

Constitution of the South African Gyroplane Association

An Aviation Recreation Organisation



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SOUTH AFRICAN GYROPLANE ASSOCIATION

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ARO 008*



1. Definitions and Abbreviations:

"**AGM**" means an Annual General Meeting

"**ARO**" means an aviation recreation organisation in terms of Part 149 of the Civil Aviation Regulations;

"**CAA**" means the Civil Aviation Authority of South Africa, a Schedule 3A public entity in terms of the Public Finance Management Act 1 of 1999;

"**CCM**" means a conventionally controlled microlight

"**Civil Aviation Regulations**" means the Civil Aviation Regulations, 2011 pursuant to the Civil Aviation Act 13 of 2009;

"**Constitution**" means this Constitution;

"**FAI**" means the Federation Aeronautique Internationale

"**LSA**" means a light sport aeroplane

"**Manual of Procedure**" means a manual of procedures of the ARO in terms of Part 149 of the South African Civil Aviation Regulation as read with the South African Civil Aviation Technical Standards.

"**Member Association**" means groups of members who each represent a formal associated section of the Aero Club of South Africa, each with a common purpose.

"**SAGPA**" means the South African Gyroplane Association, an ARO in terms of Part 149 of the Civil Aviation Regulations.

"**SGM**" means a Special General Meeting

"**GYR**" means a Gyroplane

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2. The Name

2.1 The name of the organisation is The South African Gyroplane Association.

3. Vision

3.1 Our vision is to preserve the freedom of recreational flight in South Africa.

4. Aims and objectives

4.1 The aim and objective of the organisation is:

- 4.1.1 To establish an ARO to officially represent recreational pilots as specified in the SAGPA MOP and approved by the designated body in terms of Part 149 or the SACAA.
- 4.1.2 To promote sport flying by means of flying events of either a recreational or competitive nature.
- 4.1.3 To ensure a duty of care to all members of the ARO.
- 4.1.4 To have the members' interests protected at all forums available to the organisation.
- 4.1.5 To communicate and provide relevant information to all members of the organisation
- 4.1.6 To offer advice to the members of the organisation.

5. Legal Capacity

5.1 SAGPA is a non-profit juristic organisation, established in terms of Part 149 of the Civil Aviation Regulation, which is capable of suing, or being sued, in its own name but acts through its Management Committee, where the relevant authorities are obtained and approved by necessary resolutions.

6. Members

6.1 The organisation will consist of ordinary members. Ordinary members are individuals who have been admitted to the organisation as prescribed below and have paid their prescribed annual SAGPA membership fee as determined from time to time.

7. Membership

- 7.1 Application for membership shall be done via the online membership system. SAGPA will have 7 days to vet any new membership applications.
- 7.2 Membership commences 7 days after confirmation of receipt of the membership fee should the applicant be accepted as a member. The Executive Committee may refuse any application for membership without assigning any reason, and any fees paid would then be refundable.
- 7.3 A register of members shall be kept by the Administration Officer.
- 7.4 No applicant shall be given membership to the organisation unless they comply to the terms and conditions of this Constitution, the Code of Conduct and the Manual of Procedure for SAGPA in force and any further changes to these documents that may be promulgated from time to time by the Committee or the organisation.
- 7.5 As a member of SAGPA, they shall be entitled to all the rights and privileges of such membership.

8. Membership fees

8.1 Membership fees will be set annually at the Annual General Meeting or a Special General Meeting called for this purpose, if this is not possible, then via the

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electronic means used to communicate with all members and a survey/voting system will be utilized.

9. Rights and privileges of Members

- 9.1 Every member shall be entitled to all the rights of a member of SAGPA and will be subject to the provisions of this Constitution and the Manual of Procedure of SAGPA to which it is attached.
- 9.2 The Executive Committee, or any other approved disciplinary structure created for this purpose, shall have the power and duty to enquire into any allegation against a member regarding misconduct or any act of omission which, in the opinion of the Executive Committee, is prejudicial to the interests of SAGPA or any of the objectives for which SAGPA exists. For the purpose of so enquiring, the Executive Committee, or any other disciplinary board, may call before it any member against whom the allegations are made. If, upon so enquiring, the Executive Committee finds such allegation of misconduct to have been proved, it may caution, suspend or expel such member from SAGPA, or require the member's resignation. A member expelled under this rule shall forfeit all rights in any claim upon the Association and its property, and shall not be entitled to reclaim any unexpired portion of any subscription fee.
- 9.3 The Executive Committee shall have the right to suspend any member pending an investigation by the Executive Committee of any allegations of any such misconduct.
- 9.4 In the conduct of such duties required by the provisions of this paragraph, the Executive Committee, or any other disciplinary board created for this purpose, shall be entitled to appoint a sub-committee to perform such duties envisaged above and to advise the Executive Committee, or any other disciplinary board created for this purpose, of their findings. The Executive Committee shall then take the final decision on the matter.
- 9.5 All members will have the privilege of group representation by SAGPA on all forums, legal entities and other, where SAGPA has representation.
- 9.6 All members shall be entitled to all the privileges offered by the organisation and shall have one vote at every General Meeting.

10. Termination of membership

- 10.1 Membership shall be terminated automatically under the following conditions:
 - 10.1.1 Upon receipt of a written cancellation;
 - 10.1.2 Non-payment of annual subscription fees;
 - 10.1.3 When the member is expelled from the Organisation by the Executive Committee in terms of the organisation's Manual of Procedures;
 - 10.1.4 On the death of the member;
 - 10.1.5 When the member fails to remain in good standing.
- 10.2 In the event of cessation of membership, all subscriptions paid shall be forfeited to the SAGPA.

11. Resignation of members

- 11.1 Members may resign by informing the Administration Officer in writing of such intention however this will not remove his liability for any subscriptions and/or debt due by him/her.
- 11.2 A member shall be deemed to have resigned from the organisation after handing in such written notification of resignation. The member shall have 14 days within which to retract his resignation.

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- 11.3 A member who has previously resigned or whose membership has lapsed may be readmitted to the organisation using the application process mentioned in section 7.0.

12. Management Committee

12.1 The Management Committee will be made up of

12.1.1 the Executive Committee:

- 12.1.1.1 A Chairman
- 12.1.1.2 A Vice-Chairman
- 12.1.1.3 Treasurer
- 12.1.1.4 Head of Technical

12.1.2 the Operational Committee:

- 12.1.2.1 National Safety Officer
- 12.1.2.2 Head of Training
- 12.1.2.3 Head of Competitions
- 12.1.2.4 Head of Transformation & Development Officer
- 12.1.2.5 Public Relations Officers
- 12.1.2.6 Administrative Officer (non-elective)

- 12.2 The SAGPA Management Committee shall be elected at the Annual General Meeting. The Management Committee members shall hold office until the following Annual General Meeting and shall be SAGPA members in good standing.
- 12.3 A nomination for membership of the Executive Committee that is not present at the Annual General Meeting shall be submitted in writing or by email to the administration officer of SAGPA prior to the commencement of the Annual General Meeting. Nominations must be signed by two SAGPA members, who are also in good standing. Electronically copied versions of signed documentation shall be acceptable for this purpose. Nominations at the Annual General Meeting will only be accepted if agreed to by the nominee.
- 12.4 Each member of the outgoing Management Committee shall automatically be available for re-election unless they have previously notified the Chairman, in writing or in person at or before the Annual General Meeting, that they will not be available for re-election.
- 12.5 Should there be more than one member nominated for any position on the Management Committee, a vote will take place, by show of hands at the Annual General Meeting unless there is an objection to this method, to determine the person for the position.
- 12.6 Only SAGPA members in good standing may vote in person in any election for changes to the constitution or for the election of office bearers.
- 12.7 The Executive Committee has the power to co-opt members in good standing to fill positions that might not have been voted for at the Annual General Meeting.
- 12.8 SAGPA members voted onto the Management Committee without a specific portfolio will assist the Management Committee members with their portfolios.
- 12.9 The Management Committee shall, at its first meeting, elect from amongst the members of the Management Committee a Chairman.

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- 12.10 Should any position on the Management Committee become vacant during the year, the Executive Committee has the power to appoint a person to fill the vacancy.
- 12.11 A quorum of the Management Committee shall be a minimum of four members.
- 12.12 Members of the Management Committee who have a commercial interest in any decision made by the Management Committee shall declare their interest and not vote on such a decision.
- 12.13 The Management Committee shall meet from time to time, to conduct the affairs of the organisation. This may be conducted in person or via electronic media. Skype, ZOOM or Whatsapp can be used for meetings. Each member of the Management Committee is required to attend at least two meetings and not miss more than two meetings consecutively without an apology. Failure to comply with this shall result in relinquishment of the post.
- 12.14 Management Committee decisions and discussions can be hosted on an electronic media group approved by the Management Committee, which shall be a closed group for the sole purpose of communications between Management Committee members.
- 12.15 A copy of the Minutes of all Management Committee meetings, signed by the Chairman, are to be held by the Chairman in an official minute book/file which shall be handed to any succeeding Chairman.
- 12.16 The minutes of any SAGPA Management Committee meeting may, at the discretion of the Executive Committee, be published on the SAGPA website.
- 12.17 The Secretary shall at any time, on the instruction of the Chairman, or upon the request of at least two Committee members, convene a meeting of the Committee.
- 12.18 In the absence of the Chairman, the elected Vice-Chairman shall automatically fill the position of the Chairman at Committee meetings.

13. Powers of the Management Committee

- 13.1 The Management Committee:
- 13.1.1 Shall have the authority and power to carry out any acts to further the objectives of SAGPA.
- 13.1.2 Shall manage and deal with all the business and related matters of SAGPA.
- 13.1.3 May acquire, hire or dispose of property, borrow money on the security of the assets of the Organisation and accept and administer any donation.
- 13.1.4 Shall determine the subscription fees to be paid by the members.
- 13.1.5 The Management Committee members shall have the power to form or authorise the formation or election of sub-committees for any special purposes and the delegation of its functions to the sub-committees. Each Management Committee member may also co-opt a member to the Management Committee to assist them with their portfolio.
- 13.1.6 All deputy Executive Committee members may attend committee meetings, at the expense of SAGPA, at the discretion of the Chairman.
- 13.2 All funds and assets of the Organisation shall be held in the name of the Organisation and vested in the Management Committee for the time being in trust on behalf of the Organisation.
- 13.3 Persons duly authorised thereto by the Management Committee shall sign all documentation and instruments required to be signed on behalf of the Organisation.

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14. Meetings of Members

- 14.1 An Annual General Meeting shall be held annually to:
- 14.1.1 Approve the minutes of the previous Annual General Meeting.
 - 14.1.2 Receive the reports of the Executive Committee.
 - 14.1.3 Review and adopt financial reports for the past year.
 - 14.1.4 Elect office bearers for the coming year.
 - 14.1.5 Deal with any general matters arising of relevance to SAGPA members.
- 14.2 The Annual General Meeting (AGM) shall be held before the 30th April in every calendar year
- 14.3 Special General Meetings (SGM) may be called by the Management Committee, provided such proposal is supported by two thirds of the Management Committee, or by any 20 members in good standing.
- 14.4 Notice of such meetings will be made to all paid up members, who have the right to vote at such meetings, in one or more of the following ways at least 21 days prior to the meeting date:
- 14.4.1 Published on the SAGPA official website: www.sagpa.co.za
 - 14.4.2 Electronic bulletin boards e.g. Avcom and Microlighters forum and WhatsApp Groups.
 - 14.4.3 Social Media Platform e.g. Official SAGPA Facebook page.
 - 14.4.4 Bulk emails to members.
- 14.5 The notice convening any General Meeting shall be published on the SAGPA website and the WhatsApp Members group prior to the commencement of the meeting and shall state the venue, date and time of the General Meeting, and shall be accompanied by the Agenda for the meeting and, in the case of the AGM, the financial statements of the organisation.
- 14.6 Any agenda:
- 14.6.1 for an AGM shall contain provision for General Matters; and
 - 14.6.2 for a SGM shall state the specific purpose/s of the meeting and shall provide detail of all proposed resolutions which are to be put forward for consideration at the meeting, which resolutions must be set out with sufficient clarity and specificity and be accompanied by sufficient information or explanatory material to enable members who are entitled to vote at the meeting to determine whether or not to participate in the meeting and to seek to influence the outcome of the vote on the resolutions.
- 14.7 In the case of a SGM only matters on the agenda, may be considered.
- 14.8 A quorum at an AGM or SGM shall be a minimum of six members present in good standing.
- 14.9 In the event of an AGM or SGM without the required quorum, the meeting shall be adjourned for 30 minutes. If a quorum is still not present after 30 minutes, the Chairperson shall determine whether the meeting shall proceed, irrespective of the fact a quorum is not present, or if the meeting will be postponed to a later date, provided that such meeting shall be postponed to a date which is no more than 3 months later. All decisions taken at a properly constituted meeting, including an adjourned or postponed meeting, shall be valid.
- 14.10 The Chairperson of the Committee or, in the Chairperson's absence, the Vice Chairperson shall preside at all meetings. If the Chairperson and Vice-Chairperson should be absent, the meeting will elect a Chairperson from those members in good standing present at the meeting.

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- 14.11 Matters shall be decided by a majority vote, unless otherwise prescribed in this Constitution.
- 14.12 Voting shall be by the show of hands or by secret ballot if requested by any member entitled to vote at the meeting, provided that the majority of members present and entitled to vote, sanction such request for a secret ballot, which sanction shall be indicated by a show of hands.
- 14.13 The Chairperson shall have a deliberative and a casting vote.
- 14.14 Any member who has a conflict of interest in any matter to be voted on at a General Meeting shall, immediately once discussion on the relevant matter commences, declare such interest and provide detail on the nature of the alleged conflict to the Chairperson. The Chairperson shall determine whether a conflict of interest exists. If the Chairperson determines that a conflict does exist, the member concerned should leave the meeting for the duration of the discussion and voting on the matter in question. A member who has a conflict of interest in any matter to be voted on at any meeting shall not be entitled to participate in the vote on the matter.
- 14.15 In the event that a vote of no-confidence in the Committee is accepted by a majority vote of members present at the AGM, or a SGM called for that purpose, an ad hoc committee consisting of at least 3 members, chosen from the members present at the AGM or SGM, as the case may be, must be elected by a majority vote of the members present at that meeting, to fulfil any duties that may require immediate attention, who will then hold office until a committee can be elected at an AGM or SGM called for that purpose. The AGM or SGM to elect the new committee must take place within 30 days of the date upon which the vote of no-confidence is carried.
- 14.16 Each member who is entitled to vote has one vote at any AGM or SGM.
- 14.17 A member who is entitled to vote at a meeting may, in writing, appoint a member entitled to vote to serve as his/her proxy and to vote on his/her behalf at the relevant meeting. Any member entitled to vote may not hold more than 2 proxies in respect of any matter to be put to the vote.
- 14.18 A copy of the Minutes of a General Meeting, signed by the Chairman, is to be held by the Chairman in an official minute book/file which shall be handed to any succeeding Chairman.
- 14.19 The official minute book of SAGPA shall be made available to any paid up member of the organisation on request to the Chairman.

15. Finance

- 15.1 The Management Committee shall keep proper books of account in respect of all financial transactions of the organisation and retain such records for a period of at least 5 years.
- 15.2 The Management Committee shall ensure that a copy of the Financial Statements of the Organisation shall be provided to members together with notice of, and presented at, the Annual General Meeting and be available for perusal by any member.
- 15.3 Before the Organisation incurs any loan or financing of any nature, whose value exceeds R100000, the Management Committee shall communicate
- 15.3.1 full details of such intention to all members, and
 - 15.3.2 call a Special General Meeting of members so as to obtain authority to proceed.

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15.4 Funds available for investment may only be invested at a registered financial institution as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984.

16. Misconduct and Prejudicial Conduct

16.1 Without prejudice to the generality thereof, misconduct and/or or conduct prejudicial to the interests of the organisation shall include the following:

16.1.1 Any material or repeated contravention of the provisions of this Constitution and/or ARO Manual of Procedures.

16.1.2 Failure to discharge any indebtedness to the Organisation after due demand.

16.1.3 Any material or repeated contravention of applicable aviation-related legislation any other aviation-related statutory regulation, no matter where the contravention occurred.

17. Disciplinary Action

17.1 The committee shall have the power to take disciplinary action against any member and for the purpose thereof shall have authority to:

17.1.1 Summons members to appear before the Executive Committee to explain their actions or to give evidence in any matter.

17.1.2 Withhold any or all Organisation privileges from a member for any length of time as deemed appropriate by the Committee after due process has been followed.

17.1.3 To expel any member from the Organisation after due process has been followed.

17.1.4 Delegate these powers other than the right of expulsion to a Sub-Committee.

17.1.5 The Executive Committee may cancel the membership of any member who has been found guilty, during disciplinary proceedings, of misconduct or conduct prejudicial to the interests of the organization.

17.2 The disciplinary process which shall be followed is as follows:

17.2.1 Upon receipt of a written complaint by the Executive Committee:

17.2.1.1 A formal meeting with the accused must be requested by the Executive Committee to explain the complaint. Minutes of the meeting must be compiled.

17.2.1.2 The Executive Committee may request a formation of a sub-committee to investigate the complaint and provide a formal report back to the Executive Committee. The Committee may summons the accused to attend a formal disciplinary hearing, based on the findings.

17.3 The Executive Committee shall notify the member of the decision of the Executive Committee to cancel such member's membership.

17.4 Any Management Committee member found, in a disciplinary hearing, to be guilty of misconduct or conduct prejudicial to the interests of the Organisation may be expelled from the Management Committee and be prohibited from serving on any Management Committee or sub-committee/s of the Organisation for a period of 2 years.

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- 17.5 A member disciplined as above shall not be entitled to any abatement or refund of his/her annual subscription fees and shall continue to be liable for any unpaid annual subscription fees and for any other amount due to the Organisation hearing, based on the findings.

18. Amendments to the Constitution

- 18.1 Notice of any amendment of the Constitution at an AGM or SGM will be notified to members using at least one of the communication methods stated above and such notice shall be given at least 21 days prior to the meeting date.
- 18.2 This Constitution may only be amended at an AGM or SGM called for that purpose by a majority vote of two thirds of the members present.

19. Dissolution

- 19.1 The liability of members is limited to the extent of their membership fees.
- 19.2 No member of SAGPA shall be responsible to contribute to the assets in the event of SAGPA being wound up, during the time of being a member.
- 19.3 If, upon the winding up or dissolution of SAGPA, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, same shall not be distributed amongst the current members of SAGPA, but shall be transferred to some other association of pilots having similar objectives.

20. Notification, Electronic Signatures and Voting at Meetings Other Than Meetings Physically Attended

- 20.1 Nothing in this constitution shall be construed so as to require original signatures in respect of electronic notifications except that such signatures shall be sufficiently evidenced by way of a digital representation (scan, photo, fax or other) on an email or attachment thereto, by way of an example, a signed and faxed or e-mailed copy of an appointment or proxy nomination shall be accepted.
- 20.2 By prior agreement, meetings enabled by computer, telephone or other device shall be conducted as if the meeting was held at a physical venue.

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