



# WING RIDERS OF SOUTH AFRICA



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ESTABLISHED 1983

@wingriderssa/



# Constitution

(Revised October 2023)



# Wing Riders of South Africa

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# CONSTITUTION

(Revised October 2023)

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## 1. NAME

The name of the Association will be:

**WING RIDERS OF SOUTH AFRICA**

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## 2. HEADQUARTERS

The headquarters of the Association will be in the area where the National President resides.

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## 3. FUNCTION

The Association will be a non-profit body to manage the interests of the Association.

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## 4. OBJECTIVES AND AIMS

The objectives and aims of the Association shall be to:

- 4.1 Develop fellowship among all people with a keen interest in Honda Silver Wings, Gold Wings and Valkyries;
- 4.2 Create opportunities where members can:
  - (a) meet socially and participate in riding their motorcycles;
  - (b) enhance their motorcycle riding skills, thus promoting safety on our roads for motorcyclists;
  - (c) get to know their motorcycles; and
  - (d) assist each other in whatever nature;
- 4.3 Benefit from negotiations in fields such as cost-effective insurance, spare parts, accessories and services;

- 4.4 At all times be well-behaved, set an example among bikers, and promote the image of the motorcyclist;
- 4.5 Build a 'brand name' for the association throughout South Africa in order to:
- (a) Encourage as many as possible existing Honda Silver/Gold Wing, and Honda Valkyrie owners to join the Association;
  - (b) Build the Association into a recognisable entity that will attract the attention of sponsors and the public; and
  - (c) Be officially recognised by Honda South Africa with the view to obtaining support for Honda Silver/Gold Wings and Honda Valkyrie owners.

## 5. STRUCTURE OF THE ASSOCIATION

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Because the Association, as its name, **“Wing Riders of South Africa”** depicts, operates throughout South Africa, the Association is structured as follows:

- A National Council (NC) with two (2) members from Chapters around the country which acts within the boundaries of the Association's Constitution and relevant standing orders and regulations issued from time to time by the NC or the AGM of members of the Association.
- A yearly get-together of all Chapters, called a Wing Fling, during which, among others, the AGM of the Association will be held.

### 5.1 NATIONAL COUNCIL (NC)

#### 5.1.1 Description

The NC is the national executive body of the Association and is composed of the following members:

- National President;
- National Vice-President;
- National Secretary;
- National Treasurer;
- National Marketing Co-ordinator; and
- Chapter Chairpersons and Vice-Chairpersons or representatives.

They are representatives, and not merely delegates, and have full voting powers at a National Council meeting.

National Council may at any time, as and when required, co-opt one or more members onto the NC for further assistance for the duration of a certain task or project.

#### 5.1.2 **Mandate, purpose and funding of the National Council**

The National Council:

- (a) Exists primarily to carry into effect the purpose of the Association, to co-ordinate its affairs and to ensure that it functions satisfactorily in accordance with the Constitution and standing orders and with the decisions taken at the AGM of the Association and its members in general;
- (b) Shall ensure that an AGM of all members is held as per paragraph 5.3;
- (c) Shall have full powers to manage all the business and affairs of the Association, and shall in all matters act for and in the name of the Association;
- (d) Has a co-ordinating role between the Chapters' activities and affairs to ensure, among others, that the 'brand name' of the Association is adhered to and kept in high esteem at all times;
- (e) Assist Chapters, where practically possible, with the objectives and aims of the Association as depicted in paragraph 4 above;
- (f) Will take responsibility on behalf of the Association to administer any benefits obtained or negotiated for Association members, of whatsoever nature;
- (g) Has a final ruling in the handling of any disciplinary actions required by a Chapter;
- (h) All disciplinary actions must be handled in accordance with the guidelines contained in the Member Manual of the Association;
- (i) Will have a bank account in the name of the Association with at least two signatures from NC members for any withdrawals from the account;
- (j) Will be responsible for the following basic (fixed) expenses on behalf of the Association, namely:
  - Third-party insurance for events;
  - Web page maintenance and associated costs;
  - Stationery and printing costs required by NC;
  - Telephone costs associated with regular teleconferences with Chapters;
  - Trophies for the yearly Wing Fling Concours d' Elegance;
  - Metal year badges for the Wing Flings;

- Supply of cloth and metal badges for new members;
- The yearly Wing Fling shirts;
- Bank transaction charges of the NC bank account; and
- Any other specific basic expenses assigned to the NC by the AGM of members from time to time.

(k) Will be funded from:

- The full amount of the joining fees for new members, plus;
- A 60% contribution from members' yearly membership fee who will not be attending the annual Wing Fling; and
- A minimum of 80% contribution from a member's yearly membership fee who will be attending the annual Wing Fling.

The minimum yearly contribution percentage may only be adjusted during the AGM of the Association, once a detailed motivation based on facts has been supplied by the NC. The NC may also make use of special fundraising activities for special projects identified by NC, as well as apply a small levy on any benefits obtained for the Association, where practically applicable.

### 5.1.3 Limitations on powers of the National Council (NC)

The NC shall **not** without the sanction of a resolution, duly passed at the AGM or a special meeting attended by NC and at least a majority of Chairpersons:

- Borrow any sum of money;
- Invest funds other than at call; and/or
- Commit the Association to any act or service, or support, financially or otherwise, or any other undertaking.

### 5.1.4 National Council meetings

5.1.4.1 Because the NC consists of members of various Chapters around the country which prevents them from getting together on a regular basis, it is expected that a teleconference will be held at least quarterly with all NC members of the Association, with a minimum of one meeting where all Council members are present. In all instances, minutes will be kept of these teleconferences and meetings, and it will be required for the representatives of the Chapters to report back to their members on the outcomes of these meetings.

5.1.4.2 A majority of the Council members will be required for a quorum at all National Council meetings. The Chairperson, who has a deliberate vote, will, in the event of a tie during the voting, also have a vesting vote.

5.1.4.3 The financial statements of Chapters and the agenda of the upcoming AGM will be distributed to all NC members, at least 14 days before the event.

5.1.4.4 A National Council Meeting where all Council members are present will normally be held before the AGM of the Association, and the agenda will, among others, at least contain the following discussion points:

- (a) Approval of the previous minutes of the NC;
- (b) The agenda for the AGM of the Association;
- (c) The financial report of NC to be put to the vote at the AGM of the Association;
- (d) The financial reports of each Chapter;
- (e) The revision of the yearly membership and joining fees for consideration by the AGM of the Association;
- (f) The revision of the Chapters' yearly contribution towards the Wing Fling;
- (g) A review of any benefits obtained or negotiated for Association members, of whatsoever nature;
- (h) Matters submitted by members for discussion at the AGM of the Association; and
- (i) How funds might be invested.

Regarding the quarterly teleconference meetings of the NC, the main agenda items will be the following:

- (a) Approval of previous minutes;
- (b) Financial reporting regarding the past quarter;
- (c) Present membership status;
- (d) Activities of the past quarter;
- (e) Problem areas or issues;
- (f) Benefits obtained or negotiated since the last NC meeting;
- (g) General status of the Association, and whether or not the goals of the Association are being met; and
- (h) General.

## 5.2 CHAPTERS

### 5.2.1 Description

Each Chapter within the Association is normally defined by its provincial borders. However, for practical or other reasons, more than one Chapter may exist within a province. A Chapter may also exist across provincial borders where membership does not warrant a Chapter.

### 5.2.2 Chapter Committee

The Chapter Committee is the local governing body of the Association and is composed of the following members:

- Chairperson;
- Vice-Chairperson;
- Secretary;
- Treasurer;
- Marketing Co-ordinator;
- Road Captain (generally responsible for safety on outruns).

The Chapter Committee may at any time co-opt one or more members onto the Chapter Committee for further assistance, where required.

The Chairperson and his/her Vice-Chairperson represent the relevant Chapter on NC, on which body he/she sits during his/her term and has as many votes at NC as there are active paid-up members in that Chapter.

### 5.2.3 Mandate and purpose of the Chapter Committee

The Chapter Committee:

- (a) Exists primarily to carry into effect the purpose of the Association at a local level, similar to the NC on a national level (paragraph 4 above);
- (b) Shall have full powers to manage all the local business and financial affairs of the local Chapter, subject to the conditions set out in the Constitution and other regulations issued from time to time by the NC;
- (c) Will have a bank account in the name of the Association with at least two signatures from the Chapter Committee members for any withdrawals from the account;
- (d) Shall be responsible for its own fundraising campaigns, as and when required;
- (e) Shall ensure that a local Chapter AGM of all members is held before the National AGM annually;
- (f) When adjudicated by the AGM of the Association, shall take full responsibility for the arrangements of a Wing Fling as per paragraph 6 (c) below;
- (g) Shall handle any disciplinary actions required in the local Chapter under the auspices and guidance of the NC, and in accordance with the guidelines contained in the Member Manual;



- (h) Shall be bound by the same limitations as that of the NC as per paragraph 5.1.3 above.

#### 5.2.4 Chapter meetings

- 5.2.4.1 The AGMs of Chapters will be held at least one month before the National AGM at the Wing Fling, where:

- (a) A yearly Chairperson's report is to be tabled for approval;
- (b) A financial report is tabled for approval;
- (c) The meeting may decide/recommend how funds should be invested;
- (d) Any other matter put forward by members will be considered;
- (e) A Chapter Committee will be elected as per paragraph 5.2.2; and
- (f) Every active paid-up member shall have one vote.

The place and time of an AGM or general members' meetings should be announced at least 14 days in advance to all members of that Chapter. Financial statements and the agenda of the upcoming AGM shall be distributed to all Chapter members at least 14 days before the event. Chapter Chairpersons/Secretaries are responsible for distributing to their Chapter's members.

- 5.2.4.2 Chapter Committees may hold ordinary general meetings with members in their own time as and when required. It is left to the Chapter Committees to decide whether or not to combine these with normal social activities. (Chapter Committees are encouraged to ensure that members enjoy their membership and not be unnecessarily bogged down with lengthy meetings.)

- 5.2.4.3 If any paid-up member is, for whatever reason, unable to attend the AGM of his/her Chapter and is subsequently unable to partake in an election for office-bearers of the association, he/she may exercise a special vote by sealed ballot in accordance with the procedures as set out in the Member Manual.

### 5.3 ANNUAL GENERAL MEETING (AGM) OF ASSOCIATION

#### 5.3.1 Agenda and date

The AGM of the Association is normally held during the yearly Wing Fling with the following agenda:

- (a) Welcome and constitution of the meeting;
- (b) Establish that a quorum is present;
- (c) Amendment(s) to the agenda;
- (d) Approval of previous minutes;
- (e) Matters arising from previous minutes;
- (f) National President's report tabled for consideration and approval;

- (g) Financial report of NC tabled for consideration and approval;
- (h) Consideration of joining and yearly membership fees;
- (i) Consideration of Chapters' membership fee portion of yearly membership fee;
- (j) Consideration of Chapters' annual contribution toward Wing Fling costs;
- (k) Adjudication of the yearly Wing Fling to Chapter(s);
- (l) Any other matter put forward by members will be considered (members will be encouraged one month before the AGM to put forward discussion items by the AGM via their Chapter Chairperson; no new matters will be allowed at the AGM of the Association);
- (m) Election of a new National Council as per paragraph 5.1.1; and
- (n) Closure of the meeting.

### 5.3.2 Voting and elections

5.3.2.1 Only the following people may exercise a vote at the AGM of the Association:

- (a) All active paid-up members who have been members for a period of at least six (6) months consecutively, immediately preceding the relevant AGM;
- (b) The National President, who has a deliberate vote and, in the event of a tie during the voting, also a vesting vote.
- (c) Members who have attended at least two (2) social runs with any of the Chapters within the preceding twelve (12) months or are recommended by a Chapter Chairperson.

5.3.2.2 Elections for all National Council members, where there are two or more than two nominations for office, must be done by closed ballot.

5.3.2.3 The procedure will work as follows:

- (a) Two months before the AGM (which takes place during the Wing Fling) and one month before the Chapter AGMs take place, National Council members will indicate whether they are available to carry on in their current positions during the following year.
- (b) Chapter Chairpersons will communicate with their Chapter members to let them know which NC members are willing to serve during the next year and who will be standing down.
- (c) Whether a person in any current NC position is willing to serve again or not, Chapter members have the right to nominate any paid-up member for any NC position.
- (d) Should more than one person be nominated for a position, an election will take place at Chapter level.
- (e) The Chapter Chairperson and Vice-Chairperson elected by the Chapter members will then automatically become members of National Council.
- (f) Before the event of the AGM at the Wing Fling, National Council will elect the President and the Vice-President to serve during the following year, if necessary.

5.3.2.4 Every nomination must be supported by a seconding vote, and by the nominee in token of his acceptance.

5.3.2.5 At the Annual General Meeting (AGM) of the Association, as well as AGMs of Chapters, 50% plus 1 of all paid-up members, will constitute a quorum. If a quorum is not present, all activities must be suspended for five minutes. The meeting may then resume, and all paid-up members will constitute a quorum.

## **6. SPECIAL GENERAL MEETING**

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Any Chapter member may request that a Special General Meeting of the Chapter be held if he or she considers such action to be of importance and relevant to the day-to-day running/activities of the Association.

- (a) Notice must be given at least 14 days prior to such a meeting.
- (b) Such a motion must be seconded by another Chapter member.
- (c) The issue must be put in writing and signed by both the members requesting the Special General Meeting.

## **7. YEARLY WING FLING**

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A Wing Fling will be held yearly.

The sole purpose of the Wing Fling will be to enhance the fellowship amongst all members of Wing Riders of South Africa, strengthen the ties between the various Chapters, get to know our country by alternating yearly in different areas of the country, get to know members of different areas of the country and hold an AGM of the Association.

The adjudicated Chapters will primarily be responsible for arranging such Wing Flings with the general idea that each Chapter will take a turn to host a Wing Fling. Normally, at the National AGM, it will be made known which Chapter will host the next Wing Fling.

The following basic rules will apply regarding Wing Flings:

- (a) At least three-star (or similar) accommodation for all participants must be obtained;
- (b) Participating members will be responsible for the following costs:
  - Own transport to and from the Wing Fling venue;
  - Bed, breakfast and dinner;
  - Any other costs specifically asked for by members, but with the understanding that it will be voluntary for participating members to accept these costs or not.

- (c) The Wing Fling organising Chapter will be responsible for all local arrangements, i.e.:
- Fixing of dates for the Wing Fling, considering cultural, religious and public holidays;
  - Obtain a suitable venue and negotiate a fee structure for members;
  - Outruns and required safety and traffic arrangements;
  - Any other arrangements such as entertainment in the evenings and the cost thereof;
  - Fundraising to cover the costs of any extras in accordance with their arrangements such as themes, hand-outs, and the like. (It is recommended that the organising Chapter considers, beforehand, together with their members, the scope of their Wing Fling budget and operate accordingly.)
- (d) All fundraising by the hosting Chapter, up to the official start of the Wing Fling, stays with the Chapter to pay for additional expenses planned for during the Wing Fling. If any funds remain, these stay in the Chapter's bank account. All funds raised on any day after the official start of the Wing Fling event and during the Wing Fling, e.g. income from raffles and auctions, are allocated to National Council.
- (e) The Wing Fling organising Chapter, subject to the above-mentioned basic rules, will have full autonomy for all the arrangements and costs associated with the Wing Fling.
- (f) National Council will be responsible for:
- The holding of the AGM of the Association during the Wing Fling;
  - The provision of the trophies for the Concours d' Elegance;
  - The Wing Fling year metal badges; and
  - The supply of the Wing Fling shirts.

## **8. AMENDMENTS TO THE CONSTITUTION**

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- (a) The Constitution may be amended with a two-thirds majority vote at an AGM of the Association;
- (b) Notice of such motion must be sent to the National Secretary; and
- (c) The National Secretary must advise, in writing, all Chapter Chairpersons 30 days before an AGM of such motion(s), so that their Chapters' members can be informed.

## 9. MEMBERSHIP

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Membership of the Association is voluntary and available to anyone, irrespective of race or creed, subject to the following conditions:

### 9.1 ADMISSION

- (a) New applicants must be prepared to comply with the conditions set out in the Constitution of the Association;
- (b) New applicants must attend at least three social outruns or meetings within the first six months after his/her application was received, unless the new applicant is known to an existing member who is willing to nominate the applicant for membership. (Note: It is important to the Association that new applicants will comply with the ethos of the Association and new applicants must also be allowed time to familiarise themselves with the values and conduct of the Association before they elect to become a member.)
- (c) Such an applicant may become a new member as soon as the conditions mentioned in (b) above have been met and the joining and yearly membership fees have been fully paid.
- (d) New applicants must own either a Honda Silver Wing, Honda Gold Wing or a Honda Valkyrie motorcycle/motor tricycle. In the case where applicants are a couple, only one of the two applicants needs to be the owner of the above-mentioned motorcycle/motor tricycle.
- (e) No owners of any motorcycles other than those mentioned in this Constitution, i.e. Honda Gold Wing, Honda Silver Wing and Honda Valkyrie, will ever become members of the Wing Riders. This stipulation may never be changed, even if a majority of members vote in favour thereof. Should Honda decide to manufacture a motorcycle in the Wing range and call it, for example, a Platinum Wing, the Constitution may be changed, as long as the motorcycle is regarded to be a new model in the Wing range.

### 9.2 ACTIVE MEMBERS

- (a) An active member is a member who has paid the joining fee as well as the annual membership fee.
- (b) Membership will be for the period from the 1st of January to the 31st of December (or any part thereof) of any given year. Yearly membership fees are to be paid to the Chapter Treasurer no later than the 31st of January of each year.

### 9.3 ASSOCIATE MEMBERS

- (a) An associate member is an existing or previous member who has paid the joining fee and annual membership fee, as set out in 9.1 (c) above, but is not currently the owner of a Honda Silver Wing, Honda Gold Wing or Honda Valkyrie. This member has no voting powers, but is entitled to take part in all Chapter activities.
- (b) All new applications for associate members will be subject to the approval of the relevant Chapter Committee with notice to the National Council. Associate members will be requested not to attend a Wing Fling with any other make of motorcycle/motor tricycle.

### 9.4 HONORARY MEMBERS

- (a) Active members with uninterrupted membership of 25 years will automatically become honorary members, but shall have no voting rights. The membership fee of honorary members who wish to exercise their voting rights will be 50% of the annual membership fee.
- (b) Such an honorary member, as mentioned above, shall be required to attend at least two (2) official runs (meetings) – excluding the Wing Fling – of any current Chapter of the Wing Riders of SA in order to retain his/her voting right.
- (c) Any person – whether a past active member of the Association or not – whom the Association wishes to honour, may be elected as an honorary member for life. These honorary members will have no voting rights and will not be liable to pay any membership fees.
- (d) Nominations, with a short motivation from the Chapter Chairperson, should be made to the NC, subject to final approval by the National Council. Such a nomination should be discussed with all Chapter Chairpersons before final approval.
- (e) Each case will be considered on its own merits.

### 9.5 NON-MEMBERS/INVITEES

- (a) Non-members/invitees (eighteen years and older) are individuals who are invited to the Wing Fling or other events of the Association and/or Chapter with the approval of the Chapter Chairperson and/or the National President.
- (b) The main purpose of such invitations is to promote the Association with the view to convincing such invitees to join the Association.

- (c) Such individuals will benefit from any subsidised event and other benefits of the Association during the Wing Fling only.
- (d) All non-members/invitees will be liable to pay an amount equal to the annual membership fees, in addition to the Wing Fling costs, in order to attend the Wing Fling.

## 9.6 JOINING AND MEMBERSHIP FEES

### 9.6.1 Joining fees

- (a) Joining fees are to be considered for revision during the National Council AGM, for submission to and final approval by the AGM of the Association.
- (b) A joining fee per new member is payable on admission.
- (c) No joining fee or part thereof will be refundable.
- (d) The joining fee per new member will be decided during the AGM.

### 9.6.2 Membership fees

- (a) Membership fees will be decided during the AGM every year. New members joining after 30 June of any given year, will only be liable to pay 50% of the annual membership fee.
- (b) Any member who has joined the Wing Riders Association after 30 June of any given year, will be liable to pay the full annual membership fee, as stated above, if they wish to attend the annual Wing Fling (excluding honorary members).
- (c) Members who have not paid their yearly membership fees by the 31st of January will automatically result in their membership being **suspended**. Such members will have no voting rights until such fees have been paid. Membership fees will be accepted after the 31st of January, provided that special arrangements have been made beforehand with the relevant Chapter Chairperson.
- (d) In the event that the yearly membership fees have not been paid in full by the 30<sup>th</sup> of June, membership will automatically be **terminated**.
- (e) Any applicant whose membership may be accepted by the Association at any time will be liable for the full joining fee.

## 9.7 MEMBER CONDUCT

The Chapter Committee, with the final authorisation of the National Council, can, by applying the Code of Conduct as prescribed in the Member Manual of the Association, suspend or withdraw a member's membership for an indefinite period during any meeting as a result of serious misbehaviour on the road or at social gatherings.

## 9.8 LONG MEMBERSHIP AWARDS

Long Membership Award badges for 5, 10, 15, 20 and 25 years (honorary members) uninterrupted membership will be issued at the Chapter AGM or other appropriate opportunities.

## 10. LIABILITY OF MEMBERS

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No member will be personally liable for any debt of the Association.

## 11. RIGHTS OF MEMBERS

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Any member ceasing, due to any cause, to be a member of the Association, shall have no interest in the assets of the Association.

## 12. FUNDS OF THE ASSOCIATION

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For the furtherance of its principal objectives, the Association (National Council and Chapter Committees) shall have the power to:

- (a) Open and operate a bank account in the name of the Association (the word "bank account" also refers to accounts with known financial institutions);
- (b) Draw, make, accept, endorse, negotiate, discount and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments;
- (c) Invest or employ in such a manner as the Association shall deem fit, such funds which are not immediately required;
- (d) Raise money;
- (e) Accept donations, gifts, legacies, bequests, and benefits of whatever nature or kind; and



- (f) Two signatures will be needed for Chapter and National authorisations.

### **13. DISSOLUTION OF THE ASSOCIATION**

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The Association may be disbanded with a two-thirds majority vote at the AGM of the Association, and the funds are spent or donated to any organisation, as decided by the members at the AGM of the Association.

