

**CONSTITUTION OF  
IRENE ATHLETICS CLUB**

**SECTION I: DEFINITIONS AND OBJECTIVES****1. DEFINITION AND ABBREVIATION OF TERMS**

In this Constitution, except where incompatible with the context, the following terms shall have the meanings indicated:

1.1	AGN	Athletics Gauteng North.
1.2	Annual general meeting or AGM	An annual meeting of the Members of the IAC, convened in accordance with the provisions of Clause 9.
1.3	ASA	Athletics South Africa.
1.4	Athletics	Road Running, Race Walking, Track and Field, Cross Country Running, Trail Running and any related sport affiliated to and supported by ASA and AGN.
1.5	Athletics Meeting	Organised Athletics events, catering for ASA Licensed and affiliated Athletes and Fun Runs.
1.6	Constitution	The constitution of the IAC approved and signed in accordance with Clause 27.
1.7	Disciplinary Code	The procedures and remedies available to the Management Committee in ensuring adherence to the Rules and Regulations by the Members of the IAC as stipulated in Schedule C.
1.8	Domicile	The place of permanent residence of a Member as nominated by that Member for the purposes of provincial representation.
1.9	Fun Run	Any Athletics Meeting, not requiring participation to be restricted to Licensed Athletes.
1.10	Gender and plural	Any reference to the masculine gender shall include the feminine gender and vice versa and any reference to the singular shall include the plural as the context determines, or vice versa.
1.11	General Manager	General Manager of the IAC.
1.12	Good Standing	The status of a Member of the IAC, in relation to the Disciplinary Code.
1.13	IAC	Irene Athletics Club.

1.14	Licensed Athlete	Any athlete licensed by ASA in accordance with its rules and regulations, from time to time.
1.15	Management Committee	The Management Committee of the IAC as constituted in accordance with the provisions of Section III.
1.16	Member	Member of the IAC, as described in Section II.
1.17	Official	Any person employed by the IAC on a part-time or full-time basis as may be appointed in writing by the Management Committee from time to time.
1.18	Office Bearer	Member of the Management Committee and sub-committees elected or co-opted in accordance with the provisions of Section III.
1.19	Rules and Regulations	Policies, procedures, codes of conduct, rules and regulations, not necessarily contained in this Constitution, aimed at the efficient operation of the IAC and approved in accordance with the provisions of Clause 20.
1.20	Special general meeting or SGM	A specifically convened meeting of the Members of the IAC, in accordance with the provisions of Clause 9

## **2. NAME AND LEGAL PERSON**

- 2.1 The name of the club shall be Irene Athletics Club.
- 2.2 the IAC is a sport club registered in the Republic of South Africa with no alignment to any political or social entity, body or organisation other than provided for in this Constitution.
- 2.3 the IAC is a legal entity and shall, through its authorised representatives:
- 2.3.1 exist independent from its Members, Office Bearers and Officials:
  - 2.3.2 be entitled to acquire, encumber or dispose of movable or immovable property;
  - 2.3.3 incur legal obligations and liabilities independently of its Members, Officials and Office Bearers;

2.3.4 be entitled to enter into legal transactions and to institute or defend legal proceedings.

2.4 the IAC is a non-profit organisation and shall be registered and operated as such in accordance with the provisions of the laws of South Africa, in particular the Income Tax Act and the Companies Act.

### **3. MISSION AND OBJECTIVES**

#### **3.1 Mission**

To be the athletics club of choice for its Members and to be a professionally administered organisation affiliated to AGN.

#### **3.2 Objectives**

In the pursuit of the mission of the IAC, the following objectives guide the activities of the IAC:

3.2.1 Provide organised access to athletics, inclusive of registration, participation, coaching and other services, to those who wish to participate in athletics both for purposes of recreation and excellence, through their membership of the IAC;

3.2.2 Establish and enhance the “Irene Spirit” amongst the IAC Members through the upholding of the IAC Code of Conduct;

3.2.3 Ensure that membership fees remain as low as possible, but in relation to that of comparative clubs;

3.2.4 Promote and support attendance of Athletics Meetings by Members of the IAC so as to ensure their access to competition in accordance with the mission and objectives of AGN and ASA;

3.2.5 Fulfill our social obligations towards needy communities within the reach of the IAC;

3.2.6 Participate in the administrative and operational affairs of AGN and ASA.

3.2.7 Ensure that all rights of individuals, as enshrined in the South African Constitution, are protected in the IAC.

#### **4. MEANS OF ACHIEVING OBJECTIVES**

The objectives of the IAC will be achieved by:

4.1 Managing the affairs of the IAC in a professional manner, inclusive of the following:

4.1.1 Registering and managing the IAC in accordance with all relevant South African laws;

4.1.2 Keeping an updated record of the books of account of the IAC and procuring that the books of account are reviewed annually in accordance with accepted accounting practice;

4.1.3 Ensuring that the IAC remains financially solvent and liquid;

4.1.4 Administering membership efficiently;

4.1.5 Acquiring, investing, encumbering and disposing of such assets as may be required to achieve its objectives and caring for, maintaining and protecting the assets belonging to the IAC;

4.1.6 Protecting and enhancing the image of the IAC through all its activities, representations (including Internet and social media representations) and media liaison;

4.1.7 Protecting the official brand and trademark of the IAC.

4.2 Compiling and applying the Rules and Regulations required to manage the IAC in accordance with its Constitution;

- 4.3 Ensuring that Members of the IAC uphold its Principles of Conduct, inclusive of the following, which each embody the “Irene Spirit”:
  - 4.3.1 Loyalty towards the IAC;
  - 4.3.2 Friendships amongst Members and other athletes;
  - 4.3.3 Enthusiasm and inspiration of others;
  - 4.3.4 Encouragement;
  - 4.3.5 Support of the IAC activities;
  - 4.3.6 Discipline.
- 4.4 Applying disciplinary procedure against Members in accordance with the Disciplinary Code of the IAC;
- 4.5 Presenting IAC Athletics Meetings in accordance with the regulations of AGN and ASA;
- 4.6 Operating systems aimed at incentivising individual Members to achieve in accordance with their potential and to recognise such achievements;
- 4.7 Affiliation of the IAC with AGN and ASA.

## **SECTION II: MEMBERSHIP**

### **5 MEMBERS**

- 5.1 Any individual person, who is a citizen or temporary or permanent resident of the Republic of South Africa and who is domiciled within the official borders of AGN is eligible to be a Member of the IAC.
- 5.2 The IAC has the following classes of Members:
  - 5.2.1 Full Member, who shall have the right to participate in all affairs of the IAC, stipulated in this Constitution;
  - 5.2.2 Social Member, who shall have the right to participate in only the social and training activities of the IAC. A Social Member shall not be an AGN licensee by the IAC. Social Members have no voting rights in any of the meetings of the IAC.

- 5.3 All Members of the IAC agree to comply with this Constitution and with the Rules and Regulations of the IAC, AGN and ASA, inclusive of the age categories related to Membership, by applying for Membership of the IAC as stipulated in Clause 6.
- 5.4 During the membership term, an individual may not relocate from one club to another without being in possession of written confirmation of his or her Good Standing from his or her former club, signed by its General Manager or Chairperson.

## **6. PROCEDURE FOR APPLICATION**

- 6.1 Application for membership by a prospective member must be submitted to the Administrative Manager of the IAC in accordance with the application procedure outlined by the Management Committee from time to time and stipulated by AGN and ASA.
- 6.2 The Administrative Manager must submit any application by a prospective member of questionable standing to the Management Committee, which shall rule on the approval of such application within one (1) month from the date when it was received by the Administrative Manager.

## **7. TERMINATION, SUSPENSION AND EXPULSION**

- 7.1 All Memberships of the IAC expire automatically at the end of each administrative year of AGN and ASA, currently each calendar year.
- 7.2 A Member of the IAC may request to terminate his or her Membership by submitting a letter of termination to the Administrative Manager, who will issue a written confirmation of his or her Good Standing, signed by the General Manager to such Member within one (1) month, provided the Member is in good standing with the IAC;
- 7.3 Any Member of the IAC, who has transgressed any of the Rules and Regulations of the IAC or who, by his or her actions brings the IAC or the sport of athletics in general into disrepute, may be suspended or expelled in accordance with the procedure outlined in the Disciplinary Code in Schedule C.

- 7.4 Allegations of misconduct by a Member of the IAC must be submitted to the General Manager in writing for investigation and further action in accordance with the procedure outlined in the Disciplinary Code in Schedule C.
- 7.5 A Member who has been suspended or expelled from the IAC may lodge an appeal with the Chairperson of the IAC.
- 7.6 A Member who has been suspended from the IAC will not be in Good Standing.

### **SECTION III: ORGANISATION**

#### **8 CONSTITUENT SUBSTRUCTURES**

The principal constituent substructures of the IAC are:

- 8.1 the AGM;
- 8.2 the SGM;
- 8.3 the Management Committee;
- 8.4 the Standing Sub-committees.

#### **9 THE GENERAL MEETINGS**

##### **9.1 Annual General Meeting (AGM)**

- 9.1.1 The AGM constitutes the supreme authority of the IAC.
- 9.1.2 The AGM shall be convened every year within three (3) months of the financial year end of the IAC. The General Manager shall announce the date of the AGM no later than six (6) weeks before the AGM.
- 9.1.3 The Members shall receive written notice of the AGM (the "Notice of the AGM") no later than three (3) weeks before the date of the AGM.



- 9.1.4 Members of the IAC shall have the right to submit written motions to the General Manager not later than four (4) weeks before the date of the AGM. Written motions must be signed by the proposing Member and seconded by another Member. Any motions not complying herewith, will not be submitted to nor considered by the AGM.
- 9.1.5 The Notice of the AGM shall be accompanied by the following documentation:
- 9.1.5.1 Date and venue of the AGM;
  - 9.1.5.2 Unapproved minutes of the previous AGM;
  - 9.1.5.3 Agenda of the AGM;
  - 9.1.5.4 Chairperson's report related to the immediate past financial year;
  - 9.1.5.5 Unapproved reviewed financial statements of the IAC related to the immediate past financial year;
  - 9.1.5.6 Written motions;
  - 9.1.5.7 Nominations for the election of Office Bearers, validated in accordance with the provisions of Clause 12.3.

## **9.2 Special General Meeting (SGM)**

- 9.2.1 The Management Committee may at any time, of its own accord, or shall, upon receipt in writing of a request from at least twenty five (25) Members of the IAC, call a SGM to consider matters beyond the authority of the Management Committee;
- 9.2.2 Any request for a SGM to be convened must be accompanied by the proposed agenda and any supporting documentation;

- 9.2.3 A SGM, called for as prescribed by Clause 9.2.1 shall be convened within two (2) months after receipt of the said request. The General Manager shall announce the date of the SGM no later than six (6) weeks before the SGM.;
- 9.2.4 Members of the IAC shall have the right to submit written motions to the General Manager not later than four (4) weeks before the date of the SGM. Written motions must be signed by the proposing Member and seconded by another Member. Any motions not complying herewith, will not be submitted to nor considered by the SGM.
- 9.2.5 The Members shall receive written notice of the SGM (the "Notice of the SGM") no later than three (3) weeks before the date of the SGM..
- 9.2.6 The Notice of the SGM shall be accompanied by the following documentation:
- 9.2.6.1 Date and venue of the SGM;
  - 9.2.6.2 Agenda of the SGM;
  - 9.2.6.3 Written motions;
  - 9.2.6.4 Any supporting documentation related to the agenda of the SGM.

## 10 **PROCEDURE AT AGM AND SGM**

- 10.1 The General Manager of the IAC shall preside at any AGM and the SGM, or in his or her absence any Office Bearer appointed by the Management Committee for this purpose;
- 10.2 The agenda of the AGM shall include, but shall not be limited to the matters set out hereunder and shall substantially be in the following order:
- 10.2.1 Approval of the minutes of previous AGM and of all intervening SGMs;
  - 10.2.2 Submission, discussion and adoption of the annual report of the Chairperson and any Office Bearer;

- 10.2.3 Submission, discussion and adoption of the financial statements of the immediately past financial year;
  - 10.2.4 Submission, discussion and adoption of the recommendations/proposals/motions emanating from meetings of the Management Committee or submitted to the AGM in accordance with the provisions of Clause 9;
  - 10.2.5 Election of nominated Office Bearers in terms of the provisions of Clauses 11 and 12.
- 10.3 Only matters that appear on the agenda of the AGM and the SGM, as the case may be, will be discussed at such meeting. Any other urgent matter may, however, with the approval of the chairperson of such meeting, be added to the agenda at any time during such meeting;
  - 10.4 All decisions and approvals pertaining to any matter before any AGM and SGM, as the case may be, with the exception of amendments to the Constitution, will be ratified only if a simple majority of the Members present at the AGM and SGM votes in favour of such matter in accordance with the provisions of Clause 11;
  - 10.5 The quorum of any AGM and SGM will be the attendees who are Members in Good Standing;
  - 10.6 Amendments to the Constitution may be effected only by any AGM and SGM, as the case may be, in accordance with the provisions of Clauses 11 and 24.

## 11 **VOTING AT THE AGM AND THE SGM**

- 11.1 Voting on recommendations/proposals/motions shall be by a show of hands, or by secret ballot if two Members, unopposed, so demand. Voting in elections will be in accordance with Clause 12.4.
- 11.2 Each Member, present at the AGM and SGM, is entitled to one vote, provided such Member has not been suspended or expelled in accordance with the provisions of the Constitution.

- 11.3 No Member, including the Chairperson of the IAC, will have any special voting powers, including a casting vote, a decisive vote or a second vote, except during the election of Office Bearers when Clause 11.4 will apply.
- 11.4 In the instance of the election of Office Bearers, if two (or more) candidates receive exactly the same number of votes, the Chairperson of the IAC will have a decisive vote.

## **12. ELECTION OF OFFICE BEARERS**

- 12.1 The term of office of the Office Bearers is approximately one year, commencing immediately after the closing of the AGM and expiring at the closure of the next AGM.
- 12.2 The Election Date is the date of the AGM.
- 12.3 Nomination Procedure:
- 12.3.1 On the date no later than six (6) weeks before the date of the AGM, the General Manager will announce the Election Date and invite, in writing, all Members of the IAC to nominate candidate Office Bearers, specific to each position on the Management Committee (“Nominees”).
- 12.3.2 Only Members in Good Standing may nominate and elect Office Bearers.
- 12.3.3 The written invitation to nominate Office Bearers must be accompanied by a brief description of the job content of each position on the Management Committee and must describe the nomination and election procedures outlined in the Constitution.
- 12.3.4 Nominations by Members of the IAC must be in writing and must reach the office of the IAC by no later than four (4) weeks before the Election Date.
- 12.3.5 For a nomination to be valid, it must be accompanied by a written abridged curriculum vitae of the Nominee and a written declaration that he or she comprehends the job content of the position for which he or she is nominated and his or her written commitment and confirmation of availability to fill the same position in the event of his or her election.

- 12.3.6 If no valid nomination has been received for a certain position on the Management Committee by the date four (4) weeks before the Election Date, an Office Bearer for that position will not be elected at the AGM.
  - 12.3.7 Each position on the Management Committee may be filled by only a single Office Bearer;
  - 12.3.8 The General Manager will nominate, in accordance with the provisions of Clause 12.3.5, each existing Office Bearer who has declared in writing to the General Manager his or her availability for re-election, by no later than four (4) weeks before the Election Date.
  - 12.3.9 The General Manager will send to the Members of the IAC a list of the Nominees for each position on the Management Committee, together with the Notice of the AGM, by the date no later than three (3) weeks before the Election Date.
- 12.4 Election Procedure
- 12.4.1 Elections of Office Bearers will take place on the Election Date by means of a secret ballot per position.
  - 12.4.2 Ballot papers will be prepared prior to the commencement of the AGM.
  - 12.4.3 Nominees are not required to be present at the election.
  - 12.4.4 In the event of two (or more) candidates receiving exactly the same number of votes, the Chairperson of the IAC must cast the decisive vote.
  - 12.4.5 The results of the election must be announced after each ballot and form part of the minutes of the AGM.
  - 12.4.6 Voted ballot papers must be stored by the Administrative Manager for the duration of the term.
- 12.5 If no nomination has been received for a certain position on the Management Committee by the date four weeks before the Election Date, the newly elected Management Committee may co-opt a Member in Good Standing to be an Office Bearer for that position.

- 12.6 Each Office Bearer shall disclose to the Management Committee in writing any interest (whether direct or indirect) that the Office Bearer may have in any contract or proposed contract or business being considered by the IAC or the relevant Sub-committee and shall be recused from any discussion of or voting on such proposed contract or business.
- 12.7 Each Office Bearer shall at all times keep confidential and not disclose to Members or to any other person those matters confidential to the IAC, its AGM, its SGM, its Management Committee or its Sub-committees as the case may be from time to time.
- 12.8 Office Bearers earn no remuneration, but prior-approved expenses incurred by them on behalf of the IAC are reimbursed by the IAC upon their submission of prescribed supportive documentation.

### 13. **REMOVAL OF OFFICE BEARERS**

- 13.1 Notwithstanding anything contained elsewhere in the Constitution, the Members may, by an ordinary resolution passed at a SGM remove from office or impeach any Office Bearer.
- 13.2 Upon receiving a valid request for a SGM at which a resolution to remove an Office Bearer is to be proposed, the General Manager shall give notice in writing of such resolution to the person(s) concerned and shall, if required by such person(s), circulate to all Members entitled to receive notice of the SGM any written communication drafted by the person(s) concerned of reasonable extent provided it does not contain any illegal, offensive or defamatory material.
- 13.3 At the SGM the Office Bearer whose removal is proposed shall have the right to address the SGM.
- 13.4 The removal from office of any Office Bearer shall be without prejudice to any legal claim that the IAC may have against such Office Bearer in respect of matters arising before such removal.
- 13.5 Resignation by any Office Bearer from the Management Committee must be in writing, addressed to the General Manager. In the event of an Office Bearer resigning, the

Management Committee may co-opt a Member in Good Standing to be an Office Bearer for that position.

**14. THE MANAGEMENT COMMITTEE**

14.1 The Management Committee shall comprise Managers and Additional Members, organised into the following portfolios:

14.1.1 Chairperson

14.1.2 General Manager

14.1.3 Financial Manager

14.1.4 Sports Manager

14.1.5 Logistics Manager

14.1.6 Administrative Manager

14.1.7 Social Manager

14.1.8 Communications Manager

14.1.9 A maximum of four additional members to be deployed by the Management Committee in its sole discretion in any portfolio as the need arises from time to time.

14.2 The organisation structure of the Management Committee shall be as follows:

14.2.1 The General Manager is an Official, appointed by the Management Committee. The General Manager reports to the Chairperson.

14.2.2 The decision making body of the IAC is the Chairperson and the Managers.

14.2.3 The duties and responsibilities of each Manager are outlined in Schedule A.

14.2.4 The full Management Committee shall meet at least six (6) times per year on the dates and at venues determined by the Management Committee.

- 14.2.5 The Chairperson shall call a special meeting of the Management Committee if requested to do so by at least three Office Bearers.
- 14.2.6 Members of the Management Committee shall receive at least two (2) weeks written notice of meetings together with a copy of the agenda of the meeting.
- 14.2.7 Minutes of all meetings of the Management Committee will be sent to members of the Management Committee within one (1) week of the date of the meeting.
- 14.2.8 A quorum of the Management meeting consists of at least five (5) Office Bearers, of whom at least three (3) have to be the Chairperson or Managers.
- 14.2.9 The activities of the Management Committee are at all times to be transparent and communicated to the Members in the form of regular activity reports.

## **15. POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE**

The Management Committee is responsible for the following:

- 15.1 To establish the strategy and policies of the IAC;
- 15.2 To approve the annual budget of the IAC;
- 15.3 To keep minutes of all Management Committee meetings;
- 15.4 To appoint, at its first meeting after the AGM, all standing sub-committees;
- 15.5 To appoint ad hoc committees or others to investigate and advise the Management Committee in areas of specialist interest;
- 15.6 To appoint a replacement Chairperson of the IAC, in the event of the elected Chairperson being incapacitated for any reason whatsoever. The replacement Chairperson will have the same duties and responsibilities as the elected Chairperson;



- 15.7 To present Athletic Meetings in accordance with the requirements of AGN and to schedule, plan, organise and present such events via the Race Committee, in support of the objectives of the IAC;
- 15.8 To take appropriate action against any Member who acts in a manner that brings the sport of athletics or the IAC into disrepute;
- 15.9 To appoint delegates to other organisations to which the IAC is affiliated;
- 15.10 To implement the suspension or expulsion by the Tribunal of any Member, or to implement the restoration of the Good Standing of a Member, in accordance with the provisions of the Disciplinary Code of the IAC, contained in Schedule C.
- 15.11 To do such things which are in the interest of the IAC, provided that they are aligned with the mission and objectives and comply with provisions of the Constitution and the directives of the AGM and the SGM.
- 15.12 To control the financial affairs of the IAC, to consider the financial statements and in this regard:
  - 15.12.1 to ensure a positive cash balance in the bank account of the IAC at all times;
  - 15.12.2 to acquire, encumber or dispose of movable or immovable assets.
- 15.13 To open and operate a bank account for the IAC and to use it in connection with the financial business of the IAC in accordance with the laws of South Africa;
- 15.14 To assign signing authority to the specific Managers of the IAC;
- 15.15 To submit to the AGM the financial statements of the IAC for the previous financial year, reviewed in accordance with generally accepted accounting practice.
- 15.16 To appoint the General Manager on a full-time basis. The General Manager reports to the Chairperson and is responsible for the day to day management and administration of the IAC, as well as implementing policies of and decisions by the Management Committee.

15.17 To formulate and issue the Rules and Regulations as required for the smooth running of the affairs of the IAC.

15.18 The Management Committee will implement a performance assessment system for Officials in accordance with generally accepted procedures.

## **16. SUB-COMMITTEES**

The Management Committee shall appoint the following sub-committees:

### **16.1 Ad Hoc Sub-Committees**

16.1.1 These are special committees that will be formed on a need basis, as required. The number of Members in these committees may differ from committee to committee, depending on the objectives of the sub-committee.

16.1.2 The procedure for the formation of ad hoc sub-committees will be determined from time to time and may differ from committee to committee, depending on the circumstances surrounding a specific sub-committee

16.1.3 Ad hoc sub-committees may be dissolved:

16.1.3.1 as soon as they have achieved the objective for which they were formed, or;

16.1.3.2 as the Management Committee may decide.

### **16.2 Standing Sub-Committees**

16.2.1 Standing Sub-Committees have a permanent existence (in principle and not in composition). The number of members per sub-committee will be determined by the Management Committee.

16.2.2 The following standing sub-committees are constituted:

16.2.2.1 Disciplinary Committee;

16.2.2.2 Race Committee

- 16.2.3 Standing Sub-Committees will be formed by the Management Committee inviting participation from its members and Members of the IAC.

#### **SECTION IV: GENERAL PROVISIONS**

##### **17. HEAD OFFICE**

The head office of the IAC shall be situated at the venue decided on from time to time by the Management Committee.

##### **18. FINANCIAL MATTERS**

18.1 The financial year of the IAC shall be from 1 September to 31 August every year.

18.2 The Management Committee shall submit recommendations in respect of membership fees to the AGM for approval.

18.3 the IAC is a non-profit organisation and any surplus funds arising shall be used for the benefit of the Members. The IAC shall not distribute any surplus funds among the Members.

18.4 The Chairperson, General Manager and Financial Manager will accept fiduciary responsibility for the financial affairs of the IAC in terms of all statutory requirements and compliance to applicable laws and regulations, specifically with regard to the Income Tax Act.

18.5 The Management Committee of the IAC shall insure the assets of the IAC.

##### **19. RIGHTS PERTAINING TO AGN**

19.1 Any provision in this Constitution that is in conflict with AGN and ASA rules will be superseded by such rules, as amended from time to time.

19.2 All rights pertaining to athletics events staged under the auspices of or within the jurisdiction of AGN shall be vested in AGN subject thereto that such rights may be ceded or sold to third parties.

- 19.3 Athletes participating in an Athletics Meeting presented by the IAC and sanctioned by AGN shall participate in accordance with the rules and regulations of AGN and ASA.

## **20 RULES AND REGULATIONS**

- 20.1 In addition to the provisions of this Constitution, the Management Committee shall formulate such Rules and Regulations as may be required for the smooth running of the affairs of the IAC.
- 20.2 Such Rules and Regulations may be varied, amended or rescinded by:
- 20.2.1 An AGM; or
  - 20.2.2 A SGM convened for this purpose.
- 20.3 The Management Committee shall be the interpreter of the AGN Rules. Where no provision exists in the rules for any particular matter to be dealt with, the ASA constitution and/or Rules and/or guidelines shall apply and be invoked *mutates mutandis*.

## **21 INTERPRETATION**

- 21.1 Subject to the provisions of this Constitution, decisions of the AGM concerning the validity of any provision of this Constitution shall be final and binding.
- 21.2 Matters concerning situations not provided for in the Constitution shall be submitted in writing to the General Manager and shall be investigated and reported upon by the Management Committee before it is placed on the agenda of the next AGM.

## **22 DISPUTES**

- 22.1 All disputes between Members, or between a Member and the IAC or between a Member and an Athlete, or between an Athlete and the IAC, however arising, shall be referred to arbitration for determination within three (3) months of the date upon which the dispute occurred.

- 22.2 A reference shall not be accepted by the Arbitration Foundation of South Africa (AFSA) until it is determined: -
- 22.2.1 that a dispute exists or is declared and
  - 22.2.2 that all remedies have been exhausted under the IAC's Constitution, to resolve the dispute.
- 22.3 Disputes will be heard by an Arbitrator or Arbitrators appointed by the AFSA, within one (1) month of the dispute being referred to it and in terms of the rules of the AFSA.
- 22.4 The decision of the Arbitrator or Arbitrators appointed by the AFSA shall be final and binding on all parties and on all members of the IAC.
- 22.5 The procedures and fees payable for the hearing of disputes will be prescribed by the Management Committee.

## **23 BRAND AND TRADEMARK**

The brand and the design of the trademark, logo, badge and colours of the IAC will be as stipulated in Schedule B. Any amendment to any aspect hereof requires a decision by an AGM or a SGM in accordance with the provisions of Clauses 9, 10 and 11.

## **24 AMENDMENTS TO THE CONSTITUTION**

- 24.1 The Constitution may be amended only at an AGM or at a SGM convened for this purpose.
- 24.2 Notice of any proposed amendments shall appear on the agenda of the AGM or the SGM in accordance with the provisions of Clause 9.

- 24.3 The Notice of the AGM or the SGM, as the case may be, shall specify which Clause of the Constitution it is proposed to amend and shall indicate clearly what should be omitted or inserted in such Clause.
- 24.4 Any amendment to the Constitution is only valid if voted for by more than two thirds of the votes recorded at the AGM or the SGM convened for that purpose in accordance with the provisions of this Constitution.
- 24.5 Any approved amendments to the Constitution shall take effect before the conclusion of the AGM or the SGM where it was approved, unless such meeting decides otherwise, which decision shall be valid only if voted for by more than two thirds of the votes recorded at the meeting.

## **25 DISSOLUTION OF THE IAC**

The IAC may be dissolved only in terms of the provisions of this Constitution, provided that the following stipulations are met:

- 25.1 An ad hoc sub-committee shall be appointed by the Management Committee to finalise the affairs of the IAC and to liquidate its assets and pay all creditors, in accordance with the laws of South Africa;
- 25.2 Such ad hoc sub-committee shall be appointed from the Office Bearers and the manager of the IAC's official bank.
- 25.3 The official records of the IAC will be archived in accordance with the laws of SA.
- 25.4 The Management Committee will call a SGM in accordance with the provisions of Clause 9 for the purpose of approving the dissolution resolution, inclusive of the distribution of the assets and liabilities of the IAC, which will be carried forward to a similar body in terms of aims and objectives of the IAC and which is itself exempt from income tax.

## **26 AUTHORITY OF THE CONSTITUTION**

This Constitution supersedes and replaces any previous version of the constitution of the IAC, provided it has been approved and signed in accordance with the provisions of this Constitution.

**27 APPROVAL OF THE CONSTITUTION**

This Constitution was approved by a SGM of the Members held at Centurion on this the \_\_\_\_\_ day of \_\_\_\_\_ 2015, at which SGM the Chairperson of the IAC was authorised to sign this Constitution as the only approved constitution of the IAC.

Signature by Chairperson:

Name:

Date of Signature:

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**SCHEDULE A: DUTIES AND RESPONSIBILITIES OF OFFICE BEARERS AND OFFICIALS****1. Chairperson**

The Chairperson is the guardian of the Constitution of the IAC. The prime responsibility of the Chairperson is to protect the Constitution of the IAC and to ensure strict adherence by all Members to its provisions. The Chairperson fulfils this responsibility with the assistance of the Management Committee, which he or she leads. The Chairperson chairs the Management Meetings and represents the IAC at AGN meetings and any other official meetings and functions.

**2. General Manager**

The General Manager is primarily responsible for the management, planning, organising and coordination of the day-to-day activities of the IAC, on a full-time basis. The job description and remuneration are determined by the Management Committee.

The General Manager is also the race director of the IAC and chairperson of the Race Committee. The prime responsibility of the race director is to arrange all aspects related to the Athletics Meetings presented by the IAC. The General Manager fulfils this responsibility with the assistance of the Race Committee.

**3. Financial Manager**

The prime responsibility of the Financial Manager is to ensure that the IAC remains financially solvent and liquid. This responsibility is fulfilled by the implementation of and ensuring strict adherence by the Management Committee to operating procedures and accounting systems in accordance with generally accepted accounting standards. The Financial Manager will keep the books of account of the IAC, control access to the bank account of the IAC, approve any expenditure by authorised Management Committee members and ensure that the IAC adheres to the relevant laws of SA, including tax and related regulations.

The Financial Manager will procure that the books of account of the IAC are reviewed in accordance with the provisions of this Constitution.



#### **4. Sports Manager**

The Sports Manager is primarily responsible for the athletic performance of the Members as measured by the relative position of the IAC in the different AGN leagues, the IAC Members participating in international, national and provincial events and the results of Members participating in key events such as Comrades, Two Oceans and others. The Sports Manager fulfils this responsibility through the provision of training programs and guidance, motivation and inspiration of Members and Member development, with specific reference to the relative abilities and specialist sporting needs of all Members of the IAC.

The Management Committee may decide to provide the Sports Manager with assistance in the fulfilling of these responsibilities by assigning specialist additional member/s to this portfolio, elected or co-opted for this purpose from time to time, in accordance with the requirements of the Members.

#### **5. Logistics Manager**

The Logistics Manager is primarily responsible for the efficient execution of the logistic activities of the IAC, inclusive of the presentation of Athletics Meetings and club events. This responsibility is fulfilled through ensuring that the IAC commands and has access to the required professional and safe-keeping facilities, equipment, materials and expertise, in accordance with the laws of the country, the regulations of the host landlord and the decisions by the Management Committee and the Race Committee.

The Logistics Manager is also responsible for the safety, security and maintenance of all assets of the IAC.

The Management Committee may decide to provide the Logistics Manager with assistance in the fulfilling of these responsibilities by assigning specialist additional member/s to this portfolio, elected or co-opted for this purpose from time to time, in accordance with the requirements of the Members.

#### **6. Administrative Manager**

The prime responsibility of the Administrative Manager is to ensure that the membership of all Members is administered in accordance with the provisions of this Constitution, inclusive of the design, implementation and adherence to systems and procedures used in the annual process

whereby prospective members are registered as Members of the IAC and AGN, including the issuing of licenses and other IAC materials.

The Administrative Manager is also responsible for the keeping of administrative records of all Members and any other records, documents and files of the IAC, including but not limited to those generated by the General Manager or any Office Bearer.

In addition, the Administrative Manager is the custodian of the brand, trademark, logo and colours of the IAC.

## **7. Social Manager**

The prime responsibility of the Social Manager is to ensure that most of the reasonable social requirements of all the Members are catered for in the presentation of scheduled annual, monthly and weekly functions and events, club weekends and league races as well as other ad hoc social events of the IAC.

## **8. Communications Manager**

The prime responsibility of the Communications Manager is to ensure efficient communication of all club activities of the IAC to its Members and to the external environment. This responsibility is fulfilled by the use of all relevant electronic and other media available to the IAC.

The Communications Manager is also responsible for obtaining feedback from the Members and the external environment with respect to all activities of the IAC and to summarise and interpret such feedback for submission to the Management Committee.

## **9. Other portfolios**

The Management Committee may decide to assign the responsibility of a specific portfolio, other than the Management Portfolios, to a specialist and elected or co-opted Additional Member, from time to time and in accordance with the provisions of this Constitution.

**SCHEDULE B: TRADEMARK, LOGO AND COLOURS**

The official logo of the IAC is as follows:



The official font used in the IAC logo is: NHL Ducks

The official clothing designs are as portrayed in the following examples:



The official colour codes used in the approved clothing designs are:

- Jade: Pantone 3258c
- Blue: Pantone 662c.

**SCHEDULE C: DISCIPLINARY CODE OF THE IAC****1. CODE OF CONDUCT**

The Code of Conduct describes the fundamental behavior and conduct expected of Members. It is not intended as a comprehensive listing of acceptable behavior, but rather as a guide of good conduct. Any actions by Members, which are found to be in contravention of the Code of Conduct, may result in such Member being subjected to the Disciplinary Procedure. The Code of Conduct includes that each Member shall:

- 1.1. Protect and respect the rights and the facilities of the Landlord of the IAC and the IAC and those of the employees of the Landlord. This includes but is not limited to compliance with traffic regulations as well as site specific security, safety and other Rules and Regulations, which are provided to all Members in official IAC communications.
- 1.2. Abide by any rule and regulation of the IAC, including those related to the use of the club facilities, which are communicated to all Members in official IAC communications.
- 1.3. Abide by any rule and regulation of the AGN and ASA pertaining to the particular athletics or other discipline.
- 1.4. Participate in any Athletics Meeting wearing the approved IAC clothing and colours.
- 1.5. Refrain from littering in or around the Club Facilities of the IAC or on the grounds of the Landlord.
- 1.6. Refrain from participating in any Athletics Meeting presented by the IAC, unless such participation has been pre-approved by the General Manager, on a case by case basis.
- 1.7. Refrain from any action or behavior that is detrimental to the Irene Spirit and the character, image or reputation of the IAC, including but not limited to the abuse of alcohol at the IAC Club Facilities or any Athletics Meeting or official event, whether presented by the IAC or any other organisation affiliated or related to the AGN and ASA.

**2. DISCIPLINARY PROCEDURE**

- 2.1. Any alleged contravention of the Code of Conduct by a Member (the Accused) has to be submitted to the General Manager in writing by any other Member (the Plaintiff), within two (2)

weeks of the date on which it is alleged that the contravention has been committed by the Member.

- 2.2. Within one (1) week of the date of the written accusation, the Chairperson of the IAC shall appoint and convene a tribunal to hear the allegation and to rule on corrective measures and disciplinary action (the Tribunal and the Hearing). The Tribunal will set a suitable date, time and venue for the Hearing.
- 2.3. The Tribunal shall consist of at least three (3) Members, two of which shall be Office Bearers and the other/s a Member/s. The Chairperson of the IAC will appoint one of the Office Bearers as the chairperson of the Tribunal.
- 2.4. Prior to and during the Hearing, the Tribunal shall investigate the alleged contravention by gathering all the relevant facts and information from the Accused, Plaintiff and any other relevant source or witness.
- 2.5. During the Hearing, the Tribunal shall consider the facts and information gathered in accordance with Clause 2.4 above with the goal of resolving the accusation in the best interests of the IAC and the Accused.
- 2.6. The Hearing shall be conducted as informally as possible and shall consider the Rules and Regulations of the IAC and natural justice and fairness.
- 2.7. The Hearing shall be conducted in camera.
- 2.8. Legal representation is not allowed at the Hearing.
- 2.9. The proceedings and the findings of the Hearing will be recorded in minutes, which shall be filed in the official records of the IAC.
- 2.10. The Tribunal shall consider the findings of the Hearing and formulate a majority ruling together with the reasons for reaching the ruling. During the time when the Tribunal is formulating its ruling, the Accused may be recused from the Hearing. The majority ruling shall be binding on the Accused. Any member of the Tribunal who disagrees with the majority ruling may formulate a minority ruling, which shall not be binding on the Accused.
- 2.11. The majority ruling shall include a finding on whether the Accused actually contravened the Code of Conduct and in the event of a finding of contravention, shall impose any or a combination of the following corrective measures:

- 2.11.1. Assistance to the Accused in the form of counseling, conciliation or motivation;
  - 2.11.2. Official warning;
  - 2.11.3. Suspension from the IAC for a minimum of one month and a maximum of six months;
  - 2.11.4. Termination of membership of the IAC (expulsion).
- 2.12. The chairperson of the Tribunal will inform the Accused, the General Manager and the Chairperson of the IAC of its finding and ruling, in writing.
- 2.13. The Accused has the right to appeal to the Chairperson of the IAC, against the majority ruling of the Tribunal. The Chairperson of the IAC shall consider the majority and the minority rulings (if applicable) and the minutes of the Hearing and shall make a final written ruling, which will form an integral part of the minutes of the Hearing. The ruling reached by the Chairperson of the IAC shall be final.
- 2.14. The final ruling of the Tribunal and the Chairman of the IAC shall be implemented by the Management Committee in accordance with the provisions of the Constitution.