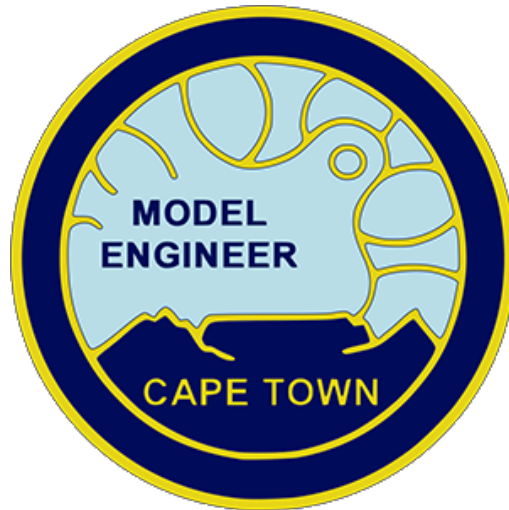


Cape Town Society Of Model and Experimental Engineers



Constitution

As Approved

19 June 2024

Clubhouse: Croquet Lane Rondebosch

PO Box 693 Rondebosch 7700

TITLE

1. The title of the society shall be the "CAPE TOWN SOCIETY OF MODEL AND EXPERIMENTAL ENGINEERS".

BODY CORPORATE

The organisation shall:

- Exist in its own right, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

OBJECTS

2. The objects of the society are:
 - a) To bring together persons interested in the construction of models, mechanical and electrical apparatus, tools and kindred subjects.
 - b) To encourage and develop interest in model making and experimentation in small scale engineering.
 - c) To exhibit and test models and experimental mechanical and electrical apparatus.
 - d) To encourage and promote mutual assistance and social activities among members.
 - e) To encourage adherence to scale dimensions, safety limits and general principles of model making and experimentation and to assist in the standardisation thereof.

MEMBERS

3.
 - a) A person who subscribes to the objects of the society may become a member subject to the provisions of paragraphs 3(c) and 3(d).
 - b) Applications for membership shall be on the prescribed form obtainable from the society, and the applicant shall be duly introduced, proposed and seconded by registered members of the Society, one of whom is to be a member of the Committee.
 - c) The application form will be displayed on the notice board for a period of a four weeks for the scrutiny of members.
 - d) Admission to membership of the Society will be subject to acceptance by the Committee. The first annual subscription to the funds of the Society shall be payable on acceptance of application. Members will pay pro rata for part of the year remaining plus registration fee including a club membership card.
 - e) Any member who is considered or found to be undesirable or who has been reported in writing as having acted in an undesirable or unbecoming manner or whose conduct either within the Society or elsewhere has been undesirable, may on the recommendation of the Committee, be refused continued membership or be requested to resign from the Society. The reason for exclusion or resignation must be disclosed to the member concerned, but such member will be invited by the Committee to be given an opportunity of expressing his views concerning the report in connection with his conduct. This conduct shall be reviewed in line with the Disciplinary Code detailed in Appendix 1 to this Constitution.

4. Members shall be classified as one or other of the following:
 - a) ORDINARY MEMBER: Any member over the age of 18 years, who subscribes annually to the funds of the Society, such amount as may be decided at the Annual General Meeting.
 - b) STUDENT MEMBER: Any member over the age of 14 years, who being a full time registered student or a full time apprentice, subscribes annually to the funds of the Society at one-third of the Ordinary Member's subscription fee.
 - c) HONORARY LIFE MEMBER: Any person who has rendered special services to the Society, may on the recommendation of the Committee, and the approval of the Annual General Meeting, be given Honorary Life Membership; an Honorary Life Member will be entitled to all the privileges of membership including voting, election to the Committee or as an officer of the Society, but will not be required to pay annual subscriptions.
 - d) COUNTRY MEMBER: Any member who is ordinarily resident outside a radius of 80 km from the centre of Cape Town subscribes annually to the funds of the Society at one-quarter of the Ordinary Member's subscription fee.

SUBSCRIPTION

5.
 - a) Annual subscriptions to the funds of the Society shall become due at the commencement of each financial year, which is the first day of March.
 - b) A member whose annual subscription remains in arrears at the end of three months i.e. 31 May in the financial year in which the subscription was due shall forfeit the privileges of membership.
 - c) A member who has forfeited his/her privileges of membership in terms of paragraph 5(b) may, on payment of both arrear and current subscription, be re-admitted as a member of the Society, subject to the Committee's approval.
6. At the time of making payment of his/her annual subscription, each member will receive a name card showing the subscription year.

MEETINGS AND VOTING

7. Meetings as described hereunder will be held by the Society and attended by the members, the specified period of notice being given. Members will be eligible to vote in accordance with paragraphs 9 and 10:
 - a) ANNUAL GENERAL MEETING: (notice to members – 14 calendar days) Held once annually as soon as is expedient after the end of each financial year for the purpose of:
 - i. Confirming the minutes of the previous Annual General Meeting,
 - ii. Receiving reports from Chairperson and Treasurer,
 - iii. Fixing the annual subscriptions for the following year,
 - iv. Electing Officers and Committee for the ensuing year, (candidates must be approached beforehand for acceptance of nomination prior to the Annual General Meeting), and
 - v. Approval of acceptance of nominations for Honorary Life Memberships.
 - vi. Deciding matters that may be referred by the Committee.

- b) SPECIAL GENERAL MEETING: (notice to members – 14 calendar days) Such notice will include an Agenda for the meeting and will indicate the reason(s) for calling the meeting.
 - i. To be held as and when necessary for the purpose of approving amendments to the Constitution, and
 - ii. Deciding such matters as may be referred by the Committee.
- c) ORDINARY GENERAL MEETING: (notice to members – 14 calendar days) Such notice will include an Agenda for the meeting and is open to all members, visitors and interested persons, to be held at least once in three months, for the purposes of:
 - i. Confirming minutes of previous Ordinary General Meetings,
 - ii. Notification of new members,
 - iii. Discussion and acceptance of proposals for the holding of functions, exhibitions, etc.,
 - iv. Electing officers and/or members of the Committee to fill vacancies that may occur during the year, and
 - v. Deciding matters that may be referred by the Committee
- d) COMMITTEE MEETING: (notice to Committee members - 7 days) To be attended by Officers of the Society, elected members of the Committee and co-opted members, as necessary for the purpose of:
 - i. Confirming the minutes of the previous Committee Meeting,
 - ii. Considering and accepting application for membership,
 - iii. Considering and making recommendations in respect of amendments to the Constitution, and
 - iv. Managing the affairs of the Society at meetings held once monthly or as may be required at other times.

ELIGIBILITY TO VOTE

- 8. ALL FULLY PAID-UP MEMBERS AND HONORARY LIFE MEMBERS.
- 9. Voting members will be asked to cast their votes by show of hands for:
 - a) Election of Office bearers,
 - b) Election of ordinary members to the Committee,
 - c) Such matters as may require discussion by a Special or Ordinary General Meeting,
- 10. The Chairperson at any meeting whether General or Committee, shall have a vote by virtue of his membership, and in the event of there being an equality of votes, shall have a casting vote.

QUORUM AT MEETINGS

- 11. A quorum at General Meetings shall be the Chairperson or Vice-Chairperson and ten paid-up members.
- 12. A quorum at Committee Meetings shall be the Chairperson or Vice-Chairperson and three other elected committee members.

MINUTES OF MEETINGS

13.

- a) Minutes of all meetings must be kept safely and always be available, electronically or by paper copies, upon timeous request to the Honorary Secretary, for paid-up members to consult.

OFFICERS OF THE SOCIETY

14.

- a) The Society shall at the Annual General Meeting elect from its Ordinary or Honorary Life Members the Officers named below, together with up to a maximum of five Ordinary Members, each of whom will hold office for the ensuing year, or until their successors are elected or appointed:
 - i. President
 - ii. Vice-President
 - iii. Chairperson
 - iv. Vice-Chairperson
 - v. Honorary Secretary
 - vi. Honorary Treasurer
- b) The Chairperson may hold office for not more than 4 years consecutively,
- c) The members affected by paragraph 14(b) may not be eligible for re-election to the position of Chairperson until a full year has passed,
- d) The Vice-Chairperson on general acceptance by show of hands of the voting members at the Annual General Meeting, assume office of the retiring Chairperson, to become the new Chairperson for the normal term of office, and
- e) The Honorary Secretary and Honorary Treasurer are not affected by any limiting period of service.

15 Nominations for the Officers named in paragraph 14, and up to five Ordinary Members, will be called for in the notice of the Annual General Meeting from all paid-up members, and, together with any proxy nominees, will be called and voted upon at the Annual General Meeting. This notice will state which committee members wish to stand for re-election and those who do not.

16 A member of the Society shall not be elected to more than one Office in any one year, except the Honorary Secretary and the honorary Treasurer, whose duties may be combined and the Office held by one member.

17 Should a vacancy occur in any Office named in paragraph 14(a), a successor may be appointed by the members of the Committee and confirmed by members at the following Ordinary General Meeting, and the Officer so appointed shall hold office for the unexpired period of the year.

MANAGEMENT OF THE SOCIETY

18. The management of the affairs of the Society shall be conducted by a Committee as described in paragraph 19. The members of the Committee may not be connected in relation to one another.

COMMITTEE

19. The Committee shall consist of the Chairperson, Vice-Chairperson, the Honorary Secretary, the Honorary Treasurer, and a maximum of five elected Ordinary Members.
20. Nominations for the Officers of the Committee will be called for as in Paragraphs 8 and 15, and with the election of the five Ordinary Members shall be conducted at the Annual General Meeting.
21. To maintain continuity of the management of the Society, two of the outgoing members of the Committee shall be re-elected, which includes the outgoing Chairperson.
22. The President and Vice-President shall be ex officio members of the Committee.
23. A member of the Committee absent from three consecutive meetings of the Committee, without prior notification, may be requested to resign as a Committee member.
24. Should a vacancy occur in the Committee, a successor may be elected at the next Ordinary General Meeting following the date of the vacancy and subject to paragraph 17. Notification of the vacancy and of the intention to elect a successor, will be addressed to all members of the Society in the notice for this Ordinary General Meeting.
25. In terms of the lease entered into in respect of the premises occupied by the Society, the City Council of Cape Town has the right to nominate members to serve in the Committee as they may consider advisable.

POWERS AND DUTIES OF THE COMMITTEE

26. The Committee shall be responsible for the property and the funds of the Society, and for the direction of the affairs and concerns of the Society.
27. The Committee shall be empowered, with the approval of a Special General Meeting, to enter into new agreements and/or contracts on behalf of the Society in respect of the hiring or leasing of the property for use by the Society as a Clubhouse, headquarters or for other purposes as may be required.
28. The Committee shall control all expenditure from the funds of the Society and shall have the power to raise or borrow money as they deem fit, from time to time.
29. The Committee is empowered to co-opt any member to serve in an advisory capacity whenever considered necessary for the carrying into effect the objects of the Society. Such co-opted member shall not be accorded voting powers on the committee.
30. The Committee is empowered to call Special General Meetings as may be deemed necessary for the purpose of deciding any matter which cannot be disposed of at an Ordinary General Meeting.
 - a) A paid-up member, supported at least 3 other paid-up members, may ask the Committee to call a Special General Meeting, provided the member gives adequate reason in writing.

31. Each member of the Committee, including the Officers named in paragraph 14, but excluding the President and Vice-President, shall be entitled to vote at Committee Meetings. The vote will not debar a member of the Committee from exercising his vote at General Meetings.
32. The Committee is empowered to delegate to individual members of the Committee authority for the control of such functions as may require attention. Viz., Public Relations, Entertainment, Library, etc. The members to whom such authority had been delegated will be further empowered to co-opt any member to assist with the execution of his duties.

DUTIES AND POWERS OF THE CHAIRPERSON

33. The duties and powers of the Chairperson are as follows:
 - a) To ensure meetings are properly convened,
 - b) To confirm presence of a quorum,
 - c) To conduct meetings in such a manner so as to preserve the decorum thereof and to ensure the business is facilitated and the results thereof clearly and well defined,
 - d) To prevent irrelevant discussion and to disallow second by members on the same motion, except in the case of the proposer who may be accorded the opportunity to reply to any points raised by other speakers,
 - e) To put motions and amendments in proper form and to request voting in regard thereof, and
 - f) To give and maintain a ruling with regard to points of procedure.
34. The Vice-Chairperson will assist the Chairperson with the duties specified in Paragraph 33 and in the absence of the Chairperson, act as the Chairperson.

DUTIES OF THE HONORARY SECRETARY

35. The Honorary Secretary will be responsible for the following duties:
 - a) The maintaining of minutes of all meetings of the Society and the distribution thereof to members concerned,
 - b) The notifying of meetings to members concerned, such notification being in accordance with Paragraph 7,
 - c) The maintaining of a record of the names of members attending the Annual and Special General and Committee Meetings,
 - d) The receipt, handling and filing of correspondence of the Society,
 - e) The maintaining of an inventory of the property of the Society,
 - f) The maintaining of a fully amended copy of the Constitution, and
 - g) Act as the Nominated Person in terms of the Protection of Personal Information Act.

DUTIES OF THE HONORARY TREASURER

36. The Honorary Treasurer will be responsible for the following duties:
 - a) The maintaining of the books of account of the Society,
 - b) The receiving and banking of monies paid to the Society,

- c) The submitting of accounts in respect of purchases or services to the Committee for authorisation and payment thereof,
 - d) The maintaining of the record of dues and payments by members and notifying, together with the Honorary Secretary, members of dues outstanding at regular intervals,
 - e) The submission to the Committee of a list of dues by members outstanding at the end of the third month after Annual General Meeting as in paragraph 5(b),
 - f) The preparing of the annual revenue and expenditure account and the balance sheet for submission, in first instance to the Committee and, thereafter to the Annual General Meeting,
 - g) The submission of the financial state of the Society at Committee Meetings,
 - h) The preparing of the Treasurer's annual report for submission as in sub-paragraph (f) above, and
 - i) Arranging for the regular presentation of the records and accounts of the Society.
37. The Honorary Treasurer will open and maintain such records of accounts as are necessary for the recording of the financial transactions of the Society.
38. The Society shall open and operate its own banking accounts at recognised financial institutions.
39. The financial year of the Society ends on 28 or 29 February each year.
40. The Committee shall appoint auditors to conduct an annual audit of the books and accounts of the Society; such auditors shall not be eligible for election to the Committee.

INCOME AND PROPERTY OF THE SOCIETY

41. Equipment and other property required by the Society shall be purchased only on authority of the Committee:
- a) The organisation will keep a record of everything it owns.
 - b) The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
 - c) A member of the organisation can only get money back from the organisation for expenses that he or she has paid for on behalf of the organisation provided there is a written motivation and the committee has approved this expenditure.
 - d) Members or office bearers of the organisation do not have any rights over things that belong to the organisation.
 - e) At least three people who accept fiduciary responsibility for the Society, will not be connected persons in relation to each other. No single person may directly or indirectly control the decision-making powers of the Society. The three people shall be the Chairperson, Honorary Treasurer and another member of the Committee.
 - f) The Society is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established.
 - g) No member may directly or indirectly have any personal or private interest in the Society.
 - h) Substantially the whole of the activities of the Society must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group or section.

- i) The Society may not have a share or other interest in any business, profession or occupation which is carried on by its members.
- j) Substantially the whole of the funding of the Society must be derived from its annual or other long term members or from an appropriation by the government of the Republic in the national, provincial or local share.
- k) The Society may receive bequests from past members,
- l) The Society is not knowingly and will not knowingly become party to, and does not knowingly and will not knowingly permit itself to be used as a part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme in Section 103(5) of the Income Tax Act.
- m) No surplus funds will be directly or indirectly distributed to any person.

DISSOLUTION OF THE SOCIETY

42

- a) The Society may at any time be dissolved on the passing of a resolution by 75% majority of paid-up members present at an Annual General Meeting or a Special General Meeting, for at which at least 21 calendar days' notice be given stating the intention to propose such a resolution has been given to all members.
- b) On dissolution of the Society and after the satisfaction of all debts and liabilities, the remaining assets must be distributed to:
 - i. Another Society approved by the Commissioner in terms of the section,
 - ii. A public benefit organization approved in terms of section 30 of the Income Tax Act,
 - iii. A similar approved model engineering organization or any other institution, board or body which is exempt from tax in terms of section 10(1) (Ca)(i) of the Income Tax Act, with preference given to any other model engineering or model railway association,
 - iv. The Government of the Republic of South Africa in the national, provincial or local sphere.

43 Consumable and expendable stores obtained for the construction of projects shall not be classified as equipment or property, but will be recorded as a direct charge against the project concerned and debited to the expense account of the Society.

44 Redundant and obsolete equipment to be disposed of shall in the first instance, be offered to members of the Society and, if there are no acceptances, disposal by other means to the best advantage will be considered by the Committee.

SECTIONS

45 Sections in respect of the various interests of the members of the Society may be formed with the approval of an Ordinary General Meeting.

46 Each Section formed can compile applicable rules which will be submitted to the Committee for confirmation.

47 Sections may amend such rules but any such amendment will require confirmation by the Committee.

48 Each Section of the Society will maintain an inventory of major equipment and property over which it has control. The Honorary Secretary will, however maintain a

comprehensive inventory in which is reflected by which section equipment and property is being used. Major equipment is that valued at over R1000 per item of equipment.

49

- a) At least one month prior to the end of the Financial Year each Section will hold a meeting of its members for the purpose of Electing a Section Leader, and compiling an estimate of requirements for the ensuing year, stating probable costs, which will be submitted to the Honorary Treasurer.
- b) The committee will be informed of the name of the elected leader and will be furnished with details of the requirements of each section.
- c) Projects proposed by Sections with projected costs and proper full scale plans to be considered for approval by the Committee.

AMENDMENTS TO THE CONSTITUTION

- 50 Proposed amendments or alterations and additions to the Constitution will, in the first instance, be submitted to the Committee for consideration and recommendation.
- 51 After due consideration by the Committee, such amendments and alterations, with the recommendation of the Committee, will be circulated to members who will be given notice in terms of paragraph 7(b) of the Special General Meeting at which voting in respect of the proposed amendment(s) or alteration(s) will be conducted.
- 52 No amendment or alteration to the Constitution shall be effective unless it has been accepted at a Special General Meeting by not less than two thirds of the voting members present.
- 53 Members of the Society will be supplied with a copy of the accepted amendments or additions to the Constitution and such copy will be endorsed with the date of their acceptance and effectiveness.
 - a. The members of the committee, through the Honorary Treasurer, must submit any amendment of the Constitution or written instrument of the Society to the Commissioner of Income Tax within 30 days of its amendment.
 - b. The Society, through the Honorary Treasurer, must submit any amendment of the Constitution to the Commissioner South African Revenue Service.

COMPETITIONS

- 54 Judges for competitions organised by the Society will form a panel consisting of 3 officials, one of whom must be competent to judge the particular subject being judged.
- 55 A member appointed as a judge for a competition may not enter a model or any item for that competition.

APPENDIX 1

DISCIPLINARY CODE

TRANSGRESSION

DISCIPLINARY ACTION

PROPERTY PROTECTION	DISCIPLINARY ACTION
Unauthorised removal or possession of society or of member's property.	<ul style="list-style-type: none"> • <i>Written Warning</i> • <i>Disciplinary Hearing</i> (The outcome of which may be membership suspension or termination)
Misuse of Society equipment without relevant permission and training.	
Loss of society property as a result of carelessness.	

MEMBERS CONDUCT	DISCIPLINARY ACTION
	<ul style="list-style-type: none"> • <i>Verbal or Written Warning</i> • <i>Disciplinary Hearing</i> (The outcome of which may be membership suspension or termination)
Disruption of Society Meeting or Event, or be the cause of serious disruptions in interpersonal relationships.	
Improper behaviour towards members, use of foul language and indecent gestures.	
Serious violation of safety regulations, endangering the safety of others.	
Threatening or doing harm to members or the Society. Unauthorised weapons on the premises. Remarks construed as Crimen Injuria (a wilful injury to someone's dignity, caused by the use of obscene or racially offensive language or gestures.)	<ul style="list-style-type: none"> • <i>Disciplinary Hearing</i>

PUBLIC ESTEEM	DISCIPLINARY ACTION
Behaviour or remarks, written, verbal or electronic, to other members, either within or out of the Clubhouse grounds, which would negatively affect the good name of the Society.	<ul style="list-style-type: none"> ● <i>Written Warning</i> ● <i>Disciplinary Hearing</i> (The outcome of which may be membership suspension or termination)

CRIMINAL INVESTIGATIONS/ OFFENCES	DISCIPLINARY ACTION
Members found guilty of a criminal offence.	Disciplinary Hearing Membership may be Terminated

WRITTEN WARNING

*The Written Warning will be composed by the majority of the Committee Members after discussion at the next Committee Meeting after the transgression, and be sent to the Member by the Honorary Secretary.

*Members may contest the decision of the Committee at the next Committee Meeting with an appeal to be sent to the Honorary Secretary to be added to the Agenda of that Committee Meeting.

*The member may make representations in person or in writing.

DISCIPLINARY ACTION

*Disciplinary Action is dependent on the severity of the transgression and the discretion of the Committee.

*The Member will be informed of the Disciplinary Hearing.

*In instances resulting in a Disciplinary Hearing the member will only be able to make representations during the hearing and not before or after.

* Three Members of the Committee will sit at the Disciplinary Hearing, none of these Members will be associated in any way with the alleged transgression. These members will elect a Chairperson to lead the Disciplinary Hearing. The Minutes of the Hearing will be sent to the member involved and will be kept Confidential at all times.

THE CONSTITUTION WAS APPROVED AND ACCEPTED BY MEMBERS OF THE CAPE TOWN SOCIETY OF MODEL AND EXPERIMENTAL ENGINEERS AT THE SPECIAL GENERAL MEETING HELD ON THE 19TH JUNE 2024.

Signed by the following Officers of the committee:-

G de Vartek
Chairperson

G Raida
Vice Chairperson

C Reid
Honorary Treasurer

M Wood
Honorary Secretary