



**CONSTITUTION OF THE SOUTH AFRICAN NATIONAL CLIMBING FEDERATION
(‘SANCF’)
 (“the federation”)**

1. NAME

- 1.1 The name of the Association is: THE SOUTH AFRICAN NATIONAL CLIMBING FEDERATION (‘SANCF’).

2. DEFINITIONS

- 2.1 In this Constitution, unless clearly inconsistent with or otherwise indicated by the context, the following words and phrases will have the corresponding meanings assigned to them and cognate expressions will have similar meanings:
- 2.1.1 **“the Act”** means the Nonprofit Organisations Act, 71 of 1997, as may be amended or replaced from time to time;
- 2.1.2 **“Ancillary Objects”** means such objects which are ancillary and/or incidental to the main objects.
- 2.1.3 **“Business Day”** means any day, other than a Saturday, Sunday or official public holiday in the Republic of South Africa;
- 2.1.4 **“the Commissioner”** means the Commissioner for the South African Revenue Service;
- 2.1.5 **“Connected Person”** means the spouse or relative of that person or a relative of his/her spouse related within the third degree of consanguinity, including the adopted children of that person or of that person’s spouse;
- 2.1.6 **“Competitor”** is an individual who has registered with the federation to compete in any competition over an 18 month period over which the federation or its Members have jurisdiction. A Competitor shall not be a Member of the federation

- 2.1.7 "**Competition Climbing**" means competitive, amateur climbing in all its forms, both indoor and outdoor, on artificial surfaces and rock;
- 2.1.8 "**Constitution**" means this Constitution together with the Annexures hereto;
- 2.1.9 "**Development member**" means a provincial climbing organisation which has not yet meet the requirements for membership but has applied for membership.
- 2.1.10 "**the Companies Act**"- means Companies Act, 71 of 2008, as may be amended or replaced from time to time;
- 2.1.11 "**the Director**" means the Director of Nonprofit Organisations as contemplated in the Act;
- 2.1.12 "**electronic media**" means skype, video call, WhatsApp, SMS or email;
- 2.1.13 "**the federation**" refers to the acronym of the non-governmental, Nonprofit Organisation known as "the South African Climbing Federation". "SANCF" shall have a corresponding meaning;
- 2.1.14 "**general meeting**" means an annual general meeting or a special general meeting;
- 2.1.15 "**the Income Tax Act**" means the Income Tax Act, 58 of 1962 as amended, and includes any replacement or successor legislation;
- 2.1.16 "**Main Objects**" means the principal objects of the federation;
- 2.1.17 "**the Management Committee**" means the Committee of officers elected in accordance with clause 12 from time to time;
- 2.1.18 "**Member**" means a provincial climbing organisation which met the requirements for membership.
- 2.1.19 "**Nonprofit Organisation**" means a nonprofit organisation as defined in section 1 of the Act;
- 2.1.20 "**Officers**" means such office-bearers appointed to the Management Committee of the federation in accordance with the procedures set out in clause 12;
- 2.1.21 "**Olympic Charter**" means the Olympic Charter published by the International Olympic Committee, as may be amended or replaced from time to time;
- 2.1.22 "**Personally present**" means present in person, by proxy or through electronic media;
- 2.1.23 "**Poll**" means voting conducted in written form (as opposed to a show of hands);
- 2.1.24 "**Province**" means any of the Geopolitical Provinces within the Republic of South Africa;



- 2.1.25 **"Public Benefit Activities"** means public benefit activities as contemplated in section 30(1) read with Part 1 of the ninth schedule of the Income Tax Act or any such activities determined by the Commissioner by notice in the Gazette which are benevolent in nature, having regard to the needs, interests and well-being of the general public;
- 2.1.26 **"Public Benefit Organisation"** means a Public Benefit Organisation as contemplated in section 30 of the Income Tax Act and approved by the Commissioner;
- 2.1.27 **"the Republic"** means the Republic of South Africa;
- 2.1.28 **"Signature Date"** means the date on which the last party signs this Constitution;
- 2.1.29 **"Term of Office"** means two years, in accordance with the procedures under clause 13.
- 2.2 Any reference to any statute, regulation or other legislation shall be a reference to that statute, regulation or other legislation as at the Signature Date, and as amended or substituted from time to time.
- 2.3 If any provision in a definition is a substantive provision conferring a right or imposing an obligation on any party then, notwithstanding that it is only in a definition, effect shall be given to that provision as if it were a substantive provision in the body of this Constitution.
- 2.4 Where any term is defined elsewhere in the Constitution, that term shall bear the meaning ascribed to it in that clause wherever it is used in this Constitution.
- 2.5 Where any number of days is to be calculated from a particular day, such number shall be calculated as excluding such particular day and commencing on the next day; if the last day of such number so calculated falls on a day which is not a business day, the last day shall be deemed to be the next succeeding day which is a business day.
- 2.6 Any reference to "person" shall include a reference to both natural and juristic persons as the context dictates.
- 2.7 All references to the plural herein shall also mean the singular and to the singular shall also mean the plural unless the context otherwise requires.
- 2.8 Any reference to days (other than a reference to business days), months or years shall be a reference to calendar days, months or years, as the case may be.
- 2.9 The use of the word "including" followed by a specific example/s shall not be construed as limiting the meaning of the general wording preceding it and the *eiusdem generis* rule shall not be applied in the interpretation of such general wording or such specific examples.

3. **ADDENDUMS TO CONSTITUTION**

- 3.1 This document must be read and applied in conjunction with the Addendums attached hereto;

- 3.1.1 Addendum 1 – Example Resolution



- 3.1.2 Addendum 2 – Example General Proxy
- 3.1.3 Addendum 3 – Example Special Proxy
- 3.1.4 Addendum 4 – Nomination Form
- 3.1.5 Addendum 5 – Management Committee Members Code of Conduct

4. OBJECTS

- 4.1 The federation is established to pursue the main objects which are **the promotion, administration, development and co-ordination of the sport of amateur rock-climbing in the Republic**. The main object will be achieved, by *inter alia*:
 - 4.1.1 supporting and encouraging the further development of competition climbing on a national level;
 - 4.1.2 supporting and encouraging the further development of competition climbing on a provincial level;
 - 4.1.3 eliminating as far as possible all forms of discrimination in competition climbing;
 - 4.1.4 providing technical and other required education and training to climbers, competition Judges, route setters, scorers and belayers where appropriate and/or required by law;
 - 4.1.5 co-operating with any bodies regarding the promotion and public recognition of Competition Climbing on a national level;
 - 4.1.6 determining the specification or endorsement of standards and operating procedures;
 - 4.1.7 facilitation of international competitions;
 - 4.1.8 promoting and observing national and international provisions on the use of prohibited substances in sporting competitions; and
 - 4.1.9 liaising and affiliating with other compatible organisations.
- 4.2 The federation shall carry on its public benefit activities for the benefit of the general public at large, of which all the activities of the federation will be carried out in a non-profit manner with an altruistic and philanthropic intent - without any direct benefit accruing to any member nor any of the officers or employees of the federation (otherwise than stated herein) - in accordance with the Olympic Charter and any other codes (including codes of good practice) published by the International Federation of Sport Climbing.

5. CONTINUING EXISTENCE

- 5.1 The federation is a voluntary association of persons established within the Republic and has a corporate existence and identity separate of its Members, Officers and employees.
- 5.2 The federation shall continue in existence notwithstanding changes in the composition of the aforementioned.



- 5.3 The liability of members shall be limited to the amount of their subscription fees paid at any time.

6. POWERS

- 6.1 The federation shall have all of the legal powers and capacity of an individual necessary to achieve its main and ancillary objects:

- 6.1.1 except to the extent necessarily implied by its stated objects; and
6.1.2 except to the extent that a juristic person is incapable of exercising any such power, or having such capacity;

- 6.2 It shall have no legal power or capacity if such act or event caused by the federation shall result in the contravention of the main objects and the ancillary objects.

- 6.3 The federation shall have the power to:

- 6.3.1 to enter into employment contracts and employ agents, advisors, bookkeepers and other necessary persons, to appoint at their discretion and remove or suspend such employees and agents from permanent, temporary or special service, determine their powers and duties, fix their salaries or emoluments and require such security in such instances and in such amounts as it thinks fit provided that the association will not pay any remuneration, as defined in the Fourth Schedule of the Income Tax Act, to any employee, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and will not economically benefit any person in a manner which is not consistent with its objects;

- 6.3.2 to accept donations, provided that the association may only accept revocable donations where the reason for the revocation is:

- 6.3.2.1 a material failure to conform to the designated purposes and conditions of such donation; OR

- 6.3.2.2 any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act; and

- 6.3.3 a donor (other than a donor which is an approved public benefit organisation or an institution or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

- 6.4 Members and Officers shall have no rights in and to the assets of the federation solely by virtue of such membership and/or office.

- 6.5 The administrative language of the federation is English and it shall be used:

- 6.5.1 in all records, archives, minutes, correspondence, communications, handbooks, circulars and other documentation of the federation; and

- 6.5.2 at all meetings, workshops, seminars, programmes, sessions, competitions, championships and other events under the auspices or control of the federation.



- 6.6 No person may be discriminated against on the basis of language and, subject to a ruling by the president of the federation on the language to be used for the purposes of a meeting thereof, everyone is free to use his/her language of choice, provided that, if any person elects to use a language other than English and any assistance by an interpreter or translation into English is required by or on behalf of the federation, such assistance or translation shall be for that person to arrange and at his costs, provided further, that if no such assistance or translation is forthcoming, neither the federation nor any of its officers, officials, employees or persons acting for or on its behalf will be held responsible for any misunderstanding and/or the consequences thereof that may result from such use of a language other than English.
- 6.7 For the purpose of effective communication, the federation may, in its sole and unfettered discretion, use any other language than English as and when the occasion demands it, provided that such use is not to the detriment or potential detriment of its administrative and/or operational effectiveness.

7. AFFILIATION AND COMPLIANCE

- 7.1 The federation is to observe the general and fundamental principles of the:
- 7.1.1 International federation of Sport Climbing and the Olympic Charter; International federation of Sport Climbing and the Olympic Charter; the South African Sports Confederation and the National Olympic and Paralympic Committees; and South African Sports Confederation and the Olympic Committee; and World Anti-Doping agency, the South African Institute for Drug Free Sport, and any other similar organisations established for this purpose, as may be published by that relevant organisation from time to time.
- 7.1.2 The rules contained in the current edition of Robert's Rules of Order Newly Revised (12th Edition) shall guide the SANCF in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the SANCF may adopt..
- 7.1.3 The Safeguarding Policy from Sports Voice shall be adopted and implemented from 01 January 2022.

8. FINANCIAL

- 8.1 The income and property of the federation shall be applied solely towards the promotion of its Main Objects and Ancillary Objects and no portion thereof shall be paid, transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever, to Members or to its subsidiaries, provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any Officer or employee of the federation or to any Member thereof in return for any services actually rendered to the federation as well as all necessary expenditure required in the running of the business of the federation.
- 8.2 All the federation's activities must be carried on in a non-profit manner.
- 8.3 Save as otherwise provided herein, the income of the federation shall not be distributed to any person otherwise than in the course of undertaking Public Benefit Activities as contemplated in the ninth schedule to the Income Tax Act.
- 8.4 Surplus funds may not be distributed except when the federation is dissolved. Save, as otherwise provided herein, the income of the federation shall be used solely for the purpose of the main and ancillary objects.



- 8.5 The federation shall not knowingly be a party to any part of any transaction, operation or scheme whose sole or main purpose is or was the reduction or postponement or avoidance of liability for any tax, duty or levy that, but for the transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other act administered by the Commissioner.
- 8.6 No activity of the association will directly or indirectly promote the economic self-interest of any office-bearer or member of the association, otherwise than by reasonable remuneration.
- 8.7 The federation shall not pay excessive remuneration, as contemplated in the fourth schedule to the Income Tax, to an Officer, employee, Member or other person or any Connected Person to the aforementioned persons, having regard to what is generally considered reasonable in relation to the service rendered or such employment.
- 8.8 The federation shall comply with the reporting requirements determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Income Tax Act, as amended.
- 8.9 The federation shall not use its assets or income directly or indirectly, to support, advance or oppose any political party.
- 8.10 All members must be entitled to membership for at least one year or season;
- 8.11 Members are not entitled to sell their membership rights.
- 8.12 Approval will be withdrawn if the federation does not comply with the requirements.
- 8.13 The Financial year end of the federation shall be the last day of March each year.
- 8.14 The annual financial statements shall be prepared, and submitted to the members at the annual general meeting for approval. The records and books of account shall be preserved for a period of 5 (five) years from the date of last entry or the date of completion of the transactions to which they relate, whichever is the earlier.
- 8.15 The federation must have a separate banking account from which its financial transactions will be conducted and all withdrawals and payments from which will be on the approval of at least 2 (two) authorised persons at all times the appropriate checks and balances and segregation of duties.
- 8.16 The Management Committee shall ensure:
- 8.16.1 That all money due to the federation is collected and received and that all payments authorised by the federation are made;
- 8.16.2 All funds received by a person or legal entity on behalf of the association shall immediately be delivered to the Secretary General/treasurer who shall make a record of the receipt. The money shall be deposited into a bank or building society account in the name of the association.
- 8.16.3 That correct books and accounts are kept showing the financial affairs of the federation, including full details of all receipts and expenditure connected with the activities of the federation;
- 8.16.4 That all cheques, electronic transfers and other negotiable instruments must be approved by any 2 (two) officers;
- 8.16.5 That all documents are to be kept in a safe place.



8.17 A member shall be entitled to contract with the association and/or with any other company, close corporation, business or professional practice in which the members or any beneficiary of this association may be interested provided that he/she may not vote on such contract or on any other matter in which he/she is interested, directly or indirectly. Nothing herein contained shall limit the right of a member himself/herself to participate in any training programme or other service provided by the association.

8.18 The competition year of the federation shall end on 31 December of each year.

9. MEMBERSHIP

9.1 Members of the federation may only be the provincial climbing body from the Province howsoever they are legally constituted including companies or other bodies corporate, or associations of persons, whether corporate or not, as approved by the Management Committee of the federation.

9.2 Eligibility to remain a member is determined on an annual basis provided they have been a member for a minimum period of one year.

9.2.1 Members of the federation must:

9.2.1.1 adopt a Constitution, the terms of which must be acceptable to the Management Committee;

9.2.1.2 make such amendments to the Member's Constitution as the Management Committee may direct;

9.2.1.3 apply in writing, for membership under the obligation to be bound by the terms of this Constitution of which the written application must include a prominent statement that it will support the objectives of the federation; and

9.3 Together with its annual application for membership, the members are required to:

9.3.1 submit a copy its Constitution;

9.3.2 pay the appropriate membership fee and/or other costs when making application for membership, as determined by the Management Committee from time to time;

9.3.3 must have a minimum of 5 (five) Provincial competitors in its first 3 (three) years of membership whereafter the minimum number of competitors competing in any Provincial Competition shall be 10;

9.3.4 satisfy the criterion of membership as determined by the Management Committee from time to time – without limiting the discretion of the Management Committee to consider other factors for approving membership, the Management Committee must ensure that membership is granted so to specifically achieve the main objects and/or ancillary objects.

9.4 Where membership is not granted due to failure to meet any of the requirements the provincial body may apply to be a Development Member. A Development member has no voting rights in any of the affairs of the federation, but may attend meetings with observer status.

9.5 The Management Committee together with the Development Member will put together a development plan in order to ultimately move the member to full Member status.



9.6 The Management Committee may refuse membership and must furnish reasons therefore giving the Member 30 days to rectify the reason for the disallowance of membership.

9.7 A membership fee and/or other costs, as the Management Committee determines, shall be payable by Members in respect of competitors on an annual basis.

10. SUSPENSION OF MEMBERSHIP

10.1 A Member shall be suspended and given the status of a Development Member if:

- 10.1.1.1 it fails to pay any membership fees due and payable to the federation;
- 10.1.1.2 it fails to submit its Constitution, if amended, or make such reasonable changes to its Constitution as the Management Committee may so direct;
- 10.1.1.3 it fails to meet the number of competitors as required; or
- 10.1.1.4 it does anything which the Management Committee has determined to be in contravention with this Constitution, the main objects or the ancillary objects or to be in contravention of the Member's Constitution.

10.1.2 No voting rights are conferred on a suspended member.

11. TERMINATION OF MEMBERSHIP

11.1 Membership in the federation shall terminate:

- 11.1.1 upon the expiration of the period of at least one month's notice in writing to the federation of the Member's intention to do so; or
- 11.1.2 if, at any time, notwithstanding anything contained in this Constitution, the Management Committee, by ordinary resolution, removes a Member, after having given written notice to and allowing it to make representations; provided that such removal must be confirmed by a special resolution of Members entitled to vote in a meeting convened for that purpose.

11.2 Considerations for termination of membership, *inter alia*, include:

- 11.2.1 willful violations of this Constitution or any other reasonable rules adopted by the federation for its operations;
- 11.2.2 willful conduct prejudicial to the interests of the federation;
- 11.2.3 failure to meet and maintain the initial annual qualifications for membership in the federation;
- 11.2.4 failure by a Member to attend at least 2 (two) consecutive Members' meetings without prior written pardon by the Member for reasons acceptable to the Management Committee;
- 11.2.5 failure to show commitment to furthering the main objects and the ancillary objects of the federation;
- 11.2.6 failure to adhere to the provisions of its own Constitution;
- 11.2.7 the liquidation, winding-up or the fact that the Member is placed under Business Rescue as contemplated in the Companies Act, whether compulsorily or voluntarily; or
- 11.2.8 committing any act of insolvency or where a Member is deemed unable to pay its debts in terms of the Act, the Companies Act.



12. THE MANAGEMENT COMMITTEE: COMPOSITION AND PROCEDURES

- 12.1 The Management Committee must comprise of at least 6 (six) persons, which may either be executive or non-executive Officers, provided that at least 4 (four) of the Officers may not be 'connected persons' in relation to each other (as defined in the Income Tax Act), and further provided that, pending the appointment of any successor or successors to a committee member who has ceased to hold office as such, the committee member or committee members remaining in office shall be empowered to act in the preservation of and to attend to the formal administration of the federation and any decisions of an emergency nature shall be valid as if the stipulated minimum number of committee members were in office.
- 12.2 The Management Committee is to consist of the Officers elected at the annual general meeting.
- 12.3 The following procedure shall apply to the election of Officers to the Management Committee:
- 12.3.1 Nominations of candidates for election as Officers of the federation:
- 12.3.1.1 must be made in writing, signed accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
- 12.3.1.2 must be delivered to the Secretary General of the federation at least 7 (seven) Business Days before the date fixed for the holding of the annual general meeting at which the election is to take place; and
- 12.3.1.3 must specify the portfolio on the Management Committee for which the nominee has been nominated. The same person may be nominated for multiple positions, but can only elected for one.
- 12.3.2 If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting;
- 12.3.3 If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies and may be filled by the Management Committee as it deems fit.
- 12.4 Arrangements for the election of Committee Members:
- 12.4.1 In the case of a tied vote, each nominated individual will be given the opportunity to present to members and express reasons why they are the better candidate, and how effectively they will serve the federation in the best interest of climbing nationally. A re-vote will then follow.
- 12.4.2 In the case of a tied vote after the re-vote, the chairperson shall have the casting vote unless the chairperson is also on the ballot, in which case Roberts Rules shall be consulted as a mechanism for breaking the deadlock and the members shall vote on which mechanism to use in that regard.
- 12.4.3 Voting shall occur by way of polling;
- 12.4.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected; and
- 12.4.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 12.5 The Management Committee shall consist of at least the following portfolios:
- 12.5.1 The President;



- 12.5.2 The Vice-President;
12.5.3 The Secretary General;
12.5.4 The Treasurer;
12.5.5 The Corporate Governance Officer; and
12.5.6 The Athlete Representative.
- 12.6 The President and Vice-President shall be from different provinces.
- 12.7 Where a President of a province is elected as the President of the federation, that President shall relinquish the provincial presidency.
- 12.8 The immediate past President will be deemed a member of the Management Committee until the conclusion of the next annual general meeting.
- 12.9 Where the office of immediate past president is vacated for any reason, it shall remain vacant for the remainder of the term of office.
- 12.10 Where the incoming president has previously held the office of immediate past president the office of immediate past president is to remain vacant.
- 12.11 Each elected Officer of the federation will, subject to this Constitution, hold office until the conclusion of the second annual general meeting following the date of the Officer's election, but is eligible for re-election.
- 12.12 Each elected Officer, having a specific designation, shall not serve for more than 2 (two) consecutive terms acting within that designation.
- 12.13 In the event of a vacancy occurring in the elected membership of the Management Committee, the position will go for re-election by the member provinces within 14 days unless the Provincial members deem it not necessary to fulfil that position. The representative so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 12.14 In the event that a Member Province does not have a Provincial Committee member elected and therefore represented on the SANCF Management Committee, then that Member Province shall nominate either their elected President or their Secretary General to attend all meetings as a non-voting Committee Member on the SANCF Management Committee.
- 12.15 Save as otherwise provided herein, the Management Committee will determine portfolios as it deems fit.
- 12.16 Officers shall disclose any conflict of interest which may exist in a deliberation of the Management Committee and shall not vote on any matter they have a conflict of interest in. Officers must recuse themselves and be absent from Management Committee discussions in which the Management Committee considers they have a conflict of interest. A register shall be kept by the Secretary General of any conflicts of interest disclosed, or considered to exist by the Management Committee.
- 13. REMOVAL OF OFFICERS:**
- 13.1 The Members may remove any Officer by a two - thirds resolution once special notice has been given and the Officer has been given a reasonable opportunity to make a presentation.



- 13.2 Over and above the provisions of any other law which may prohibit a person from acting in a fiduciary capacity, the office of any Officer will be vacated if the Officer:
- 13.2.1 is declared mentally unfit;
 - 13.2.2 is found guilty of a crime involving dishonesty;
 - 13.2.3 resigns his/her office by notice in writing to the federation;
 - 13.2.4 compounds with his/her creditors;
 - 13.2.5 is directly or indirectly interested in any contract or proposed contract with the federation and fails to declare his/her interest and the nature thereof;
 - 13.2.6 absents himself/herself from meetings of the Management Committee for six consecutive months without the leave of the other Officers, and they resolve that his/her office will be vacated; or
 - 13.2.7 is no longer committed to furthering the objects of the federation.
- 13.3 Any failure by the federation at any time to have the minimum number of Officers as required by this Constitution does not limit or negate the authority of the Management Committee, or invalidate anything done by the Management Committee.
- 13.4 The Management Committee may meet together for the dispatch of business, adjourn or otherwise regulate its meetings, as the Officers think fit, provided that they must meet as least 2 (two) times in each period of 12 months, one meeting of which may coincide with the annual general meeting.
- 13.5 The Management Committee may determine what notice must be given of their meetings and the means of giving that notice, provided that any such prior determination may be varied to the extent necessitated by the circumstances and reasons for the Management Committee meeting in question.
- 13.6 Additional meetings of the Management Committee may be convened by any Officer.
- 13.7 Meetings of the Management Committee may be held electronically, and the Management Committee may pass resolutions electronically, including by means of email, short message services, WhatsApp, video- and audio conferencing.
- 13.8 The authority of the federation's Management Committee to consider a matter other than at a meeting is not limited or restricted by this Constitution.
- 13.9 The quorum necessary will be at least two-thirds of the Officers in office.
- 13.10 Matters in question arising at any Management Committee meeting or of any sub-committee meeting will be decided by a show of hands.
- 13.11 Notice of a meeting must specify the general nature of the business to be transacted at the meeting. Additional business may be transacted at the meeting, which business the Officers present at the meeting unanimously agree is to be transacted.
- 13.12 No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to be dissolved.
- 13.13 The Officers must ensure minutes of meetings are kept, reflecting, *inter alia*:



- 13.13.1 all appointments of Officers, sub-committees (and the composition of such sub-committees) made by the Management Committee;
- 13.13.2 the names of the Officers present at each Management Committee meeting; and
- 13.13.3 all resolutions and proceedings at all meetings of the federation and the Officers, and of committees of Officers, and every Officer present at any Management Committee meeting or committee of directors must sign his name in a book to be kept for that purpose.
- 13.13.4 The minutes of the meetings must be distributed at least 5 (five) Business Days before the next meeting and will be confirmed as a true record of proceedings at the next meeting of Officers and signed by the President.

14. POWERS OF THE MANAGEMENT COMMITTEE

- 14.1 The Management Committee is to control and manage the affairs of the federation, and shall:
 - 14.1.1 arrange and may conduct disciplinary hearings in respect of any Member, any member of or representative of any Member, any participant ("participant") in any event falling under the auspices of the federation, any coach or supporter of any participant, any official who has officiated at any event falling under the auspices of the federation, any Officer of the federation and any representative of the federation;
 - 14.1.2 exercise all such functions as may be exercised by the federation, other than those functions prohibited by this Constitution;
 - 14.1.3 perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the federation;
 - 14.1.4 appoint and delegate representatives to any competitions held under its auspices;
 - 14.1.5 determine the dates, times and venues of and the rules and policies governing any competitions run under the auspices of the federation; and
 - 14.1.6 make such rules and issue such directives as may be necessary to achieve any of the main and ancillary objects and which rules and directives will be binding on all Members and their representatives; and
 - 14.1.7 On a quarterly basis a General Council meeting with all the Presidents and/or Secretaries General of the Provinces shall be held by the MANCO.

15. OTHER COMMITTEES

- 15.1 The Management Committee may, in writing, delegate certain of its powers and assign certain of its functions to one or more sub-committees (consisting of such representative(s) of a Member or Members of the federation, or any other person, as the Management Committee deems fit) which shall exercise such functions of the Management Committee as are specified in the instrument of appointment of such sub-committee.
- 15.2 Any committee so appointed shall, in exercise of the powers delegated to it, abide by directives issued from time to time by the Committee. The Committee shall have the power to vary and revise any such appointments or delegation of power in its sole discretion.
- 15.3 Any act or thing done or suffered to be done by a sub-committee acting in the exercise of a delegation has the same force and effect as it would have if it had been done or suffered to be done by the Management Committee.
- 15.4 The Management Committee may, by instrument in writing, revoke wholly or in part any delegation.



- 15.5 Questions arising at any meeting shall be determined by a majority of votes of the persons present and in the event of the equality of votes, the chairperson shall have a second and casting vote.
- 15.6 The Committee shall determine the terms of references of such committees, which shall not be in conflict with the Constitution of the federation.
- 15.7 The provisions of Clause 12 will apply mutatis mutandis to the meetings and resolutions of any sub-committee established in terms of this Constitution and for this purpose the word "Officer" will be deemed to refer to any member of such sub-committee.
- 15.8 A committee shall meet and adjourn as it thinks fit. Questions arising at a Management Committee meeting or of any sub-committee are to be determined by a majority of the votes.
- 15.9 Each Officer present at a Management Committee meeting or each member of a sub-committee present at a meeting of any sub-committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding over the meeting may exercise a second or casting vote.

16. MEMBERS' MEETINGS

- 16.1 The Management Committee is required to convene Members' meetings:
- 16.1.1 Annually, provided that no more than fifteen months must elapse between the date of one annual general meeting and that of the next and an annual general meeting must be held within 3 (three) months after the expiration of the financial year of the federation; and
- 16.1.2 Whenever not less than 2 (two) of the Members demand a Members' meeting by written notice ("a demand notice") sent by email to the President and Secretary General of the federation, in which case the Management Committee must set a date, time and venue for a Members' meeting within 10 business days from receipt of the demand notice and the Members' meeting must be convened for a date and time not longer than 6 (six) weeks from date of receipt of the demand notice.
- 16.2 annual general meetings and other Special Meetings will be held at such a time and place as the Management Committee appoints, irrespective of whether the location is within the Republic of South Africa or elsewhere.
- 16.3 The business of the annual general meeting must include:
- 16.3.1 Agreement of the agenda;
- 16.3.2 President's report;
- 16.3.3 Presentation of the Federation's annual financial statements;
- 16.3.4 Election of Management Committee members;
- 16.3.5 To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- 16.3.6 To receive from the Management Committee reports on the activities of the federation during the last preceding financial year; and
- 16.3.7 Other appropriate matters.
- 16.4 The minimum number of days for the federation to deliver notice in writing of a Members' meeting is in respect of:



- 16.4.1 The annual general meeting: 21 days;
16.4.2 A meeting called for the passing of a Special Resolution: 15 days; and
16.4.3 Any other special Members' meetings: 15 days.
- 16.5 The federation may call a Special Members' meeting, including such meetings where special resolutions of the Members are to be considered with less notice than required by this Constitution, but such a meeting may proceed only if every person who is entitled to exercise voting rights in respect of any item on the meeting agenda -
- 16.5.1 is present at the meeting; and
16.5.2 votes to waive the required minimum notice of the meeting.
- 16.6 The authority of the federation to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication is not limited or restricted by this Constitution.
- 16.7 No Members' meeting may commence nor may any matter be considered unless a quorum of Members is present. Save as otherwise provided herein, 75% or 4 (four) of the Members personally present will be a quorum whichever is the higher.
- 16.8 If, within thirty minutes after the appointed time for a meeting to begin has elapsed and sufficient Members to establish quorum is not present -
- 16.8.1 For that meeting to begin, the meeting is postponed without motion, vote or further notice, for one week; or
- 16.8.2 For consideration of a particular matter if there is:
- 16.8.2.1 other business on the agenda of the meeting, consideration of that matter may be postponed to a later time in the meeting without motion; or
- 16.8.2.2 no other business on the agenda of the meeting, the meeting is adjourned for one week, without motion or vote; and
- 16.8.2.3 If at an adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present will be quorum.
- 16.9 Where a quorum is established for a meeting to begin or a matter to be considered, the meeting may continue, or the matter may be considered as long as 75% of Member's attending the meeting remain present.
- 16.10 The maximum period allowable for an adjournment of a Members' meeting may not exceed the earlier of:
- 16.10.1 The date that is 20 business days after notice of such meeting was given by the federation; or
- 16.10.2 The date that is 10 business days after the date on which the adjournment occurred.
- 16.11 No business will be transacted at the resumption of any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- 16.12 The President or, failing him, the vice-President of the Management Committee (or if more than one of them is present and willing to act, the most senior of them)



will be the chairperson of each general meeting. If no Chairperson or Deputy Chairperson is present and willing to act, the Members present will elect one of the Officers or, if no Officer is present and willing to act, a Member, to be chairperson of that general meeting.

17. PROXIES

- 17.1 A Member is entitled to appoint a proxy to attend, speak or vote (whether on a show of hands or Poll) in his stead at any general meeting.
- 17.2 A proxy need not be a Member of the federation.
- 17.3 The holder of a general or special proxy, whether he/she is himself a Member or not, given by a Member will be entitled to attend meetings and to vote, if duly authorised under that power to attend and take part in the meetings.
- 17.4 The instrument appointing a proxy:
- 17.4.1 must be in writing and signed under the hand of the appointee or his/her duly authorised agent;
 - 17.4.2 will not be valid after the expiration of six months from the date when it was signed, unless so specifically stated in the proxy itself;
 - 17.4.3 cannot be used at an adjourned meeting which could not have been used at the original meeting; and
 - 17.4.4 must be in a form or as near thereto as circumstances permit to either the General or Special proxies as addendums to this Constitution, specifying at least:
 - 17.4.4.1 The name of the Member;
 - 17.4.4.2 The name of the person granting the proxy;
 - 17.4.4.3 Whether it is a general or special (limited) proxy;
 - 17.4.4.4 If a special proxy, the specific resolutions; and
 - 17.4.4.5 The person (agent) who is authorised to vote.
- 17.5 A copy of the proxy must be delivered to the federation not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default of complying herewith, the instrument of proxy will not be treated as valid.

18. MEMBER RESOLUTIONS

- 18.1 Subject to the further provisions of this Constitution, each Member with full Membership status will have one vote at the federation's general meetings.
- 18.2 For an ordinary resolution to be adopted at a Members' meeting, it must be supported by at least 50% of the Members who voted on the resolution.
- 18.3 For a special resolution to be adopted at a Members' meeting, it must be supported by at least 75% of the Members which voted on the resolution.
- 18.4 The requirement for a special resolution includes but is not limited to:
- 18.4.1 Members' voting rights;
 - 18.4.2 The appointment and cessation of membership;
 - 18.4.3 The voluntary winding up of the federation by its Members.



- 18.5 Notwithstanding anything contained in this Constitution for a special resolution to be adopted at a Members' meeting where changes to this Constitution are contemplated any and all changes to this Constitution must be supported by at least 75% of all Members personally present.
- 18.6 At any general meeting a resolution put to vote will be decided on a show of hands if no Poll is demanded on or before the declaration of the result of a show of hands. A Poll may only be demanded by:
- 18.6.1 the chairperson of the meeting; or
- 18.6.2 not less than 1/3rd of the Members having the right to vote at the general meeting.
- 18.7 In the case of an equality of votes, the chairperson of the meeting at which the vote takes place will be entitled to a second or casting vote.
- 18.8 On a show of hands, or in the event that voting was conducting by way of Polling, at a general meeting, a declaration by the chairperson as to the result of the voting on any particular resolution and an entry to that effect in the minutes will be conclusive proof of that result, without proof of the number or proportions of votes recorded in favour of, against and as abstaining from such resolution.
- 18.9 If a Poll is demanded at a general meeting –
- 18.9.1 On the election of a chairperson or on an adjournment, the Poll will be taken immediately and in such manner as the general meeting determines, and a Poll on any other question will be taken at such time and in such manner as the chairperson of the general meeting directs;
- 18.9.2 The result of the Poll will be deemed to be the resolution of the general meeting at which the Poll was demanded;
- 18.9.3 The demand will not preclude the general meeting from considering any question other than that on which the Poll has been demanded unless the general meeting decides otherwise; and
- 18.9.4 The demand may be withdrawn at any time.
- 18.10 No objection will be taken to the admission or rejection of any vote except at the general meeting at which the vote in dispute is cast, or, if it is adjourned, the resumption thereof. The chairperson of that general meeting or resumed general meeting will determine any issue raised by such objection and his/her determination shall be final and binding.
- 18.11 The chairperson of any general meeting will determine the procedure to be followed at that meeting.
- 18.12 The minutes shall be kept of every general and annual general meeting and shall be recorded and shall, after confirmation by members at the next general or annual general meeting, as the case may be, be signed by the chairperson.

19. NOTICES OF MEMBERS' MEETINGS

- 19.1 A notice may be given by the federation to any Member by way of any electronic notification, which includes inter alia, email, short message services and WhatsApp messages.
- 19.2 Notice of every Members' meeting will be given in any manner authorised by the Management Committee to the Members. No other persons will be entitled to receive notice of Members' meetings.



- 19.3 A notice of a Members' meeting must be in writing, and must include:
- 19.3.1 The date, time and place for the meeting, and the record date for the meeting;
 - 19.3.2 The general purpose of the meeting, and any specific purpose, if applicable;
 - 19.3.3 A copy of any proposed resolution of which the federation has received notice, and 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;
 - 19.3.4 In the case of an annual general meeting of the federation the financial statements to be presented or a summarised form thereof; and
 - 19.3.5 In the case of a general meeting for the purpose of amendments to this Constitution the existing and proposed wording of each amendment.

20. AMENDMENT OF THE CONSTITUTION

- 20.1 This Constitution may be amended by a vote of not less than 75% of members present at the annual general meeting or at a general meeting called for the purpose provided that:
- 20.1.1 written notice shall have been sent to all members detailing the proposed changes and the reasons therefor;
 - 20.1.2 copies of such amendments shall, if the federation is exempted from payment of normal tax or authorised to issue receipts under s18A of the Income Tax Act, be sent for their records to the Commissioner for the South African Revenue Services or their authorised representative; and
 - 20.1.3 copies of such amendments shall, if the federation is registered as a non-profit organisation, be sent to the Directorate of Non-Profit Organisations.

21. DISSOLUTION

- 21.1 The federation may be voluntarily wound-up by way of a special resolution of its Members.
- 21.2 The association may be dissolved upon a vote of 75% of full members present at the annual general meeting or a meeting called for the purpose and of which written notice shall have been given, detailing reasons for the meeting.
- 21.3 A resolution for the dissolution of the association shall provide that after payment is made of the liabilities of the association, the whole of the remaining capital shall be paid to an institution or institutions nominated by the members in the Republic of South Africa which:
- 21.3.1 are non-profit;
 - 21.3.2 have objects similar to the association's main object; and
 - 21.3.3 if the association is exempt from income tax, donations tax and estate duty, under the relevant laws of the country, are public benefit organisations which have been approved in terms of section 30 of the Income Tax Act, and are required to use those assets solely for purposes of carrying on one or more public benefit activities.

22. INDEMNITY

- 22.1 Every member of the Committee, chairperson, officer and every other person (whether an officer of the association or not) employed by the association shall be indemnified out of the funds of the association against all liability incurred by them



in such capacities, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted.

- 22.2 No member, officer or employee of the association shall be liable for
- 22.2.1 loss or expense incurred by the company through the insufficiency or deficiency of any security in or upon which any of the moneys of the association are invested;
 - 22.2.2 any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom monies, securities or effects shall be deposited;
 - 22.2.3 any loss or damage occasioned by any error of judgment or oversight on his/her part; or
 - 22.2.4 any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office, or in relation thereto,

unless the same happened through his/her own negligence, default, breach of duty or wilful misconduct or wilful breach of trust.

23. MISCELLANEOUS

- 23.1 The federation is responsible for the protection of its intellectual property and brand.
- 23.2 For the purpose of this Constitution, a notice may be served on or given to a person by:
- 23.2.1 delivering it to the person personally;
 - 23.2.2 sending it by pre-paid post to the address of the person; or
 - 23.2.3 sending it by facsimile transmission, email, short message service, WhatsApp or some other form of electronic transmission to an address, facsimile number or mobile telephone number to which such person has access.

24. DISCIPLINARY ACTION

- 24.1 Complaints received by the Management Committee of any misbehaviour of any Member, any representative of a Member, any participant, coach, supporter, official or any other person present at any event held under the auspices of the federation, or concerning the action(s) of any person that could bring the federation into disrepute or hinder the federation's pursuit of any of the Main Objects or Ancillary Objects ("the accused"), should be investigated and if deemed appropriate by the Management Committee brought before a committee to be constituted by the Management Committee for this purpose (hereinafter referred to as the "Disciplinary Committee").
- 24.2 The Disciplinary Committee shall comprise at least 3 (three) persons, comprising of the President, Vice President and one Member's representative (not being a representative of any Member implicated in the complaint) must be present at such hearing.
- 24.3 Subject to the further provisions of this Constitution, the Disciplinary Committee will have discretion to determine the procedure to be adopted in dealing with each disciplinary enquiry over which it presides.
- 24.4 The accused is to be given written notice within 60 days from the date of the misconduct under investigation:



- 24.4.1 that the misconduct is to be investigated by a Disciplinary Committee;
- 24.4.2 containing sufficient details concerning the complaint to enable the accused to identify the identity of the complainant (unless the Disciplinary Committee has determined that good cause exists to withhold the identity of the complainant), the reasons for the complaint and to prepare its/his/her defense to the complaint;
- 24.4.3 containing the date, time and venue at which the disciplinary hearing is to take place; and
- 24.4.4 advising that the accused shall be allowed to make use of representation (including legal representation, if deemed necessary by the accused) at such disciplinary hearing, which shall be communicated to such Member prior to the commencement of such hearing.

This Constitution was approved and accepted by members of THE SOUTH AFRICAN NATIONAL CLIMBING FEDERATION ('SANCF') at a Special General Meeting held on the 10 July 2021 via teleconferencing facilities.



PRESIDENT: