

## **CONSTITUTION OF THE CAPE TERRIER CLUB**

### **1. Interpretation**

Throughout this constitution and in any regulations framed under it, words importing the singular shall include the plural, words importing the masculine gender shall include the feminine and the neuter genders and vice versa unless such interpretation is inconsistent with the context thereof.

2. The name of the club shall be **THE CAPE TERRIER CLUB** hereafter referred to as "the club".

3. The club shall be affiliated with The Kennel Union of Southern Africa and shall observe the constitution, rules and regulations of that body.

4. The headquarters of the club shall be as determined from time to time by the committee, but shall be in the Cape Peninsula and the club shows shall take place within that area.

5. Objects of the club shall be :

5.1 To promote, encourage, foster and advance the breeding, well-being of and interest in the Terrier Breeds of dogs.

5.2 To maintain observance of and adherence to the Breed Standards of the Terrier Breeds of dogs as adopted from time to time by The Kennel Union of Southern Africa.

5.3 To organise and hold shows, match meetings, competitions in breed and other dog activities, including training for such activities.

5.4 To promote goodwill among all people interested in purebred pedigree dogs as well as towards purebred pedigree dogs and people interested in them.

### **6. Powers**

For the attainment of its objectives, the club shall be empowered :

6.1 To collect, canvas for and to accept subscriptions, donations, bequests, endowments and benefits of any nature for the club, from any persons or body or from any source whatsoever.

6.2 To invest the funds and assets of the club in securities nominated by the committee.

6.3 Subject to the approval of a two-third majority of members with voting rights present at a General or Special General Meeting :

6.3.1 To acquire or dispose of immovable property.

6.3.2 To mortgage the immovable property of the club and to mortgage or pledge the movable property of the club.

6.3.3 To create and issue debentures and to mortgage the immovable property of the club to secure such debentures.

6.4 To offer prizes and trophies in connection with any of the club's activities.

6.5 To arrange social functions for members and guests.

6.6 To design, register and issue any heraldic arms, badges or uniforms.

6.7 Generally to perform all such acts as may be expedient or necessary to further the interests of the club and objectives for which it is formed.

### **7. Trading and Income**

The club shall not engage in any activity or transaction which has as its object the financial gain of any person or persons or any institution other than the club. The income and property of the club shall be used solely for the pursuit of the club's objectives.

### **8. Trustees**

The Chairman of the club for the time being shall be the Trustee of the club in whom shall vest all movable and immovable property of the club, and who shall be entitled to sue and accept service in the name of the club. In handling the property of the club and in dealing with legal issues the Trustee shall always act on behalf of the club and in accordance with such direction

given or decisions made from time to time by the committee or passed by members in a general meeting of the club.

9. **Indemnity**

All office bearers and members of the club shall be indemnified by the club in respect of any legal liability incurred while acting on behalf of the club, provided they act in accordance with decisions given or decisions made from time to time by the committee or passed by members in a general meeting of the club.

10. **Membership**

10.1 Membership shall be open to any person who is not disqualified or suspended by The Kennel Union of Southern Africa.

10.2 There shall be five (5) classes of membership, viz :

10.2.1 Honorary Life Members - who shall be persons nominated by the unanimous vote of the committee and subsequently elected at the next Annual General Meeting of the club by a two-thirds majority of members with voting rights. Persons nominated for honorary life membership shall be those considered worthy of special recognition for services to the club or to dogdom or for an outstanding achievement in connection with dogs. An honorary life member shall enjoy the full privileges of membership of the club, free entrance fee and subscription and shall be entitled to vote as an ordinary member.

10.2.2 Life Members - being members who shall have been ordinary members for a period of not less than two (2) years, have been accepted by the unanimous vote of the committee and have paid the prescribed fee as determined by a two-thirds majority of members at an Annual General Meeting.

10.2.3 Ordinary Members - being over eighteen (18) years of age who are not otherwise defined in this section. An ordinary member shall be entitled to vote at all general meetings of the club.

10.2.4 Dual Membership - comprising either a husband and wife, two partners or two members having a dog registered in their joint ownership. Each member shall be entitled to vote at all general meetings of the club, provided they are over eighteen (18) years of age.

10.2.5 Junior Members - being persons not included in a family membership who are attending school for so long as they are attending school. Junior members may participate in the discussion of any matter before the club, but shall not be entitled to vote thereon.

10.3 The liability of each member shall be limited to the amount of the annual subscription.

11. **Application for Membership**

11.1 Application for membership shall be made in writing on the form prescribed from time to time, and shall be considered by the committee at its first meeting after the receipt of the application and until the acceptance by the committee has been conveyed to the applicant, he shall have no voting rights.

11.2 The committee shall have complete and absolute discretion to accept, refuse or defer any application.

12. **Lapsing of Membership**

Membership shall lapse :

12.1 Upon failure to pay entry fees and initial subscription within thirty (30) days of the date on which it becomes due.

12.2 Upon failure to pay a renewal subscription within sixty (60) days of the date on which it became due.

12.3 Upon the receipt by the Secretary of written notice of resignation. All fees, subscriptions and other monies due prior to the date of receipt of the notice of resignation shall remain due and payable.

12.4 Upon the death of a member.

12.5 In the event of any member, including life member and honorary life member, being convicted of any offence relating to cruelty towards or neglect of an animal.

12.6 Upon the member being disqualified or suspended by The Kennel Union of Southern Africa.

13. **Reprimand, Expulsion or Suspension of a Member**

13.1 Whenever by majority vote of the whole number of its members, the committee is of the opinion that the behaviour or conduct of a member has been harmful or prejudicial or injurious of the objectives, interest, good order or character of the club or of The Kennel Union of Southern Africa, the committee shall have the power to :

13.1.1 Reprimand such member in writing.

13.1.2 Suspend such member from all privileges of membership for a period not exceeding six (6) months in cases where in the opinion of the committee his conduct was not sufficiently serious to justify expulsion and a member who has been suspended shall not be entitled to the refund of any fee or subscription paid or due by him.

13.1.3 Expel such member who shall thereupon be debarred from all privileges of the club.

13.2 Before deciding to expel or suspend a member, such member shall be afforded full opportunity to explain his conduct to the committee.

13.3 A member who has been suspended or expelled shall have the right to appeal against his suspension or expulsion to the members of the club at a Special General Meeting. Such appeal must be lodged within thirty (30) days of receipt of notification of such suspension or expulsion from the Chairman or Secretary who shall take immediate steps to convene the Special General Meeting. At this meeting the case against the member shall be put by one member of the committee on behalf of the committee and the member shall be given an equal opportunity to defend himself. To reverse the committee's decision will require a two-thirds majority of members with voting rights present. The vote shall be taken by ballot.

14. **Subscriptions**

14.1 Entrance fees and subscriptions payable by the various categories of members shall be determined from time to time by the committee and may include special subscriptions from members participating in training.

14.2 Subscriptions shall be for one year, provided that in the case of new members joining in the second half of the club's financial year the subscription shall be half of the full year's subscription.

14.3 Renewal subscriptions shall become due and payable on 1<sup>st</sup> January in each and every year.

15. **Patrons, President and Honorary Vice-Presidents**

At each Annual General Meeting the members with voting rights may elect to invite such persons as they consider desirable to be Patrons, a President or Honorary Vice-President who shall hold office at the members' pleasure. The President and Honorary Vice-Presidents may also attend any meeting of the committee and participate in the discussions thereat but officers shall not, per se, carry any entitlement to vote.

16. **Management Committee**

16.1 The management and control of the club shall be vested in a committee consisting of not more twelve (12) and not less than six (6) committee members, all of whom shall :

16.1.1 Be members of the club;

16.1.2 Be not less than twentyone (21) years of age;

- 16.1.3 Be elected at an Annual General Meeting;
- 16.1.4 Hold office as hereinafter provided.
- 16.2 At its first meeting after the Annual General Meeting the committee shall :
  - 16.2.1 From among its number elect a Chairman and Vice-Chairman;
  - 16.2.2 Not necessarily from amongst its number, appoint an Honorary Secretary and Honorary Treasurer, who may be one and the same person.
- 16.3 Terms of Office : the committee elected at its first Annual General Meeting held under this constitution shall retire from office at the end of the next ensuing Annual General Meeting. All committee members upon conclusion of their term of office may offer themselves for re-election provided they remain eligible.
- 16.4 Vacancy : a member seat shall fall vacant is such member :
  - 16.4.1 Dies – from date of his death;
  - 16.4.2 Resigns – from date of such resignation;
  - 16.4.3 Is no longer a member of the club;
  - 16.4.4 Fails to attend three consecutive meetings of the committee without permission of the committee – from date of the third meeting he has failed to attend.
- 16.5 The committee may appoint a member of the club to fill any vacancy arising in terms of sub-section 16.4 above and such members shall hold office for the remainder of the term of office of the committee member he has replaced.

## 17. **Powers of Committee**

- 17.1 The committee shall have full power and authority to carryout all or any of the objectives of the club save where such powers are expressly reserved to a general meeting.
- 17.2 In addition but without prejudice to this general authority the committee shall have the power and authority :
  - 17.2.1 To make, vary and repeal regulations for the better conduct of the club.
  - 17.2.2 To appoint such committees and sub-committees as may be found necessary for the efficient administration of the club for any special purpose and to delegate thereunto such of its powers as it may seem desirable. Such sub-committees shall report back to the committee.
  - 17.2.3 To supervise the investment of the funds and assets of the club and the depositing of the club funds in a bank, building society or financial institution selected by it.
  - 17.2.4 To appoint the Honorary Treasurer, and at least one other person who may not be a close relative, to sign cheques or other negotiable instruments being a minimum of two signatures in all.
  - 17.2.5 To control the sale and issue of the club's registered heraldic arms, badges and uniforms.
  - 17.2.6 To take such disciplinary action in terms of this constitution as may be necessary.
  - 17.2.7 To seek the view of members upon any matter by means of a questionnaire, referendum or ballot to and from members.
  - 17.2.8 To perform all acts and deeds and do all things as are consistent with this constitution.
  - 17.2.9 To seek interpretation from The Kennel Union of Southern Africa of any provision of this and any rules and regulations made thereunder.

## 18. **Duties of Officers**

- 18.1 Chairman and Vice-Chairman
  - 18.1.1 It shall be the duty of the Chairman and Vice-Chairman to further the interests and prestige of the club at all times and to ensure that the provision of this constitution and any regulations framed thereunder are complied with and that all decisions of the club in a General Meeting and of the committee are carried into effect.
  - 18.1.2 The Chairman shall preside at all meetings of the club and the committee and in his absence the Vice-Chairman, if present, shall preside. If the Chairman and Vice-Chairman are both absent, the members present shall appoint from among

their numbers a member to preside at such a meeting and the person so appointed shall have and exercise the powers and functions which would have been exercised by the Chairman, if present.

18.2 Honorary Secretary

It shall be the duty of the Honorary Secretary :

18.2.1 To attend all General Meetings of the club and all the meetings of the committee and to maintain a correct record of the proceedings and decisions taken thereat. In the event of the Honorary Secretary being unable to be present at any meeting he shall ensure that the Minute Books, correspondence etc required at the meeting are handed to the Chairman or some member of the committee prior to the meeting. In such event the meeting shall nominate one of its members to act as Secretary at the meeting.

18.2.2 Subject to the control of the committee, to receive the correspondence of the club.

18.2.3 To ensure that all notices required by this constitution are properly given.

18.2.4 To maintain up-to-date, a register of members and their addresses.

18.3 Honorary Treasurer

It shall be the duty of the Honorary Treasurer :

18.3.1 To attend all the General Meetings of the club and all meetings of the club and all meetings of the committee. In the event of the Treasurer being unable to be present at any meeting he shall ensure that the Financial Books and any Financial Statement or report required at the meeting are handed to the Chairman or a member of the committee prior to the meeting. In such event it shall be the duty of the Honorary Secretary to inform the Honorary Treasurer of all decisions relating to financial matters taken at the meeting.

18.3.2 To maintain up-to-date, proper books of accounts reflecting the club's financial transactions and to reflect adequately the financial position of the club.

18.3.3 Subject to the control of the committee, to administer the finances of the club.

18.3.4 To collect and bank expeditiously all monies owing to the club and to disburse monies due by the club without undue delay.

18.3.5 To keep the committee informed at all times on the general financial position of the club.

18.3.6 To prepare a report on the financial transactions of the past year for presentation at the Annual General Meeting.

18.4 Auditor

18.4.1 At each Annual General Meeting an Auditor or suitably qualified Accounting Officer, who may not necessarily be a member and shall hold adequate experience to discharge his duties, shall be elected and shall create a compilation report which is in accordance with Generally Accepted Accounting Practice (GAAP) by the Institute of Chartered Accountants, shall verify the balance sheet and report thereon prior to the Annual General Meeting.

18.4.2 No member of the committee shall be eligible for appointment as auditor or Accounting Officer.

18.5 Other Officers

The duty of any other officer appointed by the club or the committee shall be laid down by the appointed body.

19. **Finance and Accounts**

19.1 The financial year of the club shall be the twelve months ending 31<sup>st</sup> December in each and every year.

19.2 No persons other than a person acting within the limits of any authority conferred upon him by this constitution or by the committee shall have the authority to give receipt for money or otherwise to enter into contract or arrangements having the effect of imposing any liability on the club or in any other way pledge the credit of the club.

19.3 The books of account to be kept by the Treasurer in terms of Section 18.3 of this constitution shall be open at all times to the inspection of any elected member of the committee.

20. **Meetings**

20.1 The Annual General Meeting

20.1.1 The Annual General Meeting shall be held not later than three (3) months after the close of the club year, on a date and at a time and place to be determined by the committee.

20.1.2 It shall be competent of any member to request that an item be placed on the agenda provided that such request is in the Secretary's hand not later than fourteen (14) days prior to the date of the meeting.

20.1.3 Notice stating date, time and place of the Annual General Meeting and including any proposal to amend the constitution shall be posted to all members not less than thirty (30) days before the date of such meeting.

20.1.4 The agenda for such meeting, which shall include the following items, shall be posted to all members not less than ten (10) days before the date of such meeting :

Notice convening the meeting;

Minutes of previous Annual General Meeting and of any Special General Meeting held since then;

Matters arising from the foregoing minutes;

Chairman's (or President's) report for the year;

Audited balance sheet and income and expenditure account for the year;

Motions for the amendment of the constitution as advised in the notice convening the meeting;

Matters submitted by the Executive Committee;

Matters submitted by members;

Election of officers and including the appointment of an auditor.

20.2 Special General Meeting

20.2.1 Special General Meetings shall be called :

(a) By direction of the committee;

(b) When required to consider any matter in terms of this constitution;

(c) On requisition (stating clearly in detail the purpose of the meeting) signed by not less than ten (10) members.

20.2.2 Notice stating the date, time and place of such meeting and setting out the business to be transacted thereat shall be posted to each member not less than thirty (30) days prior to the date of such a meeting.

20.2.3 A Special General Meeting requisitioned in terms of Sub-Section 20.2.1. (c) above shall be convened within six (6) weeks of the receipt by the Secretary of such requisition.

20.2.4 No business except that stated in the notice convening the meeting may be transacted at any Special General Meeting.

20.3 Committee Meetings

20.3.1 The committee shall meet for the dispatch of business as often as is necessary but not less than once every two months, provided that the Secretary shall convene a meeting of the committee immediately on receipt of a written request signed by at least five members of the committee and stating out in full the purpose of the meeting.

20.3.2 Not less than seven (7) days' notice of all meetings of the committee shall be given.

20.4 Non-Receipt of Notice

The non receipt by a member of a notice convening any meetings of the club or committee shall not vitiate the proceedings of such meetings.

21. **Quorums at Meetings**

Except where elsewhere provided, the quorum at any :

21.1.1 Annual or Special Meetings shall be fifteen (15) members with voting rights.

21.1.2 Committee meetings – one half of the full committee.

21.2 If at the expiration of twenty (20) minutes after the scheduled time of commencement of the meeting a quorum is not present, the meeting shall :

- 21.2.1 if it is a Special General Meeting called on the requisition of members – be abandoned;
- 21.2.2 in all other cases be adjourned to the same day, time and place one week later and, at such adjourned meeting, those members with voting rights present shall constitute a quorum and shall proceed with the business of the meeting.

## 22. **Voting**

- 22.1 At all general meetings of the club every member vested with a vote in terms of Section 10 shall be entitled to one vote. Matters before such meetings shall be decided by a simple majority of the votes except where specific majority is three or more voting members demand that such voting be conducted by ballot. If a ballot is so demanded it shall be by secret vote. The result of the ballot shall be deemed to be the decision of the meeting at which the ballot was requested.
- 22.2 As committee meetings each committee member shall have one vote. Matters before the committee shall be decided upon by a simple majority of the votes of those present and voting except where a specific majority is required in terms of this constitution.
- 22.3 At all meetings of the club or the club committee, the Chairman of the meeting shall, in the event of an equal number of votes cast for and against a motion, having a casting vote in addition to his deliberative vote.
- 22.4 Any members unable to attend, shall be allowed to vote by proxy provided these members are paid up.

## 23. **Amendment of the Constitution**

- 23.1 No alteration, amendment or addition to this constitution shall be made except at an Annual General Meeting properly convened and then only if not less than two-thirds of the members with voting rights who are present vote in favour thereof.
- 23.2 A proposal to alter, amend or add to this constitution may be submitted only :
  - 23.2.1 by the committee, or
  - 23.2.2 by a requisition signed by not less than ten (10) members addressed to the Secretary.
- 23.3 Notwithstanding Section 23.2 above, any member with voting rights may propose an amendment, alteration or addition to this constitution by submitting such proposal in writing and fully motivated, to the Secretary, who shall lay such proposal before the next meeting of the committee. The committee shall have discretion to determine whether or not the proposal will be submitted to a General Meeting.

## 24. **Dissolution of the Club**

- 24.1 Subject to the provision of Article 9(4) of the constitution of The Kennel Union of Southern Africa, any proposal to dissolve the club shall only be considered at a Special General Meeting convened for the purpose, and then only in terms of this section.
- 24.2 No proposal to dissolve the club shall be considered unless there are present not less than two thirds of the members with voting rights of the club at the time of such proposal, of whom not less than three quarters vote in favour of such proposal.
- 24.3 Immediately a decision to dissolve the club has been carefully taken in terms of this section, the committee shall forthwith liquidate the affairs of the club and, if there is any surplus of assets on realisation, such surplus shall be disposed of to another body or bodies of similar interests in the manner prescribed by the Special General Meeting at which the decision to dissolve the club was taken. Should there be no effective committee, then The Kennel Union of Southern Africa shall be empowered to approach a person to act in place of such committee.
- 24.4 If the dissolution of the club becomes necessary as the result of a merger with another club or organisation with similar objectives, the decision to merge shall be determined in the manner provided for in this section as for the dissolution of the club and the terms of such merger shall be approved at a Special General Meeting convened to consider the proposal to merge.