

BUFFALO CITY TRIATHLON



CONSTITUTION

Signed on the 11th September 2014, as amended, after adoption of logo and name change

CHAIRMAN

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1 **NAME**

The name of the organisation is: **BUFFALO CITY TRIATHLON.**

2 **INTERPRETATION**

Unless the context otherwise requires:

2.1 The singular includes the plural and vice versa;

2.2 The masculine gender includes the feminine or neuter gender and vice versa;

2.3 Natural persons include juristic persons and vice versa.

3 **DEFINITIONS**

Unless the context otherwise requires:

3.1 “BCT” means BUFFALO CITY Triathlon;

3.2 “Buffalo City” means the territory of the operation allocated to BCT by TSA;

3.3 “Chairman” means the Chairman of BCT;

3.4 “Duathlon” means an athletic contest, as a continuous or stage event comprising running and cycling;

3.5 “Financial Year” means the financial year of BCT;

- 3.6 “General Meeting” means a general meeting of members;
- 3.7 “ITU” means the International Triathlon Union;
- 3.8 “Members” means a fully paid-up member of BCT;
- 3.9 “Secretary” means the secretary of BCT;
- 3.10 “Treasurer” means treasurer of BCT;
- 3.11 “Triathlon” means a continuous or stage event comprising swimming or paddling, cycling and running. It is also used in the sense of an event and means any multi-disciplined event over which TSA has jurisdiction;
- 3.12 “TSA” means Triathlon South Africa;
- 3.13 “Vice Chairman” means the Vice Chairman of BCT.

4 JURISTIC PERSON

BCT is a juristic person with full legal capacity, and with the power to acquire, to hold and to alienate property, and with the capacity to acquire rights and obligations and having perpetual succession and the capacity to sue or be sued in its own name.

5 TERRITORY

BCT’s territorial jurisdiction is the Buffalo City Region, as defined by TSA.

6 AIMS

- 6.1 To promote, foster and administer the sports of triathlon, duathlon and aquathlon within Buffalo City;
- 6.2 To keep triathlon, duathlon and aquathlon free of racial and other improper discrimination and interference;
- 6.3 To maintain affiliation with the TSA;
- 6.4 To obtain recognition by, and liaise with, other sporting bodies;
- 6.5 To compile an annual triathlon and duathlon calendar;
- 6.6 To select representative teams and award representative colours;
- 6.7 As far as possible, to co-ordinate the calendar and other activities of BCT with that of TSA and abide by the Rules and regulations of TSA and ITU;
- 6.8 To raise funds for any purpose of BCT;
- 6.9 To promote both competitive and non-competitive participation in triathlons and duathlons within the Buffalo City region;
- 6.10 To do anything necessary or proper that is incidental to the foregoing.

7 MANAGEMENT

BCT is managed and controlled by:

- 7.1 General meetings;
- 7.2 EXCOM.

8 GENERAL MEETING

- 8.1 The highest authority of BCT is vested in the General Meetings, which may take the form of either an Annual General Meeting or a Special General Meeting.
- 8.2 General Meetings and adjourned General Meetings are held at the time, place and date determined by EXCOM, provided that an adjourned General Meeting shall be held not later than 30 days after the date of the meeting that was adjourned.

9 ANNUAL GENERAL MEETINGS

- 9.1 An Annual General Meeting shall be held as soon as may be convenient, but not later than two months after the end of the financial year.
- 9.2 Annual General Meetings are convened by EXCOM no less than 30 days clear notice in writing.
- 9.3 The notice must state the date, place and time of the meeting.
- 9.4 Any business may be contracted at an Annual General Meeting and shall include:
- 9.4.1 approval of the minutes of the previous Annual General Meeting;
 - 9.4.2 consideration of the Chairman's report for the preceding financial year;
 - 9.4.3 consideration of the Treasure's report for the preceding year;

9.4.4 election of the members of EXCOM of BCT.

9.5 Notices of Motion to be raised at an Annual General Meeting must be in writing and signed by not less than 3 members and must reach the Chairman or Secretary not less than 14 clear days before the meeting.

10 SPECIAL GENERAL MEETINGS

10.1 A Special General Meeting may, at any time, be:

10.1.1 convened by EXCOM;

10.1.2 requested by not less than 5 percent of registered members, which request must be in writing and must set out the purpose of the meeting and motions to be raised at the meeting.

10.2 Special General Meetings are convened by EXCOM on not less than 14 days clear notice in writing. If convened upon the request of members, the notice must be given within 14 days after receipt by the Chairman or the Secretary of the request.

11 PROCEEDINGS AT ANNUAL AND SPECIAL GENERAL MEETINGS

11.1 Save as otherwise provided for in this Constitution, the Chairman of a General Meeting shall determine the procedure of the meeting.

11.2 No business shall be transacted unless a quorum is present when the meeting is convened.

- 11.3 Save as otherwise provided in this Constitution, one-tenth of the paid-up members shall be the quorum.
- 11.4 If after 15 minutes after the designated starting time of the meeting a quorum is not present the meeting:
 - 11.4.1 if convened at the request of members, shall lapse;
 - 11.4.2 in any other case it shall commence forthwith and the members there present shall constitute a quorum.
- 11.5 A General Meeting, if a quorum was present at its commencement, may be adjourned by the Chairman with the consent of meeting.
- 11.6 If a General Meeting is adjourned, the adjourned meeting shall be convened by EXCOM on not less than 7 days clear notice in writing.
- 11.7 The notice of an adjourned meeting must state:
 - 11.7.1 the date, time and place of the adjourned meeting;
 - 11.7.2 the business to be transacted at the adjourned meeting;
 - 11.7.3 the reasons for the adjournment.
- 11.8 No business shall be transacted at an adjourned meeting other than business not finished at the meeting which was adjourned.
- 11.9 The Chairman of BCT shall preside as Chairman at General Meetings. If the Chairman is not available, the Vice Chairman shall preside as Chairman. If the Vice Chairman is not available, the members present in person shall elect one of their number as Chairman.
- 11.10 Election of the Executive Members of BCT shall be done by poll or by a show of hands.

- 11.11 A resolution put to the vote shall be decided by a show of hands, unless a poll is, before or on the declaration of a result of the show of hands, requested by a member, seconded by two other members. A declaration by the Chairman that a resolution has been carried or negatived and an entry to that effect made in the minutes, shall be conclusive proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 11.12 The request for a poll shall not prevent the constitution of a meeting for the transaction of business other than the question on which the poll has been requested.
- 11.13 All matters, except the amendment of this Constitution are decided by a majority vote. In the case of an equality of votes whether by a show of hands or on a poll, the Chairman shall have a casting vote.
- 11.14 Every proxy shall be in writing and in a form not rejected by the Chairman. A proxy holder shall be a member. A proxy shall remain in force for only the meeting for which it is given and an adjournment thereof.
- 11.15 The accidental omission to give notice of any General Meeting to any member shall not invalidate the proceedings at the meeting.

12 EXECUTIVE COMMITTEE

- 12.1 The Executive Committee (EXCOM) is, subject to the control and direction of the General Meetings, responsible for all matters not dealt with at the General Meetings.

- 12.2 EXCOM consists of up to 10 members, including a Chairman, Vice Chairman, Treasurer and a Secretary.
- 12.3 If the Secretary is employed in a paid position, the Secretary will have no voting rights and further not have signing powers upon any of BCT's accounts.
- 12.4 The members of EXCOM shall be elected at the Annual General Meeting, or if circumstances dictate, at a Special General Meeting specially convened for this purpose. Each member of EXCOM shall hold office for a period of two years, provided that neither the Chairman, Vice Chairman nor Treasurer shall be entitled to hold the same office for more than 2 consecutive terms.
- 12.5 Should the office of a member of EXCOM become vacant, EXCOM shall appoint a substitute to hold office until the next Annual General Meeting and may for this purpose co-opt members of EXCOM, provided that a substitute for the office of Chairman may not be a co-opted member of EXCOM.
- 12.6 EXCOM has the following powers, in addition to powers conferred upon it elsewhere in this Constitution:
 - 12.6.1 to make any by-laws which may not be inconsistent with this Constitution;
 - 12.6.2 to appoint sub-committees for any purpose, which must, unless otherwise directed, consist of members;
 - 12.6.3 to delegate powers and assign tasks to any person or sub-committee;

12.6.4 generally to do all things, proper or incidental to the management and control of BCT.

12.7 Any member of EXCOM who fails to attend two consecutive meetings of EXCOM without leave of absence from EXCOM shall forthwith vacate his office.

12.8 A member of EXCOM may be requested by EXCOM to forthwith vacate his office should he be found guilty of misconduct or serious neglect of his duties by EXCOM.

13 PROCEEDINGS AT EXECUTIVE COMMITTEE MEETINGS

13.1 Save as otherwise provided in this Constitution, the Chairman of a meeting of EXCOM shall determine the procedure for that meeting.

13.2 No business shall be transacted unless a quorum is present when the meeting is commenced.

13.3 Three or more members of EXCOM shall be a quorum.

13.4 The Chairman shall preside as Chairman at meetings of EXCOM. If the Chairman is not available, the Vice Chairman shall preside as Chairman. If the Vice Chairman is not available then the members present in person shall elect a Chairman.

13.5 All matters are decided by majority vote.

13.6 Each member has one vote.

13.7 There shall be no voting by proxy.

- 13.8 In the case of an equality of votes, the Chairman shall have a casting vote.
- 13.9 The accidental omission to give notice of any EXCOM meeting to any member entitled to be present shall not invalidate the proceedings at that meeting.

14 MEMBERS

- 14.1 Save as otherwise provided in this Constitution, EXCOM shall determine, and by means of by-laws prescribe:
 - 14.1.1 types of membership;
 - 14.1.2 terms and conditions of membership;
 - 14.1.3 procedure for application for membership;
 - 14.1.4 membership fees; and
 - 14.1.5 all other matters necessary, proper or incidental to membership.
- 14.2 EXCOM shall have the right to decline any membership application on good cause shown, subject to a right of appeal to TSA.
- 14.3 Membership may be cancelled or suspended by EXCOM, after a proper hearing has been afforded to the member, *inter alia*, if:
 - 14.3.1 the application procedure has not been followed; or

- 14.3.2 a material misrepresentation or mistake has been made in regard to the member in his application; or
- 14.3.3 a member is found guilty of improper conduct.
- 14.4 If membership is cancelled or suspended by EXCOM, the member may appeal to TSA.
- 14.5 Every member is bound by this Constitution and all by-laws, the provisions of which he is presumed to be aware of.
- 14.6 A member may resign in writing.
- 14.7 On termination or suspension of membership for any reason the member shall:
 - 14.7.1 remain liable for all sums still due and unpaid by him;
 - 14.7.2 not be entitled to recover any sums by reason of the termination or suspension of his membership prior to the end of the financial year.
- 14.8 No member shall have any right, title or interest to or in the property or funds of BCT.
- 14.9 Every member shall cause his electronic address (or his postal address where the member does not have an electronic address) or any change thereof, to be recorded with BCT.
- 14.10 Any notice or other communication to a member shall, if despatched to his electronic address (or his postal address where no electronic address is available) as recorded with BCT at the time of the posting, be deemed to have been received by such member.

14.11 Membership of BCT shall include membership of TSA.

14.12 The Domicile Rule:

14.12.1 A club may only be a member of BCT if the club's offices are located within BCT's territorial jurisdiction.

14.12.2 An athlete shall represent BCT if he / she is domiciled and/or predominantly races within BCT's territorial jurisdiction, unless clearance to do otherwise is obtained from BCT. An athlete may appeal the decision of BCT by way of a written application to TSA.

14.12.3 An BCT athlete shall only be a member of a club if the athlete and club are both registered as members of BCT, unless an athlete has, on written application, been granted special permission to the contrary by BCT, or failing that such permission has been granted on written appeal to TSA.

14.12.4 Except in an exceptional case, or where a club member has received no co-operation from the Club, there shall be no line of communication between a club member and the office of BCT. All communication will be done through the Club.

14.12.5 Except in an exceptional case or where a Club or a member not belonging to a club has received no co-operation from BCT, there shall be no line of communication between the Club and the office of TSA, except through BCT

15 **COLOURS AND BADGES**

Only athletes and officials nominated to represent BCT shall be entitled to the award of BCT Provincial Colours.

16 **RULES AND REGULATIONS**

16.1 The board may prescribe such rules and regulations not inconsistent with the Constitution relating to the management and operation of BCT as they deem expedient.

16.2 The Rules and regulations prescribed by EXCOM, which shall not be in conflict with any rule or regulation of TSA or ITU, shall be contained in either of the following: -

16.2.1 The Competition Rules

16.2.2 The Operations Manual

16.2.3 The Minutes and Resolutions of EXCOM.

17 **FINANCIAL YEAR**

The financial year of BCT shall accord with the financial year of TSA.

18 **SPONSORSHIP**

The obtaining of financial or material assistance for any purpose of BCT must be disclosed to/by EXCOM.

19 PUBLIC RELEASES

Any information regarding the business of the General Meeting, BCT or EXCOM shall not be released to the media, unless instructed and authorized by EXCOM.

20 REPRESENTATION AT TSA MEETINGS

BCT shall be represented at meetings of the TSA by the Chairman of BCT or by a delegate appointed by EXCOM.

21 FINANCE

21.1 The Treasurer is, subject to the control and direction of EXCOM, responsible for the administration of the finances of EXCOM.

21.2 Unless otherwise directed by EXCOM, all payments made by cheque shall be signed by, and all money electronic transfers or withdrawals shall be authorized by, any two members of EXCOM, provided that at least one of them shall be the Chairman or the Treasurer.

21.3 The closing of any bank or other account opened for any committee, and any transfers or withdrawals from such account, shall be authorized and signed for by any two members of EXCOM.

21.4 The financial records of any committee shall be audited, if so decided, by EXCOM. The auditors shall be appointed by EXCOM.

21.5 The General Meeting may require BCT to be audited by Auditors appointed by the General Meeting.

22 **AMENDMENTS**

22.1 This Constitution may only be amended by a General meeting, provided that:

22.1.1 The precise terms of any amendment are set out in the notice convening the meeting.

22.1.2 The amendment is carried by not less than two-thirds of the votes of the paid-up members present at such General Meeting.

22.2 Any amendment takes immediate effect unless the contrary is decided.

23 **CODE OF CONDUCT, DISCIPLINE AND COMPLAINTS**

23.1 The Code of Conduct and disciplinary procedures apply to all members including athletes and non – participating persons and athletes competing as part of the provincial team at National events, World Championships and World Cup events.

23.2 The Code of Conduct states: -

23.2.1 Members shall conduct themselves in a sporting manner

23.2.2 Members shall behave in a responsible, respectful and courteous manner towards team members, competitors, coaches, staff, officials, volunteers and members of the public while at competitions and while travelling.

23.2.3 Members shall not commit any act which would be considered an offence under any law within the Republic of South Africa or

the laws of the country in which the event takes place (insofar as they can reasonably be expected to be aware of those laws.)

23.2.4 Members shall conduct themselves in a manner consistent with commitment to excellence in sport competition including respect for quiet hours and appropriate treatment of alcohol or drugs.

23.2.5 Members shall respect private property such as accommodation.

23.2.6 Members shall be aware of and abide by the current provisions of doping prohibitions adopted by TSA and the ITU.

23.3 Contravention of the Code of Conduct may result in any one or more of the following sanctions: -

23.3.1 Written reprimand;

23.3.2 Suspension from the current competition;

23.3.3 Suspension from the team for a specified period of time;

23.3.4 Fine;

23.3.5 Probationary terms and conditions;

23.3.6 Suspension or expulsion from BCT

23.4 The board, the member in charge of Provincial teams, Provincial team managers and provincial team coaches have the authority to impose

reasonable disciplinary measures on members who do not adhere to the Code of Conduct.

23.5 The Disciplinary Procedure is as follows: -

23.5.1 When disciplinary action is being considered, the member shall receive notification of the following: -

23.5.1.1 The specific circumstances leading to the consideration of the disciplinary action;

23.5.1.2 Steps that can be taken to remedy the situation and a reasonable period of time during which those steps may be taken if applicable (for example verbal or written apology, payment of costs etc.)

23.5.1.3 Probable penalties that could be imposed.

23.5.2 Notification shall be given in writing unless exceptional circumstances dictate that notification be given verbally.

23.5.3 The member shall be provided an opportunity to present his/her view prior to the decision, whether orally or in writing.

23.5.4 Whenever possible, the disciplinary measure should be the result of a decision by a discipline committee of three (3) people from among EXCOM, the members in charge of provincial teams, provincial team managers or provincial team coaches.

23.5.5 The member shall be advised of the decision and reasons therefore promptly, and shall be advised of the appeal process available.

- 23.5.6 If circumstances dictate, a discipline committee or authorised personnel may issue a written reprimand, or suspend a member from the current competition, without written or verbal notification to the athlete. In these circumstances a full written report must be prepared and submitted to the Chairman within five (5) days. The appeal process remains available to the member.
- 23.5.7 The penalty imposed shall reflect the seriousness of the offence.
- 23.5.8 The member has the right to appeal a disciplinary action with the Appeal Procedure contained in Clause 22. It is recognised however that an appeal may not be possible prior to a member's removal from an event.
- 23.5.9 If a member has a concern of complaint relating to any official, administrator, registered person or fellow member, the member or his / her representative shall contact the Chairman within thirty (30) days after the issue arose. The member shall complete and file a written report in accordance with Form A hereto, with the Chairman or such person assigned by the Chairman for such matters who shall endeavour to resolve the issue to the satisfaction of the member within 30 days.
- 23.5.10 In the event that the Chairman or designate fails to assist the member within thirty (30) days of receiving notice the member may contact TSA and file a completed Form A.
- 23.5.11 EXCOM, who may appoint an ad hoc committee of three disinterested members from amongst its members to the Excom, shall endeavour to resolve the issue to the satisfaction of the members within 30 days. The ad hoc committee shall

allow the member to supply any additional material he / she considers relevant within 30 days and shall forward the submissions to the affected parties and allow them 30 days to respond. The member shall then be allowed a further 15 days to respond to the information received from the affected parties.

- 23.6 The time periods may be abridged by mutual consent.
- 23.7 The committee may receive written submission or hear oral submissions through a telephone conference or in person.
- 23.8 Where the ad hoc committee determines that sanctions are appropriate, the party sanctioned has the right to the appeal process.

24 APPEALS AND DISPUTES PROCEDURE

- 24.1 The principles underlying the appeals procedure are those of fairness and natural justice.
- 24.2 All appeals dispute referrals must be made within a reasonable period of time, provided that the Appeal Procedure at Race Events shall be as per ITU Operations Manual.
- 24.3 An Appeal will only be heard if there are sufficient grounds for appeal such as the person or committee appealed against: -
 - 24.3.1 Making a decision for which it did not have authority or jurisdiction;
 - 24.3.2 Failing to follow procedures laid out in the Constitution or approved policies of BCT;

- 24.3.3 Making of decisions that were influenced by bias;
- 24.3.4 Failing to consider relevant information or taking into account irrelevant information in making the decision;
- 24.3.5 Exercising its discretion for an improper purpose; and/or
- 24.3.6 Making a decision which was unreasonable.

24.4 Any person affected by a decision of an Authorised person or committee of BCT may appeal that decision by filing a written notice of Appeal stating the grounds upon which the appeal is based within 14 days of receiving notification of the decision.

24.5 If satisfaction is not obtained or there is any uncertainty about the decision, a written Notice of Appeal may be lodged with BCT who shall refer it to a sub-committee for recommendation.

24.6 EXCOM shall take a decision on the recommendation of the sub-committee.

25 DISSOLUTION OF BCT

25.1 The dissolution of BCT may only be affected by the AGM, provided that the following are met:

- 25.1.1 an interim committee is appointed to finalise the affairs of BCT;
- 25.1.2 such interim committee is appointed from the members of the EXCOM, a member of BCT's official auditors and two representatives appointed by EXCOM from the ranks of Club Members;

25.1.3 the official archives of BCT be placed in the care of the State Archives in terms of section 13(l)(B) of the Fund Raising Act, No. 107 of 1978.

25.2 BCT shall liquidate all its debts and liabilities, and any assets of whatsoever nature that may remain shall be donated or transferred to TSA.

25.3 No assets of any kind shall be distributed amongst the individual members of the BCT.

26 **EFFECTIVE DATE**

The effective date of the constitution shall be that of the first Annual General Meeting of BCT operating in conjunction with TSA, held in East London on the 30th day of OCTOBER 2008, all the provisions hereof having been duly ratified and adopted at such meeting.

27 **FORM A**

FORM A	
<u>To:</u>	
<u>From:</u>	
Name:	
Address:	
Phone:	Fax:
<u>DETAILS OF CONCERN OR COMPLAINT:</u>	
Please provide date, names, and positions of persons involved, and description of the circumstances leading to the concern or complaint. Provide names of witnesses if any.	
<u>RELIEF SOUGHT</u>	
Please indicate the relief you are seeking, that is, what do you consider appropriate to resolve your concern or complaint.	