

# CAPE TOWN **UNICITY** TRIATHLON ASSOCIATION



CITY OF CAPE TOWN  
ISIXEKO SASEKAPA  
STAD KAAPSTAD

## CONSTITUTION

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## 1. NAME

The name of the Association is:

**THE CAPE TOWN UNICITY TRIATHLON ASSOCIATION**

## 2. INTERPRETATION

Unless the context specifies otherwise:

- 2.1 The singular includes the plural and vice versa;
- 2.2 The masculine gender includes the feminine or neuter gender and vice versa; and
- 2.3 Natural persons include juristic persons and vice versa.

## 3. DEFINITIONS

Unless the context specifies otherwise:

- 3.1 "Association" means the Cape Town Unicity Triathlon Association, a district in the Western Cape Province.
- 3.2 "Cape Town Unicity" means the territory of operation allocated to the Association by the Federation (TSA).
- 3.3 "Chairman" means the Chairman of the Association and of the Executive Committee;
- 3.4 "Club" means an affiliated triathlon club in good standing with the Association;
- 3.5 "District" means one of the demarcated areas within the Western Cape as described in **Annexure A: Districts of the Western Cape**.
- 3.6 "Duathlon" means an athletic contest, as a continuous or stage event, comprising of running and cycling;
- 3.7 "Executive committee" consist of 8 members, will be elected for a two year period, filling defined portfolios (refer to 12.2)
- 3.8 "Federation" means Triathlon South Africa (TSA)
- 3.9 "Financial year" means the financial year of the Association;
- 3.10 "General Meeting" means a general meeting of the Association and affiliated clubs;
- 3.11 "ITU" means the International Triathlon Union;
- 3.12 "Member" means a fully paid-up individual member, **affiliated Club, affiliated Academy or affiliated Team**, of the Association;
- 3.13 "Membership" means the membership of a fully paid-up individual Member, affiliated Club, affiliated Academy or affiliated Team.
- 3.14 "Region" means the Western Cape Triathlon Association;
- 3.15 "Secretary" means the secretary of the Association and the Executive

Committee;

3.16 "Treasurer" means treasurer of the Association and the Executive Committee;

3.17 "Triathlon" means an athletic contest, as a continuous or stage event, comprising of swimming, cycling and running;

3.18 "Vice-Chairman" means the vice-chairmen of the Association and the executive Committee; and

3.19 "In Writing" shall include the following means of communication: On paper, hand delivered or posted, FAX and Electronic Mail. SMS and Whatsapp messages do not qualify as written communication.

#### **4. JURISTIC PERSON**

The Association is a juristic person with full legal capacity.

#### **5. TERRITORY**

The Association operates a district within the Western Cape Province, as demarcated in Annexure A.

#### **6. AIMS**

6.1 To promote, foster and administer the sports of triathlon and duathlon;

6.2 To keep triathlon and duathlon free of racial and other improper discrimination and interference;

6.3 To maintain affiliation with Triathlon South Africa (TSA) and the Western Cape Triathlon Association (WCTA);

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 the Association with that of the Federation and abide by the rules and regulations of the TSA and the ITU, SASCOC and SRSA;

6.8 To raise funds for any purpose of the Association; and

6.9 To do anything necessary or proper incidental to the Association.

6.10 Contribute to the objectives of TSA as per their constitution.

#### **7. MANAGEMENT**

The Association is managed and controlled by:

7.1 General Meetings; and

7.2 The Executive Committee.

#### **8. GENERAL MEETINGS**

- 8.1 The highest authority of the Association is vested in General Meetings, being either Annual General Meetings or Special General Meetings.
- 8.2 General Meetings and adjourned General Meetings are held at the time, place and date determined by the Executive Committee, 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 three months after the end of each financial year.
- 9.2 Annual General Meetings are convened by the Executive Committee by not less than 21 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 treasurer's report for the preceding financial year;
  - 9.4.4 Election of the members of the Executive Committee of the Association.
- 9.5 Notices of motions to be raised at an Annual General Meeting must be in writing and signed by Club chairman and must reach the Chairman or Secretary not less than 14 clear days before the meeting.
- 9.6 Nominations for positions on the Executive have to be submitted to the Secretary in writing at least 14 days before the AGM. Nominations allowed from the floor if required.
- 9.7 Nominees to be fully paid up TSA members

## **10. SPECIAL GENERAL MEETINGS**

- 10.1 A Special General Meeting may, at any time, be –
  - 10.1.1 Convened by the Executive Committee;
  - 10.1.2 Requested by not less than 5 percent of registered members, which request must be in writing and motions to be raised at the meeting.
- 10.2 Special General Meetings are convened by the Executive Committee by 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 in this constitution, the chairman of a General Meeting shall determine the procedure for that meeting.
- 11.2 No business shall be transacted unless a quorum is present when the meeting is commenced.
- 11.3 Save as otherwise provided in this constitution, fifty percent plus one of all Clubs that are active and in good standing shall constitute a quorum. Criteria for "Clubs in good standing" are defined in Annexure C: Club Affiliation.
- 11.4 If half an hour after the designated starting time a quorum is not present, the meeting, if convened upon the request of members, shall lapse. In any other case it shall be adjourned. If at the adjournment meeting a quorum is not present within half an hour after the designated starting time, the Clubs present shall be 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 the meeting.
- 11.6 If a General Meeting is adjourned, the adjourned meeting shall be convened by the Executive Committee by 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 reason 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 the Association shall preside as chairman at General Meetings. If the Chairman is not available, one of the vice-chairmen shall preside as chairman. If one of the vice-chairman is not available, the Clubs present shall elect one of their number as chairman.
- 11.10 Election of the Executive Members of the Association shall be done by poll.
- 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 Club, seconded by two other Clubs.
- 11.12 A declaration by the Chairman that a resolution has been carried or dismissed, and an entry to that effect in the minutes, shall be conclusive of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 11.13 The request for a poll shall not prevent the constitution of a meeting from the transaction of business other than the question on which the poll has been requested.
- 11.14 All matters, except amendment of this constitution, are decided by 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.
- 11.15 No proxy votes are allowed. Only Registered Clubs, in good standing, and present at the meeting, may vote.

## **12. EXECUTIVE COMMITTEE**

- 12.1 The Executive Committee is, subject to the control and direction of General Meetings, responsible for all matters not dealt with by General Meetings.
- 12.2 The Executive Committee consist of 8 members will be elected for a two year period filling the following portfolios
- Chairman,
  - Vice-Chairman
  - Secretary
  - Treasurer
  - Development and Transformation
  - Events / Sanctioning
  - Technical
  - Membership
- 12.3 The Executive Committee may nominate as many additional members to serve as non-executive members as they deem necessary.
- 12.4 The members of the Executive Committee are elected every two years by the Annual General Meeting to hold office for two years. Non-Executive members to serve on any sub-committees may also be elected at the Annual General Meeting.
- 12.5 Should the office of a member of the Executive Committee become vacant, the Executive Committee shall appoint a substitute to hold office until the next Annual General Meeting, and may for this purpose co-opt members on to the Executive Committee. A substitute for the position of Chairman may not be a co-opted member of the Executive Committee.
- 12.6 The Executive Committee 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-committees;
- 12.6.4 Generally to do all things necessary, proper or incidental to the management and control of the Association.
- 12.7 Any member of the Executive Committee who fails to attend two consecutive meetings of the Executive Committee without leave of absence, shall, unless he explains his absence to the satisfaction of the Executive Committee, forthwith vacate his office.
- 12.8 A member of the Executive Committee may be requested by the Executive Committee to forthwith vacate his office should he be found by the Executive Committee to be guilty of misconduct or serious neglect of his duties.
- 12.9 The Chairman is entitled to attend and take part at any meeting of which he is not a member.
- 12.10 Clubs will be invited to attend a meeting with the executive bi-annually.

### **13. PROCEEDINGS AT EXECUTIVE COMMITTEE MEETINGS**

- 13.1 Save as otherwise provided in this constitution, the chairman of a meeting of the Executive Committee 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 the Executive Committee shall be a quorum.
- 13.4 The Chairman shall preside as chairman at meetings of the Executive Committee. If the Chairman is not available, one of the Vice-Chairmen, elected by the members, shall elect a chairman.
- 13.5 All matters are decided by majority vote.
- 13.6 There shall be no voting by proxy.
- 13.7 Each Executive Committee member has one vote.
- 13.8 In the case of an equality of votes, the chairman shall have a casting vote.

### **14. MEMBERS**

- 14.1 Save as otherwise provided in this constitution, the Executive Committee 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 of membership;
  - 14.1.4 Membership fees; and
  - 14.1.5 All other matters necessary, proper or incidental to membership.
- 14.2 Application for **individual membership** is approved by the Executive Committee according to **Annexure B: Individual Affiliation**.



- 14.3 Application for **Club affiliation** is approved by the Executive Committee according to **Annexure C: Club Affiliation**.
- 14.4 Application for Academy affiliation is approved by the Executive Committee according to **Annexure D: Academy Affiliation**.
- 14.5 Application for Team affiliation is approved by the Executive Committee according to **Annexure E: Team Affiliation**.
- 14.6 Membership or Affiliation of individuals or **entities** may be cancelled or suspended by the Executive, inter alia if:
- 14.6.1 The application procedure has not been followed; or
- 14.6.2 A material misrepresentation or mistake has been made in regard to the member / **entity** in the application;
- 14.6.3 A member / **entity** is found guilty of improper conduct.
- 14.7 If Membership is cancelled or suspended by the Executive Committee, the member may appeal to the Executive Committee.
- 14.8 Every member / **entity** is bound by this constitution and all by-laws, the provisions of which he is presumed to be aware of.
- 14.9 A member / **entity** may resign in writing.
- 14.10 On termination or suspension of membership for any reason the member / **entity** shall:
- 14.10.1 Remain liable for all sums still due and unpaid by him;
- 14.10.2 Not be entitled to recover any sums by reason of the termination or suspension of his membership prior to the end of a financial year.
- 14.11 No member/ **entity** shall have any right, title or interest to or in the property or funds of the Association.
- 14.12 Every member shall cause his contact details or any change thereof to be recorded with the Association.
- 14.13 Any notice or other communication to a member shall, if emailed to his latest email address as recorded with the Association at the time of the emailing, be deemed for all purposes to have been received by such member.

## **15. FINANCIAL YEAR**

The financial year to coincide with that of TSA. That of the 1<sup>st</sup> of September to the 31<sup>st</sup> of August.

## **16. SPONSORSHIP**

The obtaining of financial or material assistance for any purpose of the Association must be disclosed to the Executive Committee.

No outside sports promoter or race organiser, may host an event within our territory, without following the laid down SASCOC conditions to hosting an event.

## **17. PUBLIC RELEASES**

Any information regarding business of General Meetings, the Association or the Executive Committee shall not be released to the media unless instructed by the Executive Committee.

## **18. TSA REPRESENTATION**

The Association shall be represented at meetings of the TSA by the Chairman of the Association or by a delegate appointed by the Executive Committee.

## **19. FINANCE**

19.1 The Treasurer is, subject to the control and direction of the Executive Committee, responsible for the administration of the finances of the Executive Committee.

19.2 Unless otherwise directed by the Executive Committee, all payments by any committee shall be made by EFT, which shall be authorized by two members of the Executive Committee.

19.3 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 the Executive Committee.

19.4 The financial records of any committee shall be audited if so decided by the Executive Committee. The auditors shall be appointed by the Executive Committee.

~~19.5 Books to be audited within 3 months of year end in order to be presented at the AGM.~~

19.6 ~~Audited and~~ Accepted statements to be submitted to TSA, by the 30<sup>th</sup> of November.

19.7 Financial statements will be forwarded to the clubs ~~bi~~annually.

## **20. AMENDMENT**

This constitution may be amended by a General Meeting, provided that:

20.1 The precise terms of any amendment are set out in the notice convening the meeting;

20.2 The amendment be carried by not less than two-thirds of the votes of the eligible Clubs present at such General Meeting.

20.3 Annexures to this Constitution may be amended by the Executive Committee.

## **21. DECLARATION**

Cape Town Unicity Triathlon Association hereby adopts and accepts this constitution as a current operating guide.

Date: 2017-08-23

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Chairman

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Vice Chairman

## 22. ANNEXURE A: Districts of the Western Cape

The City of Cape Town is a district of the Western Cape, covering the area as shown on the Map below.



### 22.1 Western Cape Municipalities

22.1.1 City of Cape Town Metropolitan

22.1.2 Cape Winelands District

22.1.3 Central Karoo District

22.1.4 Eden District

22.1.5 Overberg District

22.1.6 West Coast District

## **23. ANNEXURE B: Individual Membership**

- 23.1 Individual members will apply for membership of the Association in accordance with procedures put in place by the Association and Federation.
- 23.2 Individual members will apply, and pay the required fee, for one of the following memberships:
  - 23.2.1 Full Triathlon South Africa Racing License
  - 23.2.2 Recreation Triathlon / Duathlon License
  - 23.2.3 Junior Triathlon South Africa Racing License
- 23.3 Individual members must be paid-up members of an affiliated Club.
- 23.4 Individual membership will be approved by the Association and the applicable affiliated club.
- 23.5 Individual members will be required to race in registered Club, or registered Team, kit at sanctioned events. Members not racing in registered kit will not be eligible for category prizes.
- 23.6 Individual members may transfer from one affiliated Club to another, provided that the transfer is done in accordance with procedures put in place by the Association.

## **24. ANNEXURE C: Club Affiliation**

- 24.1 Clubs wishing to affiliate with the Association will apply in writing to the Association.
- 24.2 All affiliated clubs will be notified of any new clubs applying for affiliation.
- 24.3 Affiliated Clubs will be given the opportunity to comment on the affiliation of new clubs.
- 24.4 Affiliated clubs must have at least TEN members registered with the association.
- 24.5 Affiliated Clubs are required to provide the Association with the following documents, by the 30th of September each year:
  - 24.5.1 The Club's Constitution.
  - 24.5.2 Financial statements of the Club's most recently completed financial year.
  - 24.5.3 Minutes of the club's most recent AGM.
  - 24.5.4 Names of person's on the club's Management Committee. (See guidelines in 2.6 below)
  - 24.5.5 Details and Images of the official Club Kit.
- 24.6 A club is defined as a non-profit organization consisting of members with a common interest in the sport. A club's goal is to promote the sport and make it accessible to the wider community. The Association does not want to prescribe how clubs are constituted or managed but it will impose some restrictions in terms of the commercial interests of a club's management:
  - 24.6.1 A club's name may not be the same as that of a commercial business.
  - 24.6.2 Club title sponsorship by a commercial company must be approved by the Association.
  - 24.6.3 A club's Management Committee must consist of at least 4 persons.
  - 24.6.4 The number of person's on a club's Management Committee with commercial interests in the sport may not exceed 50% of the club's Committee.
  - 24.6.5 No more than 30% of the club's committee may consist of persons with commercial interest in the same company.
- 24.7 The Association reserves the right to evaluate a club's Committee and operations in terms of commercial interests and financial gain.
- 24.8 The Association reserves the right to impose an Affiliation Fee for Club Registration.
- 24.9 Clubs shall be considered in good standing with the Association if the above conditions are met and all monies due to the association by the Clubs are settled.

## **25. ANNEXURE D: Training Academy Affiliation**

- 25.1 A Training Academy, commercial or non-profit, may apply to the association to register an Academy with approved kit to be worn at sanctioned events.
  - 25.1.1 An Academy must consist of at least FOUR members, who are registered with the Association through an Individual Membership as defined in Annexure B.
  - 25.1.2 Registered Academy athletes must also be members of an Affiliated Club.
  - 25.1.3 All members of a single Academy do not have to belong to the same club.
  - 25.1.4 The Academy must provide details and images of their kit to the Association for approval.
- 25.2 The Association reserves the right to impose an Affiliation Fee for Academy Registration.
  - 25.2.1 As a general guideline, an affiliation fee will be imposed if less than 60% of an Academy's Athletes are registered with the Association (Individual Members).

## **26. ANNEXURE E: Team Affiliation**

- 26.1 A team of individual members may apply to the association to register a Team with approved kit to be worn at sanctioned events.
  - 26.1.1 A Team must consist of at least FOUR members, who are registered with the Association through an Individual Membership as defined in Annexure B.
  - 26.1.2 Registered Team members must also be members of an Affiliated Club.
  - 26.1.3 All members of a single team do not have to belong to the same club.
  - 26.1.4 Teams must provide details and images of their kit to the Association for approval.
  
- 26.2 The Association reserves the right to impose an Affiliation Fee for Team Registration.