

# BMW Running Club Constitution

## 1. DEFINITION AND ABBREVIATION OF TERMS

The following terms and definitions are used in this constitution.

1.1 BMW: BMW (South Africa) (Pty) Ltd

1.2 Permission Agreement: Refers to the official agreement entered into between BRC and BMW, which grants BRC the rights to use the designation “ BMW Running Club” as part of the Club’s name and to use the designation “BMW” and the BMW Logo within the scope of club-regulated activities, in accordance with the provisions specified in the Permission Agreement.

1.3 BRC: BMW Running Club

1.4 Members: All persons that have subscribed to BRC

1.5 Members in good standing: All persons that have subscribed to BRC and have paid all subscription monies in full.

1.6 Club Year: The period from 1 January of any given year to 31 January of the following year.

1.7 Executive Committee Consists of "The Chairperson", "Vice Chairperson", "Secretary", "Treasurer", "Administrative and Compliance Manager", "Social and Events Manager" and two additional members.

1.8 EXCO: Executive Committee

1.9 Honorary Members: Members as approved by Executive Committee and the Annual General Meeting in accordance with the approved criteria procedure.

1.10 Social members: Persons that have paid subscriptions to BRC but are not registered with the ASA.

1.11 A.G.N.: Athletics Gauteng North

1.12 A.S.A.: Athletics South Africa

1.13 A.G.M.: Annual General Meeting

1.14 S.G.M.: Special General Meeting

## 2. NAME AND LEGAL PERSON

2.1 BRC will be known as BMW RUNNING CLUB,

2.2 BRC is a legal entity and shall, through its authorized representatives:

2.2.1 To exist independently from its members or office bearers.

2.2.2 To maintain existence despite changes in membership and office bearers.

2.2.3 To have the right to own and sell property, whether movable or immovable.

2.2.4 Incur legal liabilities and obligations, distinct from those of its members or office bearers.

2.3 The BRC is a non-profit organization and members or office-bearers have no rights in the property or other assets of the organisation solely by virtue of their being members or office-bearers.

2.4 BRC acknowledges that it operates independently of BMW and with the express permission of BMW.

2.5 BRC and BMW are separate and distinct legal identities and neither entity shall accept or accrue any liabilities or obligations on behalf of the other entity.

2.6 BRC agrees that no liability or responsibility for the actions, decisions, or obligations of the BRC shall extend to or fall upon BMW.

### **3. COLOURS**

3.1 The colour of the running apparel and usage of logo's will be in accordance with regulations prescribed by ASA, BMW Corporate Identity Rules and the Permission Agreement.

3.2 The shorts will be Black or nearest available colour.

3.3 No stripes are allowed on the running vest or running shorts.

3.4 Tracksuits, t-shirts, golf shirts, caps or any other BRC clothing accoutrements will be as determined and accepted by the Executive Committee in consultation with members and in adherence to the guidelines established by BMW and the Permission Agreement.

3.5 No badges of any kind are allowed on the official Club clothing, except as prescribed by ASA or permitted by the terms of the Permission Agreement with BMW.

3.6 Any change to club colours may only be made at an AGM or SGM, if affirmed by a two-thirds majority of members present at such a meeting and in compliance with the provisions of the Permission Agreement with BMW.

### **4. OBJECTIVES**

4.1 To promote athletics in general and road running in particular in such a way that it is in accordance with the rules and regulations of ASA and AGN.

4.2 To uphold the regulations regarding amateur status and the right of Members to participate in terms of such regulations.

4.3 To ensure that no religious, political, racial or other discrimination is allowed in road races under its control.

4.4. To promote road running, especially among the residents of Gauteng and surrounding areas.

4.5 To exercise any functions with regards to the promotion of road running that may be DIRECTORATE NON-PROFIT ORGANISATIONS DEPT OF SOCIAL DEVELOPMENT required under the circumstances. CHIEF

4.6 To obtain and receive funds on behalf of BRC, and to undertake and meet financial obligations for, or in connection with, the execution of any of the duties or activities of BRC.

## **5. PROMOTION OF OBJECTIVES**

In order to achieve the above objectives, BRC is entitled to, amongst others, perform the following:

- 5.1 Acquisition and / or creation of suitable grounds, buildings, equipment and other facilities required for the hosting and organizing of amateur races.
- 5.2 Entering into negotiations and execution of contracts and agreements as may be necessary for the promotion of races.
- 5.3 Investigating any offence or irregularities regarding the constitution of BRC and of ASA, and to initiate appropriate actions.
- 5.4 Hosting annual Club Championships over such distances as may be determined from time to time by the Executive Committee and sponsorships permitting.
- 5.5 Hosting and presenting time trials over distances as prescribed by the Executive Committee from time to time.
- 5.6 Awarding honorary colours, trophies, medals and certificates as determined by the Executive Committee, within the framework of such conditions as apply and as may be amended from time to time.
- 5.7 To work with other clubs and organizations to promote road running in Gauteng and surrounding areas.
- 5.8 Subject to the provisions of the Executive Committee, to levy and collect fees and to acquire sponsors to reach the identified prescribed goals.
- 5.9 To elect patrons, honorary presidents, vice presidents, honorary chairpersons and honorary Members, provided that any nominations be submitted and motivated, as per the approved framework, at the AGM.

## **6. MEMBERSHIP**

- 6.1 membership is open to all persons.
- 6.2 Returning Members must submit their application, as well as pay their membership renewal fees (annually) on or before the 30th November, for membership of the following year.
- 6.3 New members are allowed to join anytime.
- 6.4 Applications for new membership/renewal are to be sent to Executive Committee

6.5 All applications for new/renewal membership are subject to the approval of the Executive Committee.

6.6 Social members are not required to be registered with ASA.

## **7. THE EXECUTIVE COMMITTEE**

7.1 The Executive Committee shall consist of:

7.1.1 Chairperson

7.1.2 Vice-Chairperson

7.1.3 Secretary

7.1.4 Treasurer

7.1.5 Administrative and Compliance Manager

7.1.6 Social and Events Manager

7.2 Every member of the Executive Committee as set out above shall be entitled to one vote at Executive Committee Meeting with the exception of the Chairperson, who in addition to a deliberate vote shall also have a casting vote.

7.3 Members of the Executive Committee, as set out above, shall be elected annually at the AGM of BRC.

7.3.1 The names of the nominated member as set out above must be submitted to the Secretary within 14 days after the date of the notice of the AGM.

7.4 Vacancies in the Executive Committee:

7.4.1 Should the Chairperson position become vacant, the Vice Chairperson shall immediately assume the position of Chairperson until the Secretary convenes a Special General Meeting where a new Chairperson will be elected.

7.4.2 Should any other Executive position become vacant, the remaining members shall have the power to fulfil such a vacancy, until the Secretary convenes a Special General Meeting where a replacement will be elected.

7.5 Executive Committee shall meet at least once a quarter

7.5.1 Agendas must be circulated at least 7 (seven) days before the date of the meeting to all members on the EXCO.

7.6 Indemnity of EXCO members

The members of the EXCO and all Officers of BRC shall be indemnified in respect of any claims against BRC, the Committee or its members, both individually or collectively, arising out of their activities in their capacities as members and officers.

## **8. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

The Executive Committee is the highest executive authority of BRC. Its rulings and decisions are final. The EXCO has the authority to:

8.1 Appoint Sub Committees for purposes it may deem necessary to further the aims and interests of BRC.

8.2 To raise or receive any funds or donations which can be used for the benefit and development of BRC.

8.3 To prepare Annual reports and financial statements for submission to the AGM.

8.4 Fulfilment of any contracts or engagements entered into by the Executive Committee.

8.5 To hear and consider all disputes between members and to pronounce a judgement.

8.6 To enforce the rules of ASA.

8.7 To expel or suspend any member of BRC for conduct detrimental to the interest of BRC, or refuse to accept any application of membership without giving a reason.

## **9. EXECUTIVE MEETINGS**

9.1 EXCO meetings will be chaired by the Chairperson, in his/her absence the ViceChairperson, in the absence of both, such Member as elected by the meeting.

9.2 Five members of the EXCO will form a quorum.

9.3 The minimum time to give notice of absence for any EXCO meeting is 24 hours.

9.4 Voting will be by way of a show of hands unless at least one third of the Members present request or accept a secret ballot.

9.5 The Chairperson has the casting vote.

9.6 Voting by proxy is not permitted.

9.7 Minutes of the proceedings of all meetings will be taken, and the minutes of each meeting shall be circulated for inspection, and submitted for approval at the next meeting.

9.8 The agenda and minutes of each meeting are to be circulated to all Members of the EXCO.

9.9 Any EXCO Member who is absent for 3 or more meetings without an acceptable apology, will forfeit his / her position after consideration by the Executive Committee.

9.10 Members of BRC can be elected to serve on the EXCO regardless of duration of Full Club membership.

9.11 The Secretary is an appointment made by EXCO with an honorarium payable as determined at the Annual General Meeting, Such person need not necessarily be a Club Member.

9.12 The EXCO controls and manages all financial aspects of BRC, and an annual audited statement of income and expenditure, together with the Chairperson's annual report will be presented to the Annual General Meeting. These reports shall be in writing. The audited statement of Income and expenditure may be available for inspection at BRC or Treasurer at least 7(seven) days before the AGM for inspection by members.

9.13 The EXCO controls all activities of BRC, but has the right to appoint ad hoc committees for specified periods, to fulfil specified functions, as and when required. The EXCO has the right to appoint representatives to serve on such committees and to delegate responsibilities. Such committees will remain under the jurisdiction of the EXCO and will report back to EXCO.

## **10. GENERAL MEETINGS**

There shall be two kinds of general meetings, Annual General Meeting (AGM) and Special General Meeting (SGM).

### **10.1 Annual General Meeting (AGM)**

10.1.1 AGM of BRC shall be held during the month of November each year.

10.1.2 Notice of the AGM shall be in writing specifying the venue, date and time. The agenda shall be sent to all members at least 21 days before the date of such meeting.

10.1.3 The following Agenda Items shall be dealt with at the AGM, in the following order:

10.1.3.1 Opening and welcome

10.1.3.2 Attendance register (Credentials)

10.1.3.3 Apologies and proxies

10.1.3.4 Confirmation of quorum

10.1.3.5 Adopt the minutes of previous AGM

10.1.3.6 Annual Reports

10.1.3.7 Election of new EXCO

10.1.3.8 General matters

### **10.2 Special General Meeting (SGM)**

Special General Meeting of BRC shall be called:

10.2.1 By the Chairperson upon resolution to that effect.

10.2.2 Upon receipt of a request signed by at least 20% of Club Members in good standing and giving a reason for requesting to hold such a Special General Meeting.

10.2.2.1 The Secretary shall send out a notice to all members within seven (7) days of receiving such a request giving venue, date and time. Clearly stating the reason for such a Special General Meeting.

10.2.2.2 The date of such an SGM shall not be less than fourteen days (14) and not more than twenty one (21) days from the date of dispatch of the notice convening such a SGM.

10.2.2.3 The business for such a SGM will be to deal with the special business for which the SGM has been called.

10.2.2.4 No business other than that for which the SGM has been called will be dealt with at such SGM unless agreed upon by at least two thirds (2/3) of the accredited delegates present.

## **11. PROCEDURES AT GENERAL MEETINGS**

### **11.1 Quorum**

11.1.1 At least 20% of members in good standing must be represented in a General Meeting to form a quorum. Should there be no quorum within half-hour after the time for which the General Meeting has been called, the meeting shall stand adjourned for seven (7) days as per the immediate notice by the Secretary to all club Members.

11.1.2 Those club Members present at the adjourned meeting shall be deemed to be a quorum and the business for which the meeting was originally called shall be proceeded with.

11.1.3 At every General Meeting BRC members shall be entitled to one vote, the Chairperson shall have an additional vote should there be a deadlock.

11.2 The Chairperson of BRC shall preside over all meetings of BRC. Should the Chairperson be absent, the Vice Chairperson shall preside over the meeting. If the Vice Chairperson is also absent, the Executive Committee shall elect amongst themselves one Executive Member to preside over such a meeting.

11.3 Voting at all General Meetings shall be by secret ballot.

11.3.1 Every member in good standing shall have one vote, the Chairperson shall have a casting vote.

11.3.2 Voting by proxy may occur. A member may only be nominated to make one proxy vote in any General Meeting by an absent member. Meaning one member may not be nominated by two absent member to cast a proxy vote for both absent members.

11.3.2.1 A member shall inform the Secretary in writing that they will not make it to the General Meeting and also nominate a member who will make their proxy vote.

11.4 Minutes shall be kept of the proceedings at all General Meetings of BRC.

11.4.1 Signed copies of such minutes will be sent electronically to all members of BRC in good standing within 21 working days.

## **12. NOMINATIONS**

12.1 Each nomination must be in writing and signed by the Proposer and one Seconder, both of whom must be Club Members. Each nomination must also be signed by the Nominee as formal acceptance of such a nomination. Nominations must be submitted to the Secretary at least 48 hours before the start of the Annual General Meeting, this is to give him/her time to prepare the ballot papers.

12.2 The Nomination is invalid if the form is incomplete or incorrect.

12.3 Current Executive members are automatically nominated for their posts unless they recuse themselves.

## **13. VOTING**

13.1 The Secretary shall facilitate the voting process.

13.2 Elections shall be conducted by secret ballot.

13.3 The Secretary shall prepare ballot papers for members to vote with, prior to the meeting.

13.4 No member shall be elected in absentia.

13.4.1 If a member was nominated via the process in step paragraph 12.1 and the member accepted the nomination but the member is absent in the meeting where elections are held, that member will be automatically disqualified and will no longer be eligible for election in that meeting.

## **14. FINANCE**

14.1 BRC shall generate income in the following manner:

14.1.1 By Membership Fees

14.1.2 By gifts, grants, donations, sponsorships

14.1.3 Interest on investments

14.1.4 Organize road races and charge entry fees

14.2 All the finances of BRC will be managed by the Treasurer.

14.2.1 Treasurer should keep a record of accurate and updated financial records.

14.2.2 As far as possible, all payments made on behalf of BRC should be made via electronic transfer.

14.2.3 Financial (Audited if possible) should be submitted and distributed before each AGM and the treasurer shall give a brief report on the finances of BRC at every meeting of the Executive Committee.

14.3 A cheque and / or savings account will be opened and operated at a recognized financial institution as approved by the Executive Committee.

14.4 Any two (2) Members of the Executive Committee, Chairperson, Vice Chairperson, Secretary or Treasurer, has signing powers at the bank.

14.5 The EXCO may approve travel or accommodation expenses, or other expenses as deemed necessary.

14.6 All purchases or payments must be approved by the EXCO.

14.7 The 3 quotation system should be used for all procurements over R2000

14.8 The Treasurer will sanction payments for normal operating costs and any other expenses approved by the EXCO

14.9 Funds collected, or donations made or collected by any Member for BRC, must first be deposited in BRC account and may not be used directly by the recipient.

14.10 It is the responsibility of the Treasurer to ensure that all affiliation fees be paid annually as well as the registration of all members.

14.11 The Treasurer must report in writing on BRC's finances at every AGM meeting.

14.12 Executive Committee may order an audit of the accounts at any time.

14.13 The financial year end of the BRC shall be end of July of each year.

## 15. SPONSORSHIP

The Chairperson and Treasurer shall approach various organisations, to solicit annual sponsorships.

## 16. AMMENDMENT OF THE CONSTITUTION

The Constitution may only be changed at an AGM or a SGM called specifically for the purpose of amending the constitution.

## 17. DISOLVING OF THE CLUB

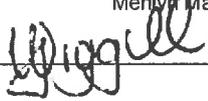
The dissolution of BRC may only be affected when:

17.1 A resolution supported by 70% of the members in good standing is passes at a SGM called specifically for this purpose.

17.2 Upon dissolution, the BRC has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the BRC. It should be given in some way to another non-profit organisation that has similar objectives. The BRC's general meeting can decide what organisation this should be.

## 18. SIGNATURE

This constitution is approved at the Special General Meeting held on  
12 Dec 2023 at Menlyn Maine 12 December  
2023 Menlyn Maine

Signed: Chairperson  Date 12/11/2024 12  
November 2024 +

Chairperson: Gavin Wiggill

Menlyn Maine

Signed: Secretary  Date 12/11/2024 12 November  
2024

Secretary: Nica Human