



06 MAY 2011

NATIONAL CONSTITUTION

ULYSSES SA

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1 Name

- 1.1 The name of the Association shall be ULYSSES SA and shall be referred to as “the Association” or as “Ulysses”.

2 Interpretation

- 2.1 ‘Committee’ means the National Committee;
- 2.2 ‘Chapter’ means any regional chapter of the Association as may be in existence from time to time;
- 2.3 ‘Member in good standing’ means a member whose subscriptions and dues to the Association are fully paid up;
- 2.4 ‘Misconduct’ includes any conduct that brings the Association into disrepute, or conduct unbecoming a member of the Association;
- 2.5 The singular includes the plural, and the masculine includes the feminine, unless otherwise indicated by the context.

3 Status

- 3.1 The Association shall enjoy perpetual succession and shall be a juristic person independent of its members.
- 3.2 The liability of members for the debts and obligations of the Association shall be limited to R1.00 (one rand).

4 Objectives

The Association shall have the following objectives:

- 4.1 To provide a forum for like-minded motorcycling enthusiasts, aged forty years and over;
- 4.2 To encourage Ulysseans to continue motorcycling as they get older;
- 4.3 To stimulate interest in motorcycling and associated activities among motorcycle riders, enthusiasts and the general public.
- 4.4 To represent the interests of its members;
- 4.5 To promote friendship and camaraderie amongst members;
- 4.6 To promote inter-chapter relationships and activities;

4.7 To promote international contact and co-operation with similar Ulysses Associations and motorcycling bodies.

5 Nature of business

5.1 The Association shall not carry on business.

6 Powers and authority

6.1 The Association shall have the following powers in the furtherance of its objectives:

6.1.1 To hold, purchase, acquire, dispose of or deal with incorporeal, movable and immovable property;

6.1.2 To secure the payment of moneys borrowed in any manner including the mortgaging and pledging of property;

6.1.3 To open and operate banking accounts at registered banks and to invest money;

6.1.4 To make, draw, issue, execute, accept, endorse and discount promissory notes, bills of exchange and any other kind of negotiable or transferable instruments;

6.1.5 To remunerate any person for services rendered;

6.1.6 To make donations;

6.1.7 To act as principals, agents, contractors or trustees;

6.1.8 To bring or defend actions in its own name;

6.1.9 To appoint staff;

6.1.10 To maintain records;

6.1.11 To provide information;

6.1.12 To liaise with third parties;

6.1.13 To organise gatherings, meetings and rallies;

6.1.14 To investigate and act on complaints by members in good standing about the management of a chapter.

6.2 Funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial

Institutions (Protection of Funds) Act 28 of 2001 and in securities listed on an exchange as defined in the Securities Services Act 36 of 2004.

- 6.3 The constitution of a chapter may not be in conflict with the constitution of the Association. The Committee shall be the final arbiter in this regard.

7 Membership

- 7.1 Membership of the Association is open to motorcycle enthusiasts, regardless of race, religion, political persuasion, or creed, who have reached the age of forty years.
- 7.2 Membership shall be open to individuals.
- 7.3 Members are required to join a Chapter of the Association. Members who do not wish to join a chapter may apply to the committee in writing to be classified as an unaffiliated member. The decision of the committee in this regard shall be final.
- 7.4 Members may belong to any other club or organisation.
- 7.5 Applications for membership shall be considered by the Committee. Should an application be rejected, the members in general meeting may reconsider the application.
- 7.6 A member not in good standing may not vote at any meeting of the Association or a chapter.
- 7.7 There shall be the following classes of members:
- 7.8.1 Junior Members (Silver): Those who are under the age of fifty years, but older than forty years.
- 7.8.2 Senior Members (Gold): Those who have attained the age of fifty years.
- 7.8.3 Senior Members (Gold Plus): Those who have attained the age of Sixty years.
- 7.8.4 Platinum Members: Those who have attained the age of seventy years, and
- 7.8.5 Honorary Members: Those who are awarded honorary membership by the Committee and approved as such by the members in general

meeting from time to time. Such membership may be revoked by the Committee provided such decision is confirmed by the general meeting.

7.9 The Association shall maintain a register of members.

8 National Committee

8.1 The Committee shall consist of a chairman, a vice chairman, a secretary, and a treasurer who are members of the Association in good standing and who are elected at the annual general meeting whenever a vacancy occurs.

8.2 Candidates for election must be present at the annual general meeting at which they are elected either personally or by written proxy.

8.3 Candidates for election must be nominated by 1 February and chapters must be informed of the names of candidates not less than ten days before the annual general meeting.

8.4 Candidates for election must be a member for at least 3 (three) years

8.5 A member shall hold office for two years and shall be eligible for re-election.

8.6 Members in general meeting may terminate the membership of any Committee member.

8.7 All the business and affairs of the Association between general meetings shall be managed and controlled by the Committee.

8.8 The Committee shall exercise its authority in the best interest of the Association.

8.9 The Committee may in its sole discretion co-opt members either to fill a vacancy or to fulfil a special duty. Such co-opted members shall retire at the next annual general meeting or after fulfilment of their special duty, whichever is sooner.

8.10 The Committee may by resolution delegate to any person the right to do any such act or acts as it is entitled to do so, and may further appoint sub-Committees to deal with the day to day running of the

Association and other special aspects of the Association's activities and such powers as the Committee may decide.

- 8.11 Minutes shall be kept of all Committee meetings. Members shall be entitled to inspect these minutes through their chapter representatives.
- 8.12 The quorum at Committee meetings shall be two members and decisions shall be taken by a majority vote of those present. In the event of an equality of votes the Chairman shall have a casting vote.
- 8.13 The Committee shall make by-laws as and when needed to regulate the affairs of the Association.
- 8.14 The Committee may appoint ex-officio a Patron of the Association, subject to the approval of the general meeting. Such appointment will be for a stipulated period of time.

9 Subscriptions

- 9.1 A joining fee and annual fee shall be payable by Junior and Senior members. Platinum and Honorary members shall be exempt from the payment of subscriptions.
- 9.2 Any chapter may collect subscriptions on behalf of the Association but such subscriptions shall forthwith be paid over to the Association, and shall not be retained by a chapter for any reason whatsoever.
- 9.3 Subscriptions shall be determined by the Committee in consultation with the Chairmen of the chapters.
- 9.4 Any alterations to the subscriptions must be approved by a majority vote by the members in general meeting.
- 9.5 Should a member resign, no fees will be refunded.
- 9.6 Membership will run from 1 April to 31 March.
- 9.7 Members applying for membership between 1 April and 30 September will pay full subscriptions. Members applying for membership after 30 September will have to pay the full joining fee and 50% of the annual fee.

9.8 Members who fail to pay subscriptions within three months shall cease to be members. Their colours may not be worn until full payment is received. They will have to pay the joining fee again and they are re-instated, at the discretion of the Committee.

10 General Meetings

10.1 Annual general meetings will be held during or as soon as possible during or after May each year.

10.2 At least fourteen days' notice will be given of the annual general meeting through any communication method adopted by the Committee.

10.3 Other general meetings of the Association may be held at any time when the Committee so decides or when a meeting is requisitioned by ten or more chapters.

10.4 The quorum for any general meeting shall be 25% of the number of chapters, or chapters representing at least 25% of the members.

10.5 If no quorum is present within thirty minutes of the appointed time, the meeting shall be adjourned by the chairman for at least one day and not more than forty days, and at the adjourned meeting a quorum shall be deemed to be present.

11 Voting at general meetings

11.1 Voting shall be by a show of hands, or by a secret ballot if requested by any two or more chapters.

11.2 Members shall not be entitled to vote.

11.3 Each chapter shall be represented at a general meeting by one or two nominees who shall exercise the votes of the chapter, and shall be entitled to one vote for every ten members (or part thereof) of the chapter who are in good standing. All other members shall be entitled to attend as observers.

11.4 In the case of an equality of votes the chairman shall be entitled to a casting vote.

11.5 All decisions shall be taken by majority vote of those present, save for -

11.5.1 The amendment of paragraphs 3, 7, 9.2, 12, 18, and 19 of the Constitution; and

11.5.2 The winding up or dissolution of the Association, which shall require a majority of two-thirds of those present?

12 Dividends and Reserves

12.1 The Association shall not declare dividends.

12.2 Profits may not be distributed to anybody and the excess (if any) of income over expenditure shall be used in furtherance of the Association's objectives.

12.3 In the event of the Association being dissolved, the remaining assets shall be given or transferred to such other organisation as may be decided, and which is exempt from Income Tax.

13 Annual Financial Statements

13.1 The books of the Association shall be kept by the Committee and submitted to an annual audit by a chartered accountant.

13.2 The Committee shall cause financial statements to be prepared and laid before the annual general meeting for approval.

13.3 The financial year of the Association shall be from 1 April to the 31 March of each year.

13.4 Members shall be entitled to inspect all financial statements upon reasonable notice through their chapter representatives.

14 Notices

14.1 A notice may be given by the Association to any member either by advertisement or personally, or by sending it by post or by telefax or by electronic mail, in the discretion of the Committee.

14.2 Any notice shall be deemed to have been served at the time when the letter containing the same was posted, or when the telefax or electronic mail was transmitted.

15 Transparency of the Association

15.1 Transparency is necessary to enable members to submit their requests, suggestions, complaints and grievances (“submissions”) to the Committee or a general meeting.

15.2 A submission shall be handled as follows:

15.2.1 The member's name together with his submission and the answer to the submission will be stated in the minutes of a meeting.

15.2.2 In case of a complaint or grievance the committee must also state the disciplinary action taken with regard to that specific complaint or grievance.

16 Club Insignia

16.1 The Club Insignia shall consist of all details as per logo on the front page of The National Constitution.

16.2 The Club Insignia will remain the property of Ulysses SA

16.3 Colours shall be black on white background or white on black background or black on reflective background.

16.4 Only members in good standing may wear the Association Insignia.

16.5 Chapters will be held responsible for the administration of colours (The retaining of back patches from non members)

16.6 The Association Insignia must be affixed to the back of leather or other suitable jacket, or waistcoat, which is worn above the jacket, where applicable.

16.7 All chapters shall wear the UGLY BUGGER back patch at the back of the jacket.

17 Discipline

- 17.1 The Committee may take disciplinary action against a member, including expulsion, as it may deem fit.
- 17.2 A member against whom a complaint of misconduct is made is entitled to be informed of the nature and details of the complaint in writing.
- 17.3 Any member against whom a complaint of misconduct is made shall be entitled to state his case to the Committee either personally or by written statement.

18 Amendments to the Constitution

- 18.1 Amendments to the constitution will be considered by the members in general meeting.
- 18.2 Any proposed amendment must be submitted to the Committee in writing by a member in good standing and must be seconded by at least two other members in good standing, and must be submitted to the Committee at least six weeks before the general meeting for circulation to the chairmen of the chapters at least thirty days before the general meeting.

19 Dissolution and Winding up

- 19.1 The winding up or dissolution of the Association will be considered by the members in general meeting.
- 19.2 Any proposed resolution that the Association be wound up and dissolved must be submitted to the Committee in writing by a member in good standing and must be seconded by at least two other members in good standing, and must be submitted to the Committee at least six weeks before the general meeting for circulation to the chairmen of the chapters at least thirty days before the general meeting.
- 19.3 In the event of the Association being dissolved, the remaining assets shall be given or transferred to such other organisation as may be decided, and which is exempt from Income Tax.

19.4 The decision as to which organisation will receive the monies will be determined by a majority vote of the members in good standing at the time of dissolution.

Revised and accepted at AGM 06 May 2011.

A handwritten signature in black ink, appearing to read 'Meiring', with a horizontal line underneath the name.

Mauritius Meiring
President: Ulysses SA
06 May 2011