

FRIENDS OF THE CHOO-TJOE

CONSTITUTION

1. NAME

The name of the Association shall be FRIENDS OF THE CHOO-TJOE (the Association).

2. AIMS & OBJECTIVES

2.1. The Association will be non-profit making and shall be run by the Members to:

2.1.1. promote the re-opening of the George/Knysna Railway Line (GKRL)

2.1.2. support any organisation wishing to operate items of rolling stock and equipment on the GKRL - to acquire, preserve, restore, renovate railway locomotives, railway coaching stock and wagons, as well as other steam, electric and diesel powered machines and associated items, equipment and tools.

2.2. To acquire premises (either by way of purchase or lease) required for the storage and/or the activities of the Association.

2.3. To restore and maintain such premises and plant, equipment and tools, and the items and equipment referred to in 2.1 above and any other assets and property of the Association or items entrusted to the Association.

2.4. To use renovated steam locomotives to run trains, to acquire funds to further the aims and objectives of the Association as described in paragraph 2.1 above should it be deemed appropriate and approved by the Management Committee, and promote tourism in the Western Cape, more specifically the Garden Route in the region from George to Knysna.

2.5. To promote the appreciation of the contribution of the steam railway locomotive to the development of Southern Africa and to ensure that examples of these and associated rolling stock, are available for appreciation by future generations.

2.6. To support, in any way possible, the interests and objectives of other organizations, societies, associations and groups whose interests and objectives are similar to those of this Association.

2.7. To undertake education of all interested parties and promote interest in the steam-age and the transfer of technology and skills necessary for the achievement of the aims and objectives in 2.1 above.

3. ORGANISATION

The Association will be managed by a Management Committee comprising of a minimum of 5 (five) and a maximum of 9 (nine) members duly elected in general meeting as set out in 5 below. All committee members shall retire at the conclusion of the Annual General Meeting following the Annual General Meeting at which they were appointed, but shall be eligible for re-election. All committee members shall hold office from the conclusion of the meeting at which they are elected on an honorary basis.

- 3.1. The Office Bearers on the committee may include a Chairman, Secretary, Media liaison Officer, Treasurer and Membership Secretary. The Committee is answerable to the Members and the authority of the Committee does not exceed that as laid down in 3.2 through 3.15 below.
- 3.2. The Chairman, drawn from the Management Committee members elected in General meeting and subsequently elected to the position of Chairman by the Management Committee members, shall hold office for a maximum continuous period of two years but may stand for re-election after a period of two years. The Chairman shall be responsible for the maintenance of good morale within the Association, actively promote the aims of the Association, assist the other members of the Committee in their allotted tasks and shall preside at all Association meetings and shall present the Annual Report of the Association at the Annual General Meeting.
- 3.3. The Secretary shall be responsible for the production and retention of minutes, which may be in electronic form, of any meeting of the Management Committee, Special General Meeting, General Meeting and Annual General Meeting. In addition, this Officer in conjunction with the Chairman will be responsible for compiling the agenda for any meeting and issuing notice of such meetings as required by 5 below and be responsible for all incoming and outgoing correspondence.
- 3.4. The Treasurer shall be responsible for the safekeeping of the funds of the Association in a bank account in the name of the Association.
 - 3.4.1. The Treasurer shall keep the books of account, or cause the books of account to be kept in accordance with generally accepted practice for entities similar to the Association.
 - 3.4.2. The Treasurer shall provide the Management Committee, with financial statements as and when required and shall arrange for the external verification of such accounts and the annual accounts within 3 (three) months of the end of the financial year of the Association for presentation at the Annual General Meeting, should the Management Committee so resolve.

- 3.5. The Membership Secretary shall be responsible for the collection of membership fees, if any, and shall maintain a database of members.
- 3.6. The Media Liaison Officer shall be responsible for the production and distribution of the Association's newsletter and or other publications and communication as approved by the Management Committee.
- 3.7. The Management Committee shall meet at least 4 (four) times per year and the quorum for such meetings shall be at least 50% (fifty per cent) of the members of the Management Committee.
- 3.8. The Management Committee shall cause an Annual Report of the activities and financial status of the Association to be available to all members in good standing within 2 (two) months of the end of the financial year of the Association. The financial year of the Association shall run from 1 January to 31 December.
- 3.9. The Management Committee may, from time to time, co-opt members to the Committee when the need arises.
- 3.10. The Management Committee shall have the right to delegate any of it's powers or duties to any sub-committee appointed by it and to co-opt members to that sub-committee as it deems necessary.
- 3.11. No member other than the Chairman. Media Liaison Officer or other designated member shall speak officially on behalf of the Association
- 3.12. The Management Committee shall have the right to take disciplinary action against, including the termination of membership, any member contravening the provisions of this constitution.
- 3.13. The Management Committee shall have the power to carry out the activities of the Association to achieve and further the aims of the Association in accordance with this constitution and in particular shall have the following powers:
 - 3.13.1. to receive, administer and apply monies of the Association;
 - 3.13.2. to open and operate bank accounts in the name of the Association. Signing powers on all bank accounts shall be any two duly authorized signatories, one of whom shall be either the Chairman, Treasurer and/or Secretary;
 - 3.13.3. to raise and borrow monies at interest or otherwise for the purpose of the Association with the approval of the members in General Meeting and to invest monies not immediately required by the Association and to vary any investments;

3.13.4. to enter into and sign any contracts and documents on behalf of the Association and to institute, conduct, defend and compound or abandon any legal proceedings by or against the Association with the approval of the members in General Meeting;

3.13.5. The Management Committee shall control all expenditure of the Association. Any proposed major expenditure for the acquisition of buildings, property, machinery or equipment or long term commitment, such as but not limited to a lease or investment, shall be submitted to a General Meeting for prior approval by the members;

3.13.6. All payments must be authorized by the Management Committee and all such payments must be recorded in the minutes of the meeting at which the disbursements were sanctioned;

3.13.7. The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by failure to appoint or any defect in the appointment of a member. The Management Committee shall have the power to fill any casual vacancy from time to time and the person so appointed will hold office until the conclusion of the next Annual General Meeting.

4. MEMBERSHIP FEES

The annual membership subscription rates payable to the Association, if any, shall be decided upon in General Meeting. Honorary Members and Honorary Life Members are exempt from annual subscriptions. Annual membership subscriptions, if any, shall become due at the commencement of each financial year. Subscriptions shall be payable annually in advance. When a new member is admitted after the commencement of any financial year, the amount due shall be pro rata to the unexpired portion of that financial year.

5. MEETINGS

5.1. All meetings of the Association shall be chaired by the Chairman. In the absence of the Chairman, the members of the committee will elect one of their number to act as Chairman and to assume the duties and responsibilities of the Chairman.

5.2. Annual General Meeting shall be held by the Association not later than 31 May each year. The Management Committee is required to give a minimum of 14 (fourteen) days notice in writing to all members of the Association of this meeting. The quorum for any Annual General and/or Special General Meeting shall be one tenth of the number of members of the Association or 10 members whichever is the lesser. At the Annual General Meeting the election of Officers and Committee Members shall take place and

will be determined by a simple majority on a “show of hands” or by ballot. The option of “show of hands” or ballot will be determined by those members attending the meeting.

A member whose subscriptions, if any, are in arrears for 3 (three) months or longer shall not be a member in good standing and accordingly shall not be allowed to vote.

The business to be transacted at the Annual General Meeting shall be:

5.2.1. to confirm the minutes of the previous Annual General Meeting;

5.2.2. to receive the Chairman’s annual report;

5.2.3. to receive the Treasurer’s report and financial statements for the previous financial year;

5.2.4. to elect a Management Committee for the ensuing year;

Nominees for the Management Committee shall be members of good standing and be proposed and seconded by members in good standing. Nominees must signify their willingness to accept the nomination by means of a written consent handed to the Secretary by the proposer prior to the meeting or verbally if they are present at the meeting. Existing Office bearers, should they so agree, are eligible for re-election; and

5.2.5. to consider and determine upon such other business as may be transacted at a General meeting and in respect of which proper notice has been given. Such items for inclusion on the agenda for the Annual General Meeting or Special General Meeting must be submitted in writing to the Secretary and be received at least 28 (twenty eight) days prior to the date of the meeting.

5.3. Special General Meetings can be called by the Management Committee giving 14 (fourteen) days written notice to all members or requisitioned by a majority of members in writing submitted to the Secretary. Such requisition shall indicate the reason for and purpose of the meeting.

5.4. General Meetings shall take place at a time and place to be as contained in the notice of meeting.

6. MEMBERSHIP

6.1. Any person desiring to become a Member of the Association shall submit the relevant personal information as required on the Application Form to the Association for the attention of the Membership Secretary. Applications will be considered by the Management Committee and the result of the application will be conveyed to the applicant. Applicants will only be considered members when:

- 6.1.1. the current subscription, if any, has been paid
- 6.1.2. having signed and submitted the Association's Indemnity Form, and
- 6.1.3. signed as having received a copy of the Constitution.

6.2. Membership may be suspended and/or cancelled by the Management Committee if, in the opinion of the Management Committee, that member has displayed conduct which was detrimental to the interests of the Association. Prior to such suspension and/or cancellation the Management Committee shall give the member 14 (fourteen) days notice to attend a hearing, with representation, to allow the member the opportunity to present their case and to explain their actions.

6.3. Any member whose subscriptions, if any, are more than 6 (six) months in arrears shall cease to be a member. Membership shall be reinstated on receipt of the arrears. Any member in arrears for 3 (three) months or more may attend General meetings but shall not have any vote or representation. All privileges of membership may be restored upon payment of all arrears. The Management Committee shall have discretionary powers regarding the acceptance or non-acceptance of arrears subscriptions.

6.4. Membership of the Association shall consist of the following classes of members;

- 6.4.1. Full Member
- 6.4.2. Overseas Member
- 6.4.3. Corporate Member

6.5. Member liability including that of the Management Committee shall be limited to the value of their annual subscription, if any.

7. VOTING

7.1. Each Member of good standing shall have one vote. In the event of an equality of votes the Chairman shall have a casting vote. Any member having the right to vote may appoint a proxy in their stead to attend and speak and/or vote on his/her behalf at any general meeting. A proxy need not be a member of the Association.

7.2. Whether the voting is by “show of hands” or ballot, the Chairman shall appoint two scrutineers to count the votes cast including proxy votes.

7.3. At all meetings of the Association the ordinary rules of debate shall be observed.

7.4. A quorum for the Annual General Meeting, or any special General Meeting shall be one tenth of the membership in good standing or 10 members whichever is the lesser, either present in person or represented by proxy.

7.5. A quorum for Management Committee Meetings shall be not less than 50 (fifty) percent of the number of members of the committee.

7.6. Notwithstanding anything contained in this Constitution, if, at any meeting called in accordance with this Constitution, no quorum is present, the Chairman or Acting Chairman shall, after an interval of 30 (thirty) minutes after the scheduled start of the meeting, adjourn the meeting for at least 14 (fourteen) days. At such an adjourned meeting, provided due notice of such an adjourned meeting has been given to all members of good standing, the members present at such adjourned meeting shall constitute a quorum for the purpose of carrying out the business of the previous meeting.

8. CHANGES TO THE CONSTITUTION

8.1. This Constitution shall only be capable of amendment with approval of at least 70 (seventy) per cent of the members present or represented by proxy at the meeting called for purposes of considering such amendment. Any proposed changes to this Constitution shall be submitted in writing to the Secretary who will in turn place the proposal on the agenda for discussion at the next meeting of the Management Committee. If the Management Committee agree to the proposal they will instruct the Secretary to convene a general meeting for purposes of considering such amendment.

8.2. This Constitution permits the Association to convert to form a Trust or Section 21 Company or other body or legal entity in order to further the Aims and Objectives of the Association.

9. GENERAL CONDUCT

- 9.1. Members shall at all times conduct themselves in a respectable and responsible manner.
- 9.2. During all meetings, including those at any work site, all members shall obey any lawful instruction for that particular occasion.
- 9.3. All members making use of the amenities at any work site shall abide by all rules pertaining to the work site which have been approved and adopted by the Management Committee and which shall be displayed at the work site.
- 9.4. All members engaged in activities furthering the aims and objectives of the Association indemnify the Association and its Officers and hold them harmless against all and any claims of whatsoever nature in the event of any injury sustained and/or damage to property suffered by any member whilst so engaged.
- 9.5. A copy of the Constitution shall be posted on the Associations website and accordingly be available to each member. All members are bound by the Constitution of the Association (including any amendments and/or additions thereto) and no person shall be absolved from the affects of the rules on the plea of not having received a copy.
- 9.6. Any member wishing to lodge a complaint or suggestion must submit such complaint or suggestion in writing to the Secretary.
- 9.7. Members shall not, at any time, speak for or on behalf of the Association with regard to policy unless so authorized by the Management Committee in writing. Only decisions and statements made and approved by the Management Committee will be held to be the responsibility of the Association.

10. DISSOLUTION

- 10.1. The Association may be dissolved or merged with any other similar organisation only on a resolution having been presented at a Special General Meeting as called under Clause 5.2 above and passed by at least 70 (seventy) percent of those members present or represented by proxy.
- 10.2. In the event of merger with a similar organisation all the assets of the Association shall accrue to that organization.
- 10.3. In the event of dissolution of the Association, a party appointed by a Special General Meeting, who shall act in a similar fashion to a liquidator, shall cause all the assets of the Association to be distributed to other similar organizations whose objectives are similar to those of the Association.

10.4. No member of the Association or individual person shall be entitled to any share of the assets of the Association.

10.5. In the event of dissolution or merger, any asset held by the Association on a "lease/lend or permanent loan" arrangement shall be offered back to the owner of such asset. Should the Owner not require the return of the asset such asset would then be considered and dealt with as if it were an asset of the Association.

11. BYE-LAWS

The Committee shall have the power to make Bye-laws, not contrary to the Constitution, for the management of the affairs of the Association. Bye-laws shall come into force and effect as soon as they shall have been posted on the Notice Board or website of the Association for the information of members. The notice shall bear the date of posting and be signed by the Secretary and remain there for thirty (30) days. They shall be submitted to the next Annual General Meeting for confirmation. For purpose of this article "Bye-laws" shall mean any decision taken by the Committee on a matter relating to the general administration of the Association and specifically declared by the Committee at the time the decision is taken, to be a Bye-law.