

WINE LANDS CYCLING CLUB

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CONSTITUTION

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Constitution

As proposed for amendment and adoption at the **Special General Meeting** on
28 September 2021 at **Bontevlei Farm**, Stellenbosch.

Chairman

10 May 2022



Secretary

10 May 2022

This Constitution, together with duly authorised amendments thereto, shall be that of the
WINE LANDS CYCLING CLUB (WCC)

1. DEFINITIONS

In this Constitution, unless the context indicates otherwise:

- 1.1. "AGM" means the annual general meeting of the Club;
- 1.2. "WCC" or "Club" shall mean the Wine Lands Cycling Club;
- 1.3. "Annual report" shall mean the report submitted by the Chairman or Treasurer to the Annual General Meeting of the Club and shall include such reports by any member of the Management Committee which said Committee considers should be presented to such Annual General Meeting;
- 1.4. "Cycling trails" means cycling trails to which cycling members are given the privilege (and not a right) to access by virtue of their membership to the WCC;
- 1.5. "Management Committee" means the Committee established by this Constitution to manage the affairs of the WCC;
- 1.6. The financial year shall be the period from 1 January to 31 December;
- 1.7. "CSA" shall mean Cycling South Africa;
- 1.8. "Official" means any one of the officials mentioned in clause 15, and office shall have a corresponding meaning;
- 1.9. The "sport" shall mean conventional as well as electric-motor assisted bicycles for the following cycling disciplines: road-cycling, cyclocross/gravel bicycles, mountain biking. The power level of electric motor assistance as well as the upper weight limit of electrically assisted bicycles as determined in the clubs house-rules);
- 1.10. "Trails" mean cycling trails to which members are given the privilege and not the right to access, by virtue of their membership to the WCC;
- 1.11. "Writing" means any document or communication in written or electronic format and when it relates to notices it shall also include electronic mail;
- 1.12. "Year" shall mean the calendar year commencing on the 1st day of January until the 31st December of the same year.





2. LEGAL PERSONALITY

- 2.1. The effective date of this Constitution shall be immediately if it is approved at a General Meeting of the members.
- 2.2. The Club is a common law corporate body and as such:
 - 2.2.1. All the income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly to any members of the Club, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or employee of the Club or to any member thereof in return for any services actually rendered to the Club.
 - 2.2.2. It will have perpetual succession;
 - 2.2.3. It may sue or be sued in its own name; and
 - 2.2.4. The members will not by reason of their membership be liable for the liabilities and obligations of the Club.

3. OBJECTS AND POWERS

The Club shall have full powers to carry out its main and ancillary objects and purposes. The powers of the Club shall be exercised by the Managing Committee constituted in terms of clause 7 below, save to the extent that they are exercised by the members in a general meeting. The management and administration of the Club shall vest in the Management Committee which may exercise all such powers of the Club and do on behalf of the Club, all such acts as may be exercised and done by the Club itself and as are not by its Constitution required to be exercised or done by the Club in a general meeting.

The main purpose and object of the Club is to promote cycling and the interests of cyclists, and outdoor sports such as trail running without in any way limiting the generality of the a foregoing, such powers shall include but not be limited to, the following:

- 3.1. generally, to deal with the property and funds of the Club for the objects and purposes of the Club;
- 3.2. to operate banking accounts with all powers required by such operations;
- 3.3. the making of and entering into and carrying out of contracts or agreements, including informal verbal arrangements for any of the purposes of the Club which will include, but not be limited to, all agreements and arrangements to establish, retain or expand trails;
- 3.4. the employment and payment of agents, servants and any other parties;
- 3.5. the making, amendment and repeal of rules, to relate to other outdoor sport such as trail running, which shall be binding upon members and on all persons using trails and/or participating in an event organised or sanctioned by the Club as if they form part of this Constitution;
- 3.6. levying of a subscription payable by members as provided in clause 5 hereof;
- 3.7. investment and re-investment of monies of the Club not immediately required, in such manner as may from time to time be determined by the Management Committee;

- 3.8. to buy, sell, let or hire, exchange, transfer, receive by way of donation or otherwise movable and immovable property including debentures, stocks and shares; and to invest the funds in government or municipal stock, mortgage bonds, on fixed deposit or otherwise in banks or like financial institutions; to borrow money on the security of immovable property and pass mortgage bonds on the same;
- 3.9. to institute and defend legal proceedings on behalf of the Club in the name of the Club and for that purpose to sign and execute any necessary Powers of Attorney;
- 3.10. to form sub-committees and to delegate such powers to such committees as it may deem necessary, provided that the delegation of powers shall not be construed as a general abdication of powers in terms of this Constitution;
- 3.11. to promote the club in general with its recreational activities and sport between its members;
- 3.12. to arrange, facilitate or co-ordinate events and outings;
- 3.13. endeavour to establish contact and liaise with and where appropriate affiliate with other organisations having similar or alike interests and objectives;
- 3.14. to obtain public liability and related insurance for protection of the Club and members of the Management Committee.

4. AFFILIATION

- 4.1. The Club may within the sole discretion of the Management Committee affiliate with representative clubs of mountain biking, road cycling, cyclocross and if aligned with the objectives of this Club, subscribe to the objectives of such clubs.
- 4.2. If there is any inconsistency between the Constitutions of a representative club to which the Club is affiliated and this Constitution, the two instruments shall as far as reasonably possible be reconciled and if the inconsistency cannot be reconciled, this Constitution shall prevail.

5. MEMBERSHIP

- 5.1. Any person may apply to become a member of the Club, provided that such person undertakes to (i) subscribe to this Constitution; (ii) pays the prescribed membership fee; (iii) submit to the authority of the Management Committee; and (iv) has not been excluded in terms of proper disciplinary proceedings conducted under this Constitution.
- 5.2. The Management Committee may facilitate the issue of day permits to non-members on terms and levy permit fees as they may, within their sole discretion determine from time to time.
- 5.3. An application to become a member is submitted to the Membership Officer/Secretary electronically via the Club's website.
- 5.4. The Membership Officer/Secretary or any person/s appointed by the Management Committee shall consider each application for membership and may accept or reject an application, subject always to the applicant's rights not to be unlawfully discriminated against, as provided for in terms of the Constitution of the Republic of South Africa ("CRSA").
- 5.5. If the Membership Officer/Secretary rejects an application, he/she shall forthwith but within 14 (fourteen) days provide written reasons for his/her decision.

- 5.6. An applicant who feels aggrieved of a decision by the Membership Officer/Secretary to reject his or her application may appeal to the Management Committee within 14 (fourteen) days of receipt of the written reasons provided for in sub-clause 5.5.
- 5.7. The Management Committee shall consider an appeal as contemplated in sub-clause 9.1 and may accept or reject an application within 30 (thirty) days of receipt of the appeal referred to in sub-clause 5.6.
- 5.8. The decision of the Management Committee under sub-clause 5.6 is final and binding on all concerned and shall not be subject to a further appeal.
- 5.9. The membership of a member shall:
- 5.9.1. regardless of the date of acceptance of the application for membership, endure for 1 (one) calendar year from 1st January annually being the date of joining in all cases and endure until the 31st December of the current year,
- 5.9.2. provided that, in either case, such membership may be renewed annually, subject to payment by the member of the annual membership fee as determined by the Management Committee, by not later than 30 (thirty) days after the member's annual membership falls due for renewal.
- 5.10. Each member shall receive a membership card, valid for the member's period of membership and the Club shall keep and maintain a register of members.
- 5.11. Membership fees shall be determined by the Management Committee from time to time and any changes shall, in the case of existing members, be applicable from the date of the forthcoming renewal of membership.
- 5.12. The Committee shall have the right, at any time and from time to time, to admit Honorary and/or Life Members of the Club, upon such terms and conditions as it may stipulate.

6. CONDUCT AND RULES

- 6.1. A member of the Club is at all times subject to this Constitution, the rules made by the Management Committee from time to time in terms of this Constitution, the laws, by-laws, regulations or rules of CSA and any code of conduct which may be adopted by the Club.
- 6.2. A member of the Club shall at all times conduct himself or herself in such a way that the good name and reputation of the Club may not suffer prejudice as a result of his or her conduct.
- 6.3. The Management Committee shall ensure that the latest rules applicable to members shall be published on the website of the Club.

7. MANAGEMENT COMMITTEE

- 7.1. The Management Committee of the Club consists of: -
- 7.1.1. Chairperson, who will be re-elected annually.
- 7.1.2. Vice Chairperson, who will be re-elected annually.
- 7.1.3. Treasurer, who will be re-elected annually.
- 7.1.4. Secretary/Membership Officer, who will be re-elected annually.
- 7.1.5. And additional Co-opted Officials from time to time as required.

- 7.2. The Management Committee is responsible for: -
- 7.2.1. the administration and financial management of the Club;
 - 7.2.2. preparation of an annual business plan which will be made available at the AGM;
 - 7.2.3. applicable rules, policy guidelines and instructions, if any;
 - 7.2.4. as and when required, name the representatives of the Club who shall serve on committees appointed and bodies established by any representative club or association to which the Club is affiliated;
 - 7.2.5. appointing honorary members but such honorary member, by virtue of their honorary status, shall not have any rights to participate in the management and/or decision making in respect of the Club.
- 7.3. An Official shall cease to hold office if: -
- 7.3.1. he or she is excluded in terms of proper disciplinary proceedings conducted under this Constitution;
 - 7.3.2. he or she resigns from office by giving written notice to the Club;
 - 7.3.3. he or she is convicted of an offence which involves dishonesty;
 - 7.3.4. he or she is removed from office by a resolution passed at a general meeting of the Club if the intention to vote upon the removal from office has been specified in the notice convening the general meeting.
- 7.4. The Management Committee may/shall: -
- 7.4.1. co-opt any person or persons who may, in the opinion of the Management Committee, contribute to the performance or exercising of the powers, duties and functions of the Management Committee, but a person who is co-opted in this way shall not be entitled to participate in the actual decision making process of the Management Committee;
 - 7.4.2. be entitled to appoint committees consisting of such number of Officials, members and such other persons as they may deem fit and to delegate to such committees such of their functions, powers and duties as they may deem fit, with further power to vary or revoke such appointments and delegations as the Management Committee may from time to time deem necessary.
- 7.5. Notwithstanding anything to the contrary contained in this Constitution, the Management Committee may in the name of the Club enforce the provisions of any rules by civil application or action in a court of competent jurisdiction and for this purpose may appoint such attorneys and counsel as they may deem fit.
- 7.6. If the Management Committee institutes any legal proceedings against any member for the enforcement of any of the rights of the Club in terms of this Constitution, the Club shall be entitled to recover all legal costs so incurred from the member or resident concerned, calculated as between attorney and own client.
- 7.7. Meetings of the Management Committee
- 7.7.1. The Management Committee shall meet as often as required but at least once per quarter.

- 7.7.2. Meetings of the Management Committee are convened by the Secretary on instruction from the Chairperson or at least 3 (three) members of the Management Committee.
- 7.7.3. Management Meetings shall be convened with at least 10 (ten) calendar days prior notice, which notice shall specify the reason for calling such a meeting, provided that in cases of urgency, such shorter notice as is reasonable in the circumstances and approved by the Chairperson may be given.
- 7.7.4. A quorum of the Management Committee shall consist of 50 (fifty percent) plus one of the serving Management Committee members and if a quorum is not present within 30 (thirty) minutes, then the meeting will be adjourned to the same day, time and place, the next week, provided that if that day falls on a public holiday, then the meeting shall be held on the first day following such public holiday and in which event the members present shall constitute a quorum.
- 7.7.5. The Chairperson shall preside at meetings of the Management Committee and, in the absence of the Chairperson, the Vice Chairperson and, in the absence of both the Chairperson and the Vice Chairperson; an Official elected by the remaining members of the Management Committee shall preside.
- 7.7.6. The Secretary shall cause minutes to be kept at meetings of the Management Committee and, in the absence of the Secretary, the official presiding at the meeting shall instruct another Official who is present to keep minutes.
- 7.7.7. Special meetings of the Management Committee may be called by the Chairman or in his absence, the Vice-Chairman.
- 7.7.8. Decisions of the Management Committee are as far as reasonably possible taken by way of consensus and if the Management Committee is not able to take a decision by way of consensus then, a decision shall be taken by way of ordinary majority vote.
- 7.7.9. If the Management Committee have to take a decision by vote and the vote is tied, then the Chairperson shall have a casting vote.
- 7.7.10. The Management Committee may from time to time conduct meetings (according to procedures that they may adopt) by way of telephone, e-mail, video or other means of communication and take required decisions, provided that such decisions are recorded and circulated to all the Management Committee members within 7 (seven) days.

8. DISCIPLINARY COMMITTEE

- 8.1. The Management Committee may from time to time form a disciplinary sub-committee (Disciplinary Committee), consisting of at least two impartial individuals of which at least one person who may or may not be a member of the Club and who may be an attorney or advocate.

- 8.2. The Disciplinary Committee shall consider any infringement of the Constitution, any of the rules of the Club, any resolutions adopted and rulings made by the Club or Management Committee, any competition established by the Club, or any laws, by-laws, regulations or rules of CSA and any code of conduct which may have been adopted by the Club.
- 8.3. The Disciplinary Committee shall appoint –
- 8.3.1. A person to take minutes at meetings of the Disciplinary Committee; and
 - 8.3.2. a member to act as prosecutor before the Disciplinary Committee and to present evidence on behalf of the Club in a particular case.
- 8.4. Once a rule is transgressed or a complaint is lodged to the Management Committee, the Management Committee will investigate the transgression and within its sole discretion determine whether to institute one or more disciplinary processes.
- 8.5. If the Management Committee elects to proceed with a disciplinary process against a member, they will notify the transgressor-member in writing/email of the alleged transgression and request such member to respond to the allegations in writing within a period of not less than 3 (three) days.
- 8.6. Upon receipt of the member's written response or if the member refuses or neglects to respond to the allegations, the Management Committee may, within their sole discretion elect to cease further action or proceed with a disciplinary process against the member and request the Disciplinary Committee to issue a written notice of not less than 7 (seven) days, to the member to appear before the disciplinary committee.
- 8.7. The Disciplinary Committee shall afford both the prosecutor and the accused member to present their respective cases and shall consider all the evidence presented by the prosecutor and by or on behalf of the member before making its decision.
- 8.8. A member charged before a disciplinary committee may be assisted in proceedings before the disciplinary committee by another member of his or her choice and the person presiding over the disciplinary committee shall inform the member concerned of this right before the proceedings commence.
- 8.9. If the disciplinary committee finds the accused member guilty of an infringement as charged, it may: -
- 8.9.1. warn the member;
 - 8.9.2. impose a fine not exceeding R1 000,00 (one thousand rand) on the member;
 - 8.9.3. suspend the member for a period not exceeding 6 (six) months in the case of a non-serious first infringement, or for a longer period in the case of a subsequent or serious infringement;
 - 8.9.4. recommend to the Management Committee that the member should be expelled from the Club; or
 - 8.9.5. take such other steps as it may deem fit in the circumstances of the case.

- 8.10. The disciplinary committee shall, within 7 (seven) days of the disciplinary hearing, inform the member concerned in writing of its finding and decision, stating the reasons for such finding and decision. Failure to inform the member accordingly will render the transgressor not guilty.
- 8.11. The disciplinary procedures provided for in this Constitution shall not be construed to limit or waive any other right, whether by virtue of statute, regulations or common law that the Club may have against a member and the club shall not be obliged to follow the prescribed procedures before initiating any action or application in a competent forum.

9. APPEAL

- 9.1. If a member feels aggrieved as a result of a decision by a disciplinary committee, the member may, within 7 (seven) days of being informed of the decision of the disciplinary committee, appeal to the Chairman of the Club in writing, stating the reasons for the appeal.
- 9.2. The Chairperson of the Club shall consider the appeal on the minutes of the disciplinary committee, the finding and reasons contemplated in clause 8 and may in whole or in part, revoke or amend the decision of the disciplinary committee and may: -
- 9.2.1. warn the member;
 - 9.2.2. impose a fine not exceeding R1 000,00 (one thousand rand) on the member;
 - 9.2.3. suspend the member for a period not exceeding 6 (six) months in the case of a non-serious first infringement, or for a longer period in the case of a subsequent or serious infringement;
 - 9.2.4. recommend to the Management Committee that the member should be expelled from the Club; or
 - 9.2.5. take such other steps as it may deem fit in the circumstances of the case.
- 9.3. The decision of the Chairman of the Club shall be final and binding on all concerned.
- 9.4. Neither of the parties shall be entitled to any award for legal and related costs relating to the internal disciplinary procedures of the Club.

10. GENERAL MEETINGS OF CLUB

- 10.1. The Club shall, within 3 (three) months after or before the end of each financial year hold an annual general meeting and shall specify the meeting as such in the notices in terms of clause 11.1. Such AGM's must be held within the municipal boundaries where the Wannabee trials are located.
- 10.2. The Management may within their sole discretion convene an extraordinary members' meeting and must on petition of members together holding not less than 20% (twenty percent) of the total voting rights of all members, convene extraordinary members meetings.

11. NOTICES OF MEETINGS

- 11.1. An annual general meeting and a meeting called for the passing of a special resolution, including the setting of annual membership fees, shall be called by giving at least 21 (twenty one) days' written notice by way of the publication of such notice on the Website of the Club and an extraordinary members meeting, other than one called for the passing of a special resolution, shall be called by giving at least 10 (ten) days' written notice by way of the publication of such notice on the website of the Club.
- 11.2. An AGM or other members' meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this Constitution, be deemed to have been duly called if it is agreed in the case of an extraordinary /special members' meeting, by a majority of the members present and who are entitled to attend and vote at such meeting.
- 11.3. Any period referred to in this Constitution shall be calculated exclusive of the day on which the notice is given and including the day upon which the meeting is held.
- 11.4. Any notice referred to in this Constitution shall specify the place, the day and the time of the intended meeting or hearing and in the case of all meetings such notice shall contain an agenda of matters to be discussed.

12. QUORUM OF THE GENERAL AND RELATED MEETINGS OF MEMBERS

- 12.1. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.
- 12.2. The quorum at any AGM or any other meeting of members of the Club shall be members present together holding not less than 25% (twenty-five percent) of the total voting rights of all members and If, within half an hour from the time appointed for the holding of an AGM or any other meeting of members the required quorum is not present, the meeting will be adjourned and reconvened half an hour later, at which stage the members present shall constitute a quorum.

13. AGENDA AT MEETINGS

- 13.1. In addition to any other matters required by this Constitution to be dealt with at an annual general meeting, every annual general meeting shall at least deal with: –
 - 13.1.1. consideration of the Chairperson's report;
 - 13.1.2. election of Officials;
 - 13.1.3. consideration of any other matters raised at the meeting, including any resolution proposed for adoption by such meeting by the Management Committee, and the voting upon any such resolutions;
 - 13.1.4. consideration of the Annual Financial Statements of the Club for the preceding financial year;
 - 13.1.5. business plan including income and expense budget.
- 13.2. No business shall be dealt with at any general meeting unless written notice has been given to the Management Committee not less than 2 (two) days before such meeting by the person proposing to raise such business of his or her intention to do so, provided that the Chairperson may on ordinary resolution of the meeting relax this condition.

14. PROCEDURE AT GENERAL MEETINGS

- 14.1 The Chairperson may, with the consent of any general or extraordinary meeting at which a quorum is present and shall, if so directed by the meeting, adjourn a meeting from time to time and place to place.
- 14.2 No business shall be transacted at any adjourned meeting other than business which could have been transacted at the meeting from which the adjournment took place.
- 14.3 The Secretary shall cause minutes to be kept of every general meeting, which minutes shall, without undue delay after the meeting has closed, be reduced to writing and certified correct by the Chairperson.
- 14.4 Whenever a meeting is adjourned for 14 (fourteen) days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting.
- 14.5 All minutes of Annual General Meeting shall, after certification, be recorded by the Secretary and published on the Club's website.

15 PROXIES

- 15.1 A member may be represented at a general meeting by a proxy who must be a member of the Club.
- 15.2 The instrument appointing a proxy shall be in writing and signed by the member concerned or his or her agent, duly authorised in writing, but need not be in any particular form.
- 15.3 The instrument appointing a proxy and the power of attorney or any other authority under which it is signed shall be tabled at the meeting at which the person named in the instrument proposes to vote.
- 15.4 No instrument appointing a proxy shall be valid after the expiration of 3 (three) months from the date of its execution.

16. VOTING

- 16.1 At any general meeting of the Club, every member who has paid his/her membership fee and who is present in person or represented by proxy is entitled to one vote.
- 16.2 At any general meeting a resolution put to the vote shall be decided on a show of hands and a declaration by the Chairperson of the outcome of that resolution 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.
- 16.3 If the votes are tied then the Chairperson shall have a casting vote.
- 16.4 Every resolution and every amended resolution proposed for adoption by a general meeting shall be seconded at the meeting and, if not so seconded, shall be deemed not to have been opposed.
- 16.5 An ordinary resolution or the amendment of an ordinary resolution shall be carried on a simple majority of all votes cast.

- 16.6 Unless any member present in person or by proxy at a general meeting, objects before the closure of the meeting to any declaration made by the Chairperson as to the result of any voting at the meeting, whether by show of hands or otherwise, or to the propriety or validity of the procedure at such meeting, such declaration by the Chairperson shall be deemed to be a true and correct statement of the voting, and the meeting shall in all respects be deemed to have been properly and validly constituted and conducted.
- 16.7 An entry in the minutes to the effect that any motion has been carried or lost, with or without a record of the number of votes recorded in favour of or against such motion, shall be conclusive evidence of the votes so recorded.

17. ELECTION OF OFFICIALS

- 17.1 The Officials of the Management Committee are elected on the annual general meeting and shall ordinarily hold office from the date following the date on which they are elected until the date of the next annual general meeting.
- 17.2 Save for the restrictions in sub-clause 7.1, an official may be re-elected.
- 17.3 If any Official ceases to hold office as contemplated in clause 7, the Management Committee may appoint a member to hold such office for the remaining portion of the Official concerned term of office.
- 17.4 Any member may, subject to sub-clauses 17.1 and 17.2 before the commencement of an AGM, submit written nominations for the various offices to the Secretary and such nominations must be countersigned by the nominated member and at least one other member seconding the nomination.
- 17.5 If only one or no nomination is received for a particular office in terms of sub-clause 17.4, the Chairperson may invite nominations during the course of the AGM.
- 17.6 Only members of the Club are eligible to be nominated for an office and only one member of any household may be elected.
- 17.7 Officials are elected by ordinary majority vote by the members present in person or by proxy at an annual general meeting.
- 17.8 If only one nomination in terms of sub-clause 17.4 up to and including 17.7 is received for a particular office, the nominated candidate shall be deemed to be elected unopposed.
- 17.9 If there is an equality of votes in respect of a particular office, then:-
- 17.9.1 the existing Chairperson has a casting vote if there are only two nominees or two remaining nominees; or
- 17.9.2 if there are more than two nominees or remaining nominees, then the candidate/s with the least number of votes will be eliminated to the extent that only two candidates remain so that a new vote may be held in respect of the remaining two votes.

18. FINANCES

- 18.1 The financial year of the Club shall be from 1 January to 31 December.

- 18.2 The Treasurer may, with the approval of the Management Committee, open one or more bank accounts into which the funds or surplus funds of the Club may be deposited and from which payments on behalf of the Club may be made.
- 18.3 Withdrawal of funds from any account contemplated in sub-clause 18.2, whether by cheque or otherwise, shall only be done on authorisation of the Treasurer and the Chairperson or another Official duly appointed by the Management Committee.
- 18.4 The accounts and books of the Club shall be properly maintained, kept up to date and open to inspection by members at all reasonable times during business hours.
- 18.5 The accounts of the Club may be examined annually, and the correctness thereof ascertained by the auditors of the Club in accordance with standard accepted accounting practice.

19. RECORDS

- 19.1 The Secretary shall maintain general records as may be necessary for the efficient administration of the Club.
- 19.2 The Secretary/Membership Officer shall maintain records of members, honorary members and life members as may be necessary to control the membership of the Club.
- 19.3 The Treasurer shall maintain an inventory of fixed and other assets owned by the Club.

20. SERVICE OF NOTICES (Domicilium Address)

- 20.1 The Club chooses its address as reflected on the Club's website and the members choose their addresses as reflected on their last application for registration submitted to the Club (unless the member shall have notified the Secretary in writing of another address for service of notices) as their respective address (*domicilium addresses*) for the service and delivery of all notices including court processes;
- 20.2 Notices may be served at the elected physical address of the member or transmitted by electronic mail to the elected electronic mail address and in both cases, it shall be deemed to have been delivered on the first business day following the day of actual delivery or transmission of the electronic mail.

21. INDEMNITY

- 21.1 Every Official, servant, agent and employee of the Club and any managing agent, his or her employees, nominees or invitees, shall be indemnified and remain indemnified by the Club against all costs, losses and expenses which such person or persons may incur or become liable for by reason of any contract entered into or any lawful act or deed done by such person or persons in the discharge of their respective duties, including in the case of an Official, his or her duties as Chairperson, Treasurer, Secretary or other Official.
- 21.2 Without prejudice to the generality of the sub-clause 21.1, the Club shall specifically indemnify every person referred to in sub-clause 21.1 against all losses of whatsoever nature incurred arising out of any bona fide act, deed or letter done or written by him or her jointly or severally in connection with the discharge of his or her duties.

22. RULES

- 22.1 Subject to any restriction imposed or direction given at a general meeting of the Club, the Management Committee may from time to time make rules with regard to:
- 22.1.1 the conduct of members;
 - 22.1.2 the application form for membership of the Club;
 - 22.1.3 decrease in membership fees during the membership year;
 - 22.1.4 without limiting the generality of this paragraph, for the furtherance and promotion of any of the objects of the Club and/or for the better management of the affairs of the Club and/or for the advancement of the interests of members, and may vary, modify or repeal any rules made by the Management Committee, but not rules made by an AGM.
- 22.2 The AGM may make, repeal or amend any rules.
- 22.3 The Secretary shall publish the Constitution and rules on the website of the Club and shall in particular publish notifications of amendment of the Constitution and rules on the website of the Club from time to time.

23. AMENDMENT

This Constitution may be amended by resolution of a general meeting passed by a majority of not less than 75% (seventy five percent) of the votes cast at such meeting pursuant to the provisions of clause 12.

24. NO DISCRIMINATION

Discrimination based on race, colour, creed or political persuasion against any prospective member or members shall not be permitted. No discussion on race, colour or creed shall form part of the Club's deliberations.

25. INTERPRETATION

Should any dispute or doubt arise as to the interpretation or meaning of this Constitution or any rules or regulations of the Club, the Management Committee shall be the final arbiter and its decision shall be binding upon the members.

26. DISSOLUTION

- 26.1 The Club may dissolve itself by resolution of a general meeting passed by a majority of not less than 75% (seventy five percent) of the votes cast pursuant to clause 12.
- 26.2 In the event of a dissolution of the Club: -
- 26.2.1 the Management Committee will act as liquidators;
 - 26.2.2 the Club's net assets after discharge of its liabilities will be distributed in the liquidators' discretion to one or more cycling clubs with similar objects.