

# CAPE TOWN WIRELESS USER GROUP

# CONSTITUTION

VERSION 1.7

Approved at CTWUG General Meeting 31-05-2014 by majority vote.

## Interpretation

"*Cape Town Wireless User Group*" shall mean the members of the Group and any honorary members appointed in terms of this constitution.

"*Member*" shall mean a member of the Group.

"*Committee Member*" or "*office bearer*" indicates a member of the Committee who has been duly elected in terms of this constitution, including any member of the Group who has been co-opted by the Committee in terms of this constitution.

Except where otherwise stated, words denoting the masculine shall include the feminine; and words denoting the plural shall include the singular.

## SECTION ONE: Constitution, Name, and Membership

- 1.1. This Constitution shall govern the Group and all its members.
- 1.2. The body shall be constituted as the Cape Town Wireless User Group, hereinafter referred to as the "*the Group*".
- 1.3. The group will consist of an association of members pursuing the same objectives and purposes without financial gain to any of its members or office bearers.
- 1.4. The group shall continue to exist even when its membership changes and there are different office bearers.
- 1.5. Membership of the Group is open to all persons interested in furthering the purposes of the Group and more specifically the "Objectives" enumerated below, subject to registration. Members are free to join and part the group at will.
- 1.6. Members shall not be charged a membership fee and all donations to the group are voluntary.
- 1.7. The group does not exist to make a profit from the services it supplies and maintains for the members of the organization.

## SECTION TWO: Mission Statement

2.1. The mission of the group is to build and maintain a free and open digital communications network, and in so doing provide an environment for members to freely exchange information in the best interests of all the group's constituents, and raise humanity's knowledge of TCP/IP, IEEE 802.11, and other digital communications technologies.

### **SECTION THREE: Objectives**

- 3.1. The Group shall serve as a source of information regarding wireless computer networking technologies and networks in the Western Cape region.
- 3.2. The Group shall liaise with the public, press and academic organizations.
- 3.3. The Group shall endeavour to be represented at wireless industry events in the Western Cape.
- 3.4. The Group shall provide a platform for the open exchange of information.
- 3.5. The group exists to provide a learning and educational platform on which both the group's members and the public can gain immeasurable knowledge about the understanding and use of the IEEE 802.11 wireless standard as well as general networking principles and practices.
- 3.6. The group endeavours to train and educate the public and members in these technologies.
- 3.7. The Group will act in a philanthropic and benevolent manner thus increasing the wellbeing of humankind.

### **SECTION FOUR: Organisation**

- 4.1. The group shall:
  - 4.1.1. Exist in its own right, separately from its members and office bearers.
  - 4.1.2. Be able to own property and other possessions.
  - 4.1.3. Be able to sue and be sued in its own name.
- 4.2. The group shall consist of:
  - 4.2.1. The Committee
  - 4.2.2. Training Officer
  - 4.2.3. Services administrators and network administrators
  - 4.2.4. First Contacts
  - 4.2.5. Members
- 4.3. A list of committee members, service administrators, network administrators and first contacts shall be made publically available on the CTWUG wiki website.

## **SECTION FIVE: Committee**

5.1. The Committee shall be the governing body of the Group.

5.2. The Committee shall consist of a Chairman, Vice-Chairman, Treasurer, Technical Officer and Secretary elected at the Annual General Meeting.

5.3. The Committee may co-opt other members as deemed necessary to fulfil the purpose of the Group. These members will not be eligible to vote in committee decisions and votes.

5.4. Specific Committee Members may take on one or more responsible roles as Webmaster and additional designated responsibilities as deemed necessary.

5.5. The Committee shall consist only of natural persons.

5.6. The Committee and only the Committee shall make public statements on behalf of the Group.

### **5.7. Committee Meetings**

5.7.1. A quorum for committee meetings shall be four committee members.

5.7.2. The committee shall not be a hierarchal unit and each committee member is equal in voting power. All matters before the committee shall be decided by means of a majority vote. In the event of an equal split in the votes, the Chairman (or acting Chairman) may exercise a casting vote.

5.7.3. Minutes of official committee meeting must always be taken and any important decisions taken that affect CTWUG will be publicly announced on the CTWUG forum website, thereby archived and made accessible to everyone.

5.7.4. Committee meetings shall be announced by the Chairman at least one week before the proposed time of the meeting.

### **5.8. Functions of Office Bearers**

5.8.1. The Chairman shall decide all matters relating to order and execute the other customary duties of a Chairman. These duties include:

- Chairing all committee and general meetings and holding order in these meetings.
- Chairing all matters of a disciplinary nature and arbitrating any disputes with the group's members.
- Overseeing the planning and execution of any sanctioned group events.
- Ensuring the wellness and success of the CTWUG group and acting as a guardian of the group's interest.
- Ensure the committee and members of the group uphold the CTWUG constitution and rules.

5.8.2. The Vice-Chairman shall assist the Chairman in the governance of the Group and may act in the place of the Chairman at his/her request. These duties include:

- Assist the chairman where possible and where requested by the chairman with their duties.

- Interface with any proposed projects and finance requests and ensure they are brought before the committee for approval.
- Ensure the committee and members of the group uphold the CTWUG constitution and rules.

5.8.3. The Treasurer shall oversee and administer all financial interests of the group. These include:

- Open, administrate and operate the banking accounts of the group.
- Keep all books of the accounts of the group in an auditable format and present these, upon approval of the committee, to any member within 21 days.
- Present a financial report at every Quarterly General Meeting.
- Disburse all money authorised by the committee and record these disbursements.
- Keep the financial affairs of the Group separate at all times to those of any of its members.
- Ensure there is no conflict between the interests of the Group and any members. In the event of such conflict, the treasurer shall report the matter to the Committee immediately.
- Ensure the members of the group uphold the CTWUG constitution and rules.

5.8.4. The Technical Officer shall oversee the technical interests of the group. This includes:

- Appoint and dismiss members to and from the services administrator and network administrator roles.
- Ensure all services and network administrators are held under a privacy non-disclosure agreement.
- Maintain a publicly viewable list of the services and network administrators for the group on the group website.
- Serve as the principal guardian of all group owned network infrastructure, services infrastructure, and digital information.
- Ensure the members of the group uphold the CTWUG constitution and rules.

5.8.5. The secretary shall oversee the records and public relations of the group. This includes:

- Keep and distribute minutes for all committee and group meetings.
- Serve as a guardian of any non-financial records and documents for the group.
- Maintain a record of all committee votes and which committee members voted for and against.
- Maintain public relations and social media profiles and presence.
- Ensure the members of the group uphold the CTWUG constitution and rules.

5.9. Committees of additional groups who form part of and/or are members of the CTWUG group are considered normal members with no additional roles or responsibilities in the group.

5.10. The Committee will appoint a training officer to run a training programme for the educational responsibilities of the group with members approved by the committee. This officer may not be a committee member.

### **5.11. Committee Resignations**

5.11.1. In the event of a committee member, excluding chairman, resigning, the committee shall offer the open position(s) for election at the next quarterly general meeting.

5.11.2. In the event of a resignation of a committee member, the chairman will designate the resigned committee member's responsibilities to remaining committee members until the next quarterly general meeting.

5.11.3. In the event that the chairman resigns the vice chairman shall become acting chairman for the remainder of the committee's term. He shall be able to execute all directives of a naturally elected chairman.

5.11.4. In the event of both the chairman and the vice-chairman resigning, the treasurer shall act as chairman until the next quarterly general meeting where an election for the chairman and vice-chairman position will take place.

5.11.5. In the event of a total disbanding of the current committee, an election will take place at a meeting of the first contacts. Only the first contacts may be eligible to stand in such a circumstance unless there are no nominations for a specific position from the first contacts.

## **SECTION SIX: Definition of Responsible Roles**

6.1. The Services Administrators are responsible for the group's digital assets including all servers, databases and information.

6.2. The services administrators are required to sign a non-disclosure agreement to prevent the misuse of the group's data including member details.

6.3. Network Administrators shall maintain all routing and the group owned high sites on the network, as well as design and maintain the network and the group owned high sites.

6.4. First Contacts shall be the group's members' first point of contact for any network and administrative needs. First contacts will be chosen by the committee to be the geographical representative of each area as defined on the group wiki website.

## **SECTION SEVEN: Election of Committee Members**

7.1. There shall be an AGM held each year on the last Saturday in August.

7.2. Committee members shall be elected at the Annual General Meeting by means of a process of nomination.

7.3. The CTWUG Committee nomination and election will be managed by a member or members of CTWUG appointed by the CTWUG Committee. This member(s) can be currently serving on the committee provided they are not a candidate for election.

7.4. The Nomination process will start 8 weeks before the next AGM meeting and last for 4 weeks. This process will be run on the group's website.

7.5. Nominees should have 1 nomination and 2 signatures to second (thus a person can nominate himself, but will need 2 signatures to second the nomination).

7.6. A list of nominees should be submitted 4 weeks prior to the AGM.

7.7. Each nominee should prepare a short background of himself/herself and his/her area of expertise. This should be submitted 22 days before the meeting to accompany the Agenda.

7.8. The Agenda is to be circulated 21 days before the meeting.

7.9. The quorum for the AGM shall be fifty members. This does not include members who are voting in absentia.

7.10. A member may only vote during an AGM in absentia if prior arrangement has been made with the election officer for this election.

7.11. Any Committee member so elected will hold office for a period of one year commencing from the day of the AGM.

7.12. The Chairman may not serve in the capacity of Chairman for a period longer than 3 years unless there is only one other nomination.

## **SECTION EIGHT: Disqualification of Committee Members**

8.1. A Committee member who is absent without apologies from three consecutive Committee meetings may be relieved of his duties at the discretion of the Committee present at the meetings.

8.2. A Committee member who is suspected of general misconduct, whether by contravening the CTWUG constitution, rules or code of conduct or being found guilty of breaking any law of the Republic of South Africa, shall be suspended pending a hearing in front of the first contacts which shall be held within 21 days of the suspension. He may be disqualified by a majority vote of the first contacts who attend that meeting. This vote shall be preceded by a hearing arbitrated by an arbitrator who shall be a first contact. The arbitrator may not be a committee member.

## **SECTION NINE: Meetings**

9.1. Meetings of the Group shall be held quarterly, unless otherwise specified by the Committee.

9.2. A group meeting is defined as a meeting presided over by the group's committee.

9.3. A group meeting shall be chaired by the group's chairman.

9.4. If the group's chairman is not present at a group meeting, the vice chairman shall chair the meeting.

9.5. If neither the group's chairman nor the group's vice chairman is present at a group meeting, the group's secretary shall chair the meeting.

9.6. Any group meeting shall be conducted following an agenda which shall be made public prior to the meeting.

9.7. Minutes shall be kept of any group meetings presided by the committee by the group's secretary or any member appointed by the secretary for this purpose.

## **SECTION TEN: Members**

10.1. Members are natural persons who have an active node on or co-own an active node on CTWUG WiND that is connected to the CTWUG network.

10.2. Membership may be revoked by the Committee if it can be shown that a member acts in any way detrimental to the interests of the Group.

10.3. If membership has been revoked, the member can apply in writing to the committee for consideration to be allowed to re-join the group.

10.4. Members are not permitted to make public statements or representations on behalf of the Group without the consent of the Committee.

10.5. Attendance register to be taken at general meetings for statistical purposes only.

10.6. The group's income and property are not distributable to its members or office-bearers except as reasonable compensation for services rendered.

## **SECTION ELEVEN: Adoption and Amendment**

11.1. This Constitution can only be amended by a majority of two thirds of all members attending a general meeting. Such amendment includes the temporary waiver of any provisions, the inclusion or removal of any clauses and the dissolution of the Group. Sufficient notice of 4 weeks must be given via the group's primary communication methods (forum and mailing list) of intention to change the constitution at a general meeting.

## **SECTION TWELVE: Committee decisions**

12.1. Committee members have the authority to make decisions in the best interest of the 3 main kinds of members of the group (technology experimenters, gamers and bulk traffic users).

12.2. When above mentioned decisions are made the following rules shall be upheld

12.2.1. The majority of the committee must agree on such a decision

12.2.2. It is the responsibility of the committee to inform the users, by means of correspondence, of the outcome of such decisions.

12.2.3. It should be made public which committee members stood for and against a decision

## **SECTION THIRTEEN: Regulatory requirements**

13.1 The group should comply with all regulatory requirements relating to an NPO or PBO.

## **SECTION FOURTEEN: Financial Matters**

14.1. Any funds or assets shall be used solely to meet the objectives of the group, if funds are not utilized it will be placed in the groups bank account. It will not be invested in any other way.

14.2. All donations should be banked in the groups banks account within 2 business days of receipt.

14.3. Payments should be made via bank transfers, except if approved by a committee member other than the Treasurer (a receipt must be supplied).

14.4. The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.

14.5. Within 30 days after receiving bank statements all income will be reflected on the group's financial web page.

14.6. Within 30 days after receiving bank statements a full set of monthly financials should be made available for perusal upon request.

14.7. The group's financial year will run between the 1 of September and 31 August.

14.8. 60 days after year end a full set of accounts should be available for all members to view upon request.

14.9. Any cash collected should be counted on receipt by two committee members.

14.10. All records should be kept for a minimum of 4 years.

14.11. The books of the group shall be audited by an auditor appointed by the group's elected committee on a yearly basis to ensure all records are proper, correct and complete.

14.12. Equipment bought using the group finances need not be kept in a register nor depreciated as equipment is considered an expense of the group.

14.13. Members or office bearers of the organisation do not have rights over things that belong to the organisation.

## **SECTION FIFTEEN: Indemnity**

15.1. No office bearer or member can be held responsible for any debt or obligation of the group.



## **SECTION SIXTEEN: Closing of the group**

16.1. - The organisation may close down if a quorum of at least 100 members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down. This quorum must include all five of the office bearers.

16.2. When the organisation closes down it 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 organisation. It should be given in some way to another nonprofit organisation that has similar objectives. The organisation's last general meeting will decide what organisation this should be.