and any of its committees, and include in the minutes:
 - i. any declaration of personal financial interest given by notice or made by a Council Member or Director; and
 - ii. every resolution adopted by the Council.
- l) Resolutions adopted by the Council:
 - i. must be dated and sequentially numbered; and
 - ii. are effective as of the date of the resolution, unless the resolution states otherwise.
- m) Any minutes of a Council meeting, or a resolution, signed by the chairperson of the meeting, or by the chairperson of the next Council meeting, is evidence of the proceedings of that meeting, or adoption of that resolution, as the case may be.
- n) A Council meeting may be conducted entirely by electronic communication or one or more participants in the meeting may participate using electronic communication, provided that the electronic communication employed ordinarily enables participants in the meeting to communicate concurrently with each other and to participate effectively. Responsibility for ensuring adequate participation shall rest with the Council Members not physically present.
- o) Each Council Member shall complete, at least annually, a Declaration of Interest document. If a Council Member has a personal financial interest, (or knows that a related person has such an interest) he must disclose in advance, to the Council the nature and extent of that interest. This disclosure must at a very minimum comply with the requirements of the Companies Act.
- p) Each Council Member shall be entitled to one vote in regard to all business brought before the Council.
- q) The Chairman shall have a casting vote in the event of a tie.
- r) Unless otherwise provided in this document, a majority of the votes cast on a resolution is sufficient to approve that resolution.
- s) A decision that could be voted on at a Council meeting may instead be adopted by written consent of the required number of Council Members, given in person, or by electronic communication, provided that each Council Member has received notice of the matter to be decided. A decision made in this manner is of the same effect as if it had been approved by voting at a meeting.



6 Board of Directors (Executive Officers)

6.1 Composition of the Board of Directors (Executive Committee)

The Board of Directors or otherwise known as the Executive Committee shall comprise of:

- a. Chairman
- b. Vice – Chairman
- c. Treasurer
- d. Elected officers
- e. General Manager

6.2 Registered Directors

- a) “Registered Directors” means the Executive Committee Board members who are formally registered as Directors of the Aero Club of South Africa with the Companies and Intellectual Property Commission (CIPC), and in terms of the Aero Club of South Africa, these Registered Directors will be the Executive Officers as defined in in Paragraph 6.1.
- b) The Board of the Aero Club of South Africa NPC shall comprise of no fewer than four Directors, a nominal of five as defined in 6.1 above and a maximum of seven.
- c) Every Director must satisfy the qualification and eligibility requirements set out in the Companies Act to become or remain a Director.

6.3 Appointment of the Board of Directors (Executive Committee)

- a) The Council will be called to order by the immediate past Chairman within one hour of the closing of the Annual General Meeting.
- b) The Chairman, Vice Chairman, elected officers and Treasurer will be elected by majority vote by the Council annually from amongst the appointed Council Members at the first meeting of the Council following the Annual General Meeting of the Aero Club of South Africa NPC, subject to a maximum continuous term in office of six years. After an initial 3 year term these elected officers will automatically stand down but can offer themselves available for re-election.
- c) The Board of Directors may elect and appoint a General Manager, who would fulfil the role of a director, but not subject to the fixed term period stipulations as defined in 5.9. The General Manager needs to be a Member of the Company, either through a Member Association or as an Associate Member.
- d) The Board may appoint further co-opted Directors as it deems appropriate, which Directors may be appointed for a specific purpose or to fulfil a specific task, or for a specific duration. Such Directors need to be Members of the Company, either through a Member Association or as an Associate Member.
- e) Should any Director vacancy occur on the Executive Committee, by resignation or otherwise, a meeting of the Council shall be convened to fill the vacancy.
- f) Should the General Manager position become vacant, by resignation or otherwise, the Executive Committee shall be responsible for filling the vacancy.



6.4 Rights of the Board of Directors (Executive Committee)

- a) Each member of Executive Committee “Exco” will carry one vote with the Chairman having a casting vote in the event of a voting tie.
- b) The Exco are responsible for:
 - i. executing policies agreed by the Council
 - ii. the employment, direct management and termination of staff
 - iii. financial disbursements in accordance with the annual budget and/or as directed by the Council.

6.5 Meetings of the Executive Committee

- a) The Exco shall meet as they deem necessary but shall meet not fewer than 10 times per calendar year.
- b) Any Exco member may call for a meeting, and its location.
- c) The quorum for meetings of Exco will be three official members of Exco.

6.6 Duties of the Executive Committee

- a) To plan, execute, control and report on all the relevant activities incurred so as to achieve the objectives of the company, and projects; as directed by the Council.
- b) Create and maintain a Board Charter and/or Manual of Operations and/or Administration Standards as directed by the Council so as to achieve the objectives of the company.
- c) To implement adequate controls so as to safeguard the assets of the company.
- d) To prepare and communicate adequate monthly feedback to the Council in respect of Finances, objectives and challenges.
- e) To attend a minimum of 75% of meetings.

6.7 Termination of the Executive Committee

- a) A member shall cease to be a member of the Exco
 - i. On resignation;
 - ii. Removal as a Director for any reason;
 - iii. Acceptance of a 75% majority decision of the Council;
 - iv. Failure in their duties.
- b) In the case of the General Manager, dismissal in accordance with the Labour Relations Act.



7 Member Meetings including AGM

7.1 Right to call

- a) Any member of good standing may call for a meeting as detailed in members rights.
- b) The Board or Council may at its discretion call for a General Meeting.

7.2 Notification

- a) The Aero Club of South Africa NPC must deliver a notice of each Members' meeting via email and publication on its website to all of the Members of the Aero Club of South Africa NPC with at least 21 clear days' notice in the case of an Annual General Meeting or a General Meeting.
- b) The accidental omission to give notice of any meeting to any member shall not invalidate any business transacted at, or any resolution passed at, such meeting.

7.3 Agenda

- a) A Members meeting must include the following information:
 - i. the date, time and place for the meeting;
 - ii. the purpose of the meeting;
 - iii. a copy of any proposed resolution which is to be considered at the meeting, and a notice of the percentage of voting rights that will be required for that resolution to be adopted;
 - iv. a statement that a member of good standing is entitled to attend and vote at the meeting
 - v. a statement that a member of good standing is entitled to appoint a proxy
- b) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- c) At the Annual General Meeting (AGM), the Chairman will present an annual report on the activities of the Aero Club of South Africa NPC to include reports of all the Member Associations, the Honorary Treasurer will present for review the audited financial statements for the year and the General Manager will present an annual report.

7.4 Attendance

- a) Only members in good standing may attend a members meeting.
- b) By special invitation of the Council, guests may attend but shall not have any voting rights.

7.5 Proxies

- a) Proxies shall be members of good standing and the proxy forms shall be in writing, signed by the nominator on the approved form and lodged with the Chairman 48 hours or more prior to the meeting.



7.6 Quorum

- a) The quorum for a Member's meeting of the Aero Club of South Africa NPC called for the passing of a Special Resolution to dissolve the Aero Club of South Africa NPC shall be more than two thirds of the number of Ordinary Members present in person or by proxy, provided that a quorum shall never be fewer than Six Member Associations represented in person and, provided that at least 20 (Twenty) ordinary members are present in person.
- b) The quorum for a Member's meeting of the Aero Club of South Africa NPC called for the passing of a Special Resolution or a General Resolution shall be more than 50% of the Member Associations represented in person and, at least 20 (Twenty) ordinary members are present in person.
- c) Associate members present at a meeting shall not be counted for the purpose of establishing the existence of a quorum in that meeting.
- d) The participation by a Member representing a section at a meeting of the Members' shall be taken into account for the purposes of constituting a quorum as well as with respect to voting at such meeting.
- e) After a quorum has been established for a meeting (or in respect of a specific matter on the agenda), the meeting may continue (or the matter may be considered) provided the meeting is quorate for the full duration of the meeting.
- f) If within a quarter of an hour from the time appointed for the holding of any General or Special Meeting the prescribed quorum of Members is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to such time as the Meeting shall determine and such adjourned Meeting shall be competent to transact the business intended to be transacted at the original Meeting notwithstanding that the requisite quorum is not present.

7.7 Resolutions

- a) Voting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by the chairperson of the meeting or by no fewer than five members. Unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, shall be final and an entry to that effect in the minute book of the Aero Club of South Africa NPC 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.
- b) If a poll is demanded, it shall be taken in such manner and at such place and time as the chairperson of the meeting directs.
- c) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- d) In the case of an equality of votes, the Chairperson shall have a casting vote.
- e) For an Ordinary Resolution to be successful it shall be passed by majority vote of those present.
- f) For a Special Resolution to be successful it shall be passed by more than three quarters (75%) vote of those present.
- g) The results of any vote shall be recorded in the minutes of the meeting and published to all members within 10 days of the meeting.