



# Constitution

## 1. Name

- 1.1 The organization is known as “CapeLUG - LEGO® User Group Western Cape, South Africa”, abbreviated to “CapeLUG”, as needed. Referred to henceforth as “the LUG”.
- 1.2 LEGO® is a trademark of the LEGO® Group of companies, which does not sponsor, authorize or endorse CapeLUG or its affiliates. The LUG shall use the Internet domain [www.capelug.co.za](http://www.capelug.co.za) for identity purposes.

## 2. Purpose, Mission, and Status

- 2.1 The LUG’s purpose is to create opportunities for Adult Fans of LEGO® (AFOLs) to get together and share their love and knowledge of building.
- 2.2 The mission of the LUG is:
  - 2.2.1 To promote LEGO® as a hobby to the general public.
  - 2.2.2 To act as a party in promoting LEGO® in South Africa.
  - 2.2.3 To create an environment of learning and enjoyment for its members.
- 2.3 CapeLUG is organised as a non-profit.

### **3. Membership**

#### **3.1 Classes of membership**

The LUG offers one class of membership, namely a paid membership. Membership records shall be processed and maintained by the EXCO.

#### **3.2 Membership eligibility**

Individuals are eligible for membership on the following conditions:

- 3.2.1 They must be 18 years or older.
  - 3.2.1.1 People who are under the age of 18 years may participate in the LUG's meetings and events provided that they are always accompanied by a parent or guardian and that said parent or guardian is a paid-up member.
- 3.2.2 They must pay the membership fee, as determined by the EXCO (EXCO).
- 3.2.3 They must complete the membership application.
- 3.2.4 They must attend and participate in at least 2 (two) LUG meetings a year.
- 3.2.5 They must assist with at least one event organised by the LUG per year.

#### **3.3 Geographic location**

- 3.3.1 Members from any province in South Africa are welcome to join the LUG.
- 3.3.2 Meetings of the LUG will take place in the greater Cape Town area.
- 3.3.3 Events organised by the LUG will take place within the Western Cape province.
- 3.3.4 Members residing outside the greater Cape Town area are expected to participate as best they can in meetings and events organised by the LUG, should they not be able to attend regular meetings.

#### **3.4 Membership rights**

Eligible members of the LUG may:

- 3.4.1 Attend and participate in meetings.
- 3.4.2 Attend and participate in events organised by the LUG.
- 3.4.3 Vote at meetings.
- 3.4.4 View CapeLUG financial statements.
- 3.4.5 Nominate and be nominated for CapeLUG's EXCO.
- 3.4.6 Serve on CapeLUG's Committee.
- 3.4.7 Submit a resolution to form a SIG (Special Interest Groups), and participate in SIGs.

- 3.4.8 Communicate with other LUG members.
- 3.4.9 Petition for the removal of CapeLUG officers.

### **3.5 Member responsibilities**

All members are expected to:

- 3.5.1 Act in good faith with other members of the LUG and LEGO® community.
- 3.5.2 Promote the good name of the LUG and members of the LEGO® fan community.
- 3.5.3 Act in accordance with the requirements set by The LEGO Group® for the use of branding, and behaviour expected by RLUGs (Recognised LEGO® User Groups).

### **3.6 Termination of membership**

#### **3.6.1 Voluntary termination of membership**

A member may, at any time, request to have their membership terminated, subject to the following conditions:

- 3.6.1.1 The termination request must be carried out via email.
- 3.6.1.4 Voluntary termination does not preclude re-joining the LUG, but the initial eligibility requirements will have to be re-satisfied subsequent to the date of voluntary termination.

#### **3.6.2 Involuntary termination of membership**

- 3.6.2.1 Members who are not in good standing in terms of Sections 3.2 and 3.5 may be involuntarily terminated.
- 3.6.2.2 The Chairperson will make a recommendation to the EXCO, or any EXCO member may initiate termination proceedings.
- 3.6.2.3 The EXCO may, at their discretion, give a member a final chance to rectify their ineligibility, should the member fail to do so within 30 days, the EXCO may vote to terminate the member's membership.
- 3.6.2.4 A majority vote (more than 50%) will terminate the member. The member will be notified by the Chairperson via email, which shall be deemed sufficient notice.
- 3.6.2.5 Termination does not release the Member from obligations to the LUG such as, but not limited to, financial obligations or return of LUG property. On evidence of return of all LUG property and satisfaction of all obligations the Chairman shall strike the Member from the Membership Roll.
- 3.6.2.6 If the EXCO chooses not to pursue termination of an ineligible member when the ineligibility first occurs, it does not waive any right to do so in future.

- 3.6.2.7 Involuntary termination shall bar the individual from ever re-joining the LUG unless by a 2/3 vote of the entire eligible Membership (to be held at the request of the terminated individual.)
- 3.6.2.8 If a Member's membership is terminated involuntarily, they may petition for reinstatement to the EXCO, which would need to have a majority vote to approve the reinstatement.

### **3.6.3 Removal of a member**

- 3.6.3.1 A member may be removed from the rolls of the LUG by a unanimous vote of the EXCO.
- 3.6.3.2 A member, once removed, may no longer vote, must return all LUG property and may no longer receive any benefit from the LUG which includes, but is not limited to, use or possession of LUG property, membership in LUG mailing lists and participation in LUG events.
- 3.6.3.3 Without the unanimous approval of the EXCO, the member will not be allowed to re-join the LUG.
- 3.6.3.4 Removing a member is meant as a last resort measure, and is not to be undertaken by the EXCO without good cause

### **3.6.4 General provisions for termination of membership**

- 3.6.4.1 Any Member who has not paid their membership fees as per the requirements and due dates set for the payment of fees will have their membership automatically terminated for lack of payment of fees. Members that were automatically terminated can be reinstated if they pay the delinquent fees and get majority approval from the EXCO.
- 3.6.4.2 If a Member's membership is terminated (voluntarily or involuntarily) their fees paid are forfeited in their entirety. There are no pro-rated fees refunds.
- 3.6.4.3 For good cause, any person may be denied membership, even after satisfying the requirements of Section 3.2 by unanimous vote of the EXCO.
- 3.6.4.4 Any and all LUG property must be returned in the same condition it was provided, within 14 days after termination of membership.

## **4. Voting and Communication**

### **4.1 Eligibility**

- 4.1.1 All those who are Members at the time a vote is to be held are eligible to vote.

- 4.1.2 If the vote is held at a meeting, the Member must be present to vote, or a proxy outlining the question, the intended vote, and sufficiently identifying the Member may be created and presented on behalf of the Member to the EXCO for review. All proxies must address a specific question or questions. The decision by EXCO of whether to admit a proxy is final.
- 4.1.3 Proxies may not be used in recall elections.

## **4.2 Types of votes**

- 4.2.1 The LUG may use physical votes (secret paper ballots, a show of hands or voice vote) at meetings to decide questions, or electronic votes can be used to decide questions. Unless specified by a provision of this constitution to be specifically one mechanism or another, the EXCO shall determine whether a physical or electronic vote shall be used for a particular ballot, and shall announce it at the same time the issue or election is announced.
- 4.2.2 Electronic votes shall be carried out using the electronic means of voting that the EXCO directs.

## **4.3 Quorum**

- 4.3.1 For a physical vote to be valid, at least a simple majority (more than 50%) of the Members (as determined by the membership roll) must participate in the vote, either by being present at the meeting at which the vote is taken, or by having arranged to submit a proxy.
- 4.3.2 For an electronic vote to be valid, at least 2/3 of the Members (as determined by the membership roll) must actually vote. Proxies may not be used for electronic votes.

## **4.4 Communication**

- 4.4.1 Public notices about LUG matters and events will be posted to the LUG's website at [www.capelug.co.za](http://www.capelug.co.za).
- 4.4.2 Official communication by the LUG will be sent via the LUG's official Whatsapp group and by email to LUG members.
- 4.4.3 It is the responsibility of Members to keep their contact details up to date so as to receive LUG communication.
- 4.4.4 Messages sent via the official communication channels listed above, to a Member's contact details as contained in the membership roll, will be regarded as delivered.
- 4.4.5 Members may remove themselves from the official communication channels, but do so at their own discretion, and the LUG will not be held responsible for alternate delivery of messages should a member choose to do so.

## **5. Executive Committee (EXCO)**

### **5.1 Composition**

- 5.1.1 The Executive Committee (EXCO) shall consist of a Chairperson, Vice-chairperson, Administrator, and Treasurer.
- 5.1.2 When reference is made to the 'most senior' the order shall be, from most to least senior: Chairperson, Vice-chairperson, Administrator, Treasurer.

### **5.2 Term of office**

- 5.2.1 The term of office of all EXCO members shall run together, for a 12-month period, from December (or as soon in the new year as an election can be concluded) to December.
- 5.2.2 The term of office of EXCO members elected at a time different to that of the original EXCO shall run with that of the original EXCO.
- 5.2.3 There is no restriction on the number of consecutive or total terms of office that a member may hold.

### **5.3 Eligibility**

- 5.3.1 To be eligible for nomination and election onto the EXCO, a member must:
  - 5.3.1.1 Be a paid-up member
  - 5.3.1.2 Reside in the Western Cape
- 5.3.2 Should a member of the EXCO no longer be a paid-up member at any EXCO meeting, or general LUG meeting, the member shall have until the next EXCO meeting or general LUG meeting, whichever comes first, to rectify the situation.
  - 5.3.2.1 Should the member fail to do so, their position on the EXCO shall be terminated.
- 5.3.3 Should a member of the EXCO no longer reside in the Western Cape, their position on the EXCO will be terminated.

### **5.4 Nomination and election process**

- 5.4.1 The EXCO shall be democratically elected from among paid-up members by the members at the last general meeting of the LUG for the year, or as soon as is practical thereafter.
- 5.4.2 A request for nomination for the four EXCO members shall be announced one month prior to the last general meeting of the year.
- 5.4.3 Nominations must be submitted via email to any member of the EXCO, stating the name of the nominee, and an indication of agreement by the nominee. Members who would like to volunteer, should request a nomination from another member. Email nominations will be accepted up until 24 hours before the election meeting. Email nominations are the preferred method of nomination.

- 5.4.4 The details of the balloting process shall be determined by the EXCO and announced at the election meeting.
- 5.4.5 Elections at meetings is the preferred method for electing the EXCO. The provisions for such elections are:
- 5.4.5.1 Nominations from the floor shall be accepted, provided that the nominee agrees to nomination in person or via any other electronic means of communication, provided that the member's identity can be verified.
  - 5.4.5.2 Nominations shall be deemed closed just prior to the commencement of the election process.
  - 5.4.5.3 Each member chooses the four nominees they wish to form the EXCO.
  - 5.4.5.4 Nominees may not vote for themselves.
  - 5.4.5.5 Votes shall be cast anonymously.
  - 5.4.5.6 All ballots shall be counted and the results announced as soon as the ballots have been counted and verified.
  - 5.4.5.7 Elections may only take place once a quorum of members has been established.
- 5.4.6 Elections may take place electronically only in extreme circumstances and only if decided upon unanimously by the EXCO. The provisions for such elections are:
- 5.4.6.1 Members shall cast their votes using an online system, as determined by the EXCO, but will have to identify themselves to ensure that each member has only one vote.
  - 5.4.6.2 A period of no less than 7 days shall be made available for members to cast their votes.
  - 5.4.6.3 All electronic ballots cast within the allocated time-frame shall be counted, and the results announced within one day after the closing of ballots.
  - 5.4.6.4 Each member will choose the four nominees they wish to form the EXCO.
  - 5.4.6.5 Nominees may not vote for themselves.
- 5.4.7 The four nominees with the most votes are bestowed the positions.
- 5.4.8 Should a tie occur between some of the nominees, the nominee/s with more votes than the tied nominees are bestowed the positions. Nominees with fewer votes than the tied nominees are excluded. The tied nominees are then voted for again, and the nominee/s with the most votes, dependent on the number of available EXCO positions, are bestowed the position/s. Should a second tie occur, the most senior outgoing EXCO member, not part of the tie, decides which nominee/s are bestowed the positions.
- 5.4.9 If only four nominations for EXCO is received and no nominations from the floor are forthcoming, the nominees are bestowed the positions by default. If less than four nominations for EXCO is

received and no nominations from the floor are forthcoming the EXCO may choose to continue with only the nominated members or co-opt additional members to fill the vacancies.

- 5.4.10 After the four positions of the EXCO have been filled, the newly elected EXCO takes up office immediately, and replaces the outgoing EXCO.
- 5.4.11 The outgoing EXCO shall give every aid and advice to the incoming EXCO and hand over any documents, account details, property, etc in their possession.
- 5.4.12 At the first meeting of the EXCO, the newly elected members decide between themselves who will take up which positions on the EXCO. The method of choosing who takes up which position is up to the discretion of the EXCO.

## **5.5 Duties of the EXCO**

The duties indicated below are not exhaustive and may be amended and transferred between members of the EXCO as they see fit. In general, members of the EXCO are expected to:

- 5.5.1 Promote the LUG and its activities.
- 5.5.2 Promote LEGO® as a hobby to the general public.
- 5.5.3 Act as a party in promoting LEGO® in South Africa.
- 5.5.4 Create an environment of learning and enjoyment for its members.
- 5.5.5 Foster a good relationship between the LUG, The LEGO® Group, LEGO® retailers in South Africa, and suppliers to the LUG.
- 5.5.6 Act in the best interest of the LUG when making decisions.
- 5.5.7 The Chairperson is the primary executive officer of the LUG and presides at LUG meetings. The Chairperson is the representative of the LUG on any occasion when a person is required to act in that capacity. The Chairperson also acts as the liaison between the LUG and The LEGO® Group.
- 5.5.8 The Vice-chairperson shall maintain the official roll of members, and make it available to officers in accordance with the performance of their duties – this role also assumes the safeguarding of personal information of the members. The Vice-chairperson is responsible for signing up new members and retaining existing members. The Vice-chairperson shall report membership activity at each general meeting. The Vice-chairperson shall assume the duties of the Chairperson at meetings and other occasions should the Chairperson be unable to attend.
- 5.5.9 The Administrator is responsible for notifying members of meetings. The Administrator shall keep a record (the minutes) of meeting activities and shall make same available to members upon request. The Administrator shall also be responsible for maintaining an inventory of LUG property.



- 5.5.10 The Treasurer shall be the primary caretaker for the LUG's bank account(s). The Treasurer shall manage all financial transactions; maintain a correct record of funds available, debts outstanding, member debts to the LUG outstanding; maintain the LUG dues and fees schedule, and petty cash fund. The Treasurer shall report financial activity status at general meetings. The treasurer shall also be responsible for producing and reporting other financial reports and analyses as requested by the EXCO. The Treasurer shall assume the duties of the Chairperson or Vice-chairperson at meetings and other occasions as appropriate should the Chairperson/ Vice-chairperson be unable to attend.
- 5.5.11 EXCO may divide the above and any other tasks between themselves at their discretion.

## **5.6 Powers of the EXCO**

The EXCO holds the following powers:

- 5.6.1 Setting the annual membership fee of the LUG.
- 5.6.2 Making decisions on behalf of members, for the greater good of the LUG.
- 5.6.2.1 For a decision to be binding, it must enjoy a majority vote by the EXCO.
- 5.6.2.2 The EXCO may only vote on a matter if a majority (more than 50%) quorum has been established.

## **5.7 Conflict of interest**

- 5.7.1 Members of EXCO shall not be disqualified from holding positions by reason of any interest in any other club or concern.
- 5.7.2 In the event of a financial or personal interest in any matter being decided upon by the EXCO, the affected officer shall:
- 5.7.2.1 Fully disclose the nature of the interest, and
- 5.7.2.2 Recuse themselves from voting on the matter.

## **5.8 Removal from office**

- 5.8.1 Voluntary resignation

Any member of the EXCO may resign by tendering a letter of resignation to the rest of the EXCO. The resignation is deemed effective immediately upon receipt, unless otherwise described in the letter. The letter should state the name of the officer, the office being resigned from, and the effective date. If written, the officer resigning shall sign the letter. If electronic, provisions as to the authenticity of the letter shall be determined by the Executive Committee.

### 5.8.2 Violation of Law

Any member of EXCO who is convicted of a criminal offense shall be deemed to have tendered a resignation effective as of the date of conviction.

### 5.8.3 Involuntary removal

5.8.3.1 In the event of serious wrongdoing or other irregularity, members shall have the right to petition for a recall election to remove an officer from office. All petitions shall specify one officer for removal only. Multiple petitions may be filed.

5.8.3.2 The recall election shall be held at the next general meeting of the LUG or as soon as possible thereafter and shall be carried out in the same manner as the most recent previous officer election. All paid-up members are eligible to vote.

5.8.3.3 A petition must state the office and person to be removed and must have signatures of more than 50% of the members in good standing. The petition may be electronic or paper. It should be presented to any member of the EXCO not then already subject to a recall election or the subject of the petition itself, or to the Chairperson if all Executive Committee members are already subject to recall.

5.8.3.4 The officer subject to recall has the right to ask that the petition be certified as valid. The petition shall be deemed to be certified if all signatures are in order, or, if electronic in nature, if all those alleged to have signed it reply via email in the affirmative when queried. The first such petition submitted shall be the only one considered. If the petition is deemed valid, it shall be made public. If the petition is deemed invalid, the recall fails and the officer remains in office.

5.8.3.5 If the recall vote is successful, the officer is recalled and removed from office, and the officer succession provisions then apply.

5.8.3.6 Alternatively, in special circumstances, an officer can be removed by unanimous consent of the other 3 officers.

## 5.9 Vacancies and succession

5.9.1 If the Chairperson cannot fulfil his or her duties, resigns, is removed, or is otherwise unable to fulfil the term, the Vice-Chairperson will be the successor to the Chairperson (as determined by unanimous vote of the remaining EXCO members).

5.9.2 If any other Officer cannot fulfil his or her duties, resigns, is removed, or is otherwise unable to fulfil the term then a replacement will be appointed by the EXCO (by majority vote) and with the appointee's consent, until the next member election can be held to elect an individual to serve the balance of the term.

- 5.9.3 EXCO members elected due to the filling of a vacancy will serve out the remainder of the term of the person whose vacancy they filled.

## **6. Appointed Officers and Standing Committees**

### **6.1 Appointment of Officers and Committee Members**

- 6.1.1 From time to time the Chairperson may see fit to appoint special officers and committee members for various purposes in accordance with the overall LUG purpose.
- 6.1.2 These officers and committee members shall be drawn from the ranks of current members in good standing, and shall serve at the pleasure of the Chairperson, but their appointment and removal shall be ratified by majority vote of the EXCO. This applies to all appointed officers of whatever title, whether named specifically in this constitution or not.
- 6.1.3 The duties and responsibilities of each special officer or committee member, unless specifically noted in this Article, are as defined by the Chairperson.

### **6.2 Straw Boss**

- 6.2.1 The role of Straw Boss is to manage show participation, starting with planning, through the planning of layouts or exhibits, coordination with show management, securing the materials needed and managing activities during show days. Post show the Straw Boss is responsible for aiding in the preparation of a show report and in ensuring the property inventory is up to date.
- 6.2.2 There may be several Straw Bosses active at any given time as there may be several shows in various stages of planning, execution and wind down. Straw Bosses serve at the pleasure of the Chairperson and may themselves seek volunteers to delegate tasks to, but in so doing continue to have overall responsibility for the successful execution of the show.

### **6.3 Election Judge**

The Election Judge distributes and counts ballots, and announces results. The Election judge is a trustworthy member and neutral on the people/ issues being decided, is appointed for the duration of the election by the EXCO, and cannot be an officer.

## **7. Meetings of the Membership**

### **7.1 Annual Meeting**

- 7.1.1 The LUG shall have at least one physical meeting each calendar year, at a place and time to be determined by the EXCO.
- 7.1.2 The place and time shall be published using the official communication channels, no less than 1 month prior to the meeting.

7.1.3 Annual Meetings shall be held in the Cape Town area.

## **7.2 General Meetings**

7.2.1 One of the primary purposes of the LUG being fellowship, it is the intent of the LUG to have physical meetings every second month, at a place and time to be determined by the EXCO.

7.2.2 General Meetings shall be held in the Cape Town area or within the Western Cape.

## **7.3 Attendance by Members**

Members are encouraged to attend as many meetings as they can. However attendance is not mandatory at any particular meeting. Members should note that certain LUG actions cannot be carried out without a quorum of Members in attendance. Members are reminded that attendance at a certain fraction of meetings is a requirement for maintaining membership eligibility.

## **7.4 Attendance by Non Members**

7.4.1 Non-members (whether prospective Members or just those curious, or those who have business before the LUG) are welcome at meetings. At the discretion of the Chairperson or the senior EXCO member present, non-members may be asked to temporarily vacate the meeting while LUG business is conducted.

7.4.2 Regular attendance by a Non Member will be regarded as application for membership, and said Non Member will be required to pay membership fees or cease to attend meetings.

## **7.5 Attendance at events**

7.5.1 The LUG may from time to time present or participate in events, exhibits, and/ or shows. These events may be organised by the LUG or by other groups as deemed appropriate by the EXCO. Members are reminded that attendance at a certain fraction of events is a requirement for maintaining Membership Eligibility.

7.5.2 Participation in events organised by the LUG, on behalf of the LUG, are reserved for Members in good standing.

## **8. Funds and Property**

### **8.1 LUG Funds**

8.1.1 All LUG funds shall be kept in a recognised financial institution.

8.1.2 The treasurer shall be responsible for the initiation, management and termination of accounts in accordance with good and prudent financial practice, and shall be responsible for the mechanics of fund disbursement.

- 8.1.3 LUG funds shall, from time to time, be expended as the EXCO directs in support of one or more of the purposes of the LUG.
- 8.1.4 The LUG shall operate on a cash basis for accounting purposes and shall not expend funds if the LUG does not already hold the funds.
- 8.1.5 Any disbursement of LUG funds for any purpose requires a majority vote (more than 50%) by the EXCO.
- 8.1.6 Disbursements over the amount of R3000 for any purpose requires an announcement to all members, requesting their feedback for a one week discussion period. If 20% of members object, then a vote requiring agreement from the majority of members, subject to the requirements in Section 4, shall be held.
- 8.1.7 If an expense authorised by the EXCO is incurred by a member, that member is eligible for reimbursement, provided that the member provides corresponding receipts for the expenditure(s). The expense must be authorized in advance of the activity requiring the expense.

## **8.2 Membership fees**

- 8.2.1 The EXCO shall propose and the Members shall approve (by majority vote of the members present at a regular meeting at which a quorum is present, or by majority electronic vote of the entire membership, as the EXCO shall direct) the amount and manner of imposing and collecting dues.
- 8.2.2 Membership fees are set as an annual amount, which is payable as a once-off payment, due by the second meeting of the LUG, or in two instalments (one by the second meeting of the LUG and one by 1 July).
  - 8.2.2.1 Members who join the LUG after 1 July pay 50% of the annual membership fee.
- 8.2.3 Fees shall be uniform across members.
- 8.2.4 Any proposal for changing fees must be publicised at least one meeting in advance of the vote, whether that vote is physical or electronic.

## **8.3 Special assessments**

From time to time it may be necessary to levy special assessments on the membership to support specific projects. These must be for a definite purpose and for a definite amount and must be put forth as a proposition before the membership. Regular voting procedures apply.

## **8.4 Budget**

There is no requirement for a budget, but should the EXCO so decide and direct, a budget may be drawn up by the Treasurer and presented to the Members for their information.

## 8.5 LUG property

In accordance with the Purpose of CapeLUG, the LUG may acquire and dispose of property as necessary to support operations. Modification or disposal of LUG property must be approved by the EXCO in advance.

### 8.5.1 Property inventory

8.5.1.1 The LUG Administrator shall maintain an inventory of all LUG property that has a monetary value in excess of R10.00 per item or in aggregate where items are fungible and customarily aggregated. This inventory shall describe the property, record the acquisition date and cost, and shall also record any loss or damage, and any disposition of the property. If the property is donated, the identity of the donor shall be recorded as well.

8.5.1.2 Separate from the master inventory, it shall be recorded where the property is currently located. It shall be the duty of the Administrator and the Straw Boss for the most recent Show to ensure that this is updated as necessary.

### 8.5.2 Donated or Loaned Property and Review

The LUG can accept gifts, donations, loans, or similar of property or items consistent with its purpose, or furthering of its goals, at the discretion of any member, subject to a review and their acceptance by the EXCO. Property/items so reviewed and accepted shall be added and maintained as part of the LUG's property inventory by the Administrator, and used by the LUG for its purposes as determined by the EXCO and/ or applicable SIG Chair.

### 8.5.3 Property disposal

8.5.3.1 The EXCO may from time to time determine that some property/ items in the LUG's possession are no longer needed, and/or in the LUG's interest. In such cases, property/items loaned to the LUG shall be returned to its original owner via a means determined by the EXCO.

8.5.3.2 LUG-owned property/items so determined may be disposed of by the LUG by: sale, donation, or destruction, as determined by the EXCO.

8.5.3.3 If disposal by sale is determined, the property/items available shall be announced to all members in good standing for purchase, in a manner chosen by the EXCO that avoids possible conflicts of interest, with subsequent notice as to who acquired the property/item. If no member(s) wishes to purchase said property/item it shall be sold as determined by the EXCO.

- 8.5.3.4 If the property/item remains unsold, it shall be donated to a suitable charity, or otherwise disposed of as determined by the EXCO. Any funds or payment in kind received as compensation for items shall be accounted for by the Treasurer. If property/item disposal by donation or destruction is determined, the process shall be an announcement of the donation/destruction to members in good standing with at least 1 week prior notice. The charitable or destruction/disposal organization to receive the property/item shall be determined by the EXCO, and indicated in the announcement.
- 8.5.3.5 The EXCO may decide at any point in any disposal processes, to terminate the disposal of any property/item, and return it to inventory.

## **8.6 Property ownership**

- 8.6.1 All assets are the property of CapeLUG and are to be maintained by the EXCO or an EXCO designated person. Assets are held legally by the general partners, but are held in trust to CapeLUG. As such the EXCO is empowered to take all necessary action, including expending LUG funds, to protect LUG assets.
- 8.6.2 When assets require a person to be the legal owner, a document will be prepared that states the legal owner of the asset is holding that asset in trust for CapeLUG and in the event that the legal owner leaves the LUG they have 1 month to transfer both physical and legal ownership of that asset to a member designated by the EXCO. It is up to the EXCO to determine when such a document is required.

## **9. Special Interest Groups (SIGs)**

### **9.1 SIG creation**

- 9.1.1 The EXCO may propose the creation of a Special Interest Group by putting a resolution before the Membership. The resolution shall define the name, purpose, powers and duties of the SIG. The SIG will come into existence if the Membership approves the resolution by normal voting procedures.
- 9.1.2 Any Member may propose the creation of a Special Interest Group (SIG) by submitting a resolution before the EXCO. The resolution shall define the: name, purpose, powers, and duties of the SIG. The SIG will come into existence if the EXCO approves the resolution using normal voting procedures.
- 9.1.3 All members of the LUG are also members of the SIG without limit.

### **9.2 Ongoing operations**

- 9.2.1 Each Special Interest Group shall have the powers and duties defined in the resolution or resolutions adopting it, and shall have a

designated representative (the “SIG Chair”) to report to the EXCO and the rest of the LUG at least quarterly. Such SIG Chair serves at the pleasure of the Chairperson and is an Appointed Officer.

- 9.2.2 SIGs shall not have separate treasuries. Their expenditures, if any, shall come from the general LUG Treasury, and their revenues, if any, shall likewise accrue to the LUG Treasury. SIGs may not expend LUG funds without the prior approval of the EXCO.

### **9.3 Dissolution**

A Special Interest Group may be dissolved by proposal of the EXCO and by an affirmative vote of the Membership under normal voting procedures.

## **10. Ratification of the Constitution**

### **10.1 Notice, Quorum, Voting process**

- 10.1.1 The proposed constitution will be presented to the membership as a whole by electronic means no later than 14 days prior to the meeting at which their ratification is proposed.
- 10.1.2 At the ratification meeting, voting shall be by a show of hands. The form of the question shall be “Should this constitution be approved?” If the majority of votes cast are in the affirmative, the Constitution shall be deemed ratified and shall henceforth be in effect.
- 10.1.3 Members not present at the ratification meeting may cast their votes electronically up to 24 hours before the start of the ratification meeting, by answering yes or no to the question above.
- 10.1.4 For the vote to be binding, a simple majority of members must have cast their vote.

## **11. Amendment of the Constitution**

### **11.1 Amendment by members**

- 11.1.1 The membership as a whole may alter, amend, or repeal any provision of this constitution or make any additional bylaws.
- 11.1.2 No such alteration, repeal, or addition shall be considered unless proposed by the affirmative vote of at least two-thirds of the entire membership present at a duly constituted meeting and adopted by the affirmative vote of at least two-thirds of the entire Membership at a subsequent meeting of the LUG. Such a subsequent meeting shall be held at least 14 days after the minutes of the first meeting have been mailed or communicated to the members.

### **11.2 Amendments by the EXCO**

- 11.2.1 The EXCO may move to alter, amend, or repeal any provision of this constitution or add additional bylaws. Initiating the creation of candidate bylaws changes requires an affirmative vote by 50% plus 1



members of the EXCO as to the topics/sections concerned, and recorded by the Administrator. A further affirmative vote of 50% plus 1 members of the EXCO, as recorded by the Administrator, is required to present the candidate bylaws change(s), additions/ deletions and related prose for a member vote.

- 11.2.2 No alteration, repeal, or addition to candidate bylaws changes presented by the Executive Committee shall be executed unless approved by the affirmative vote of at least 2/3 of voting members when there is a quorum of members at any meeting.

## **12. Dissolution**

### **12.1 Dissolution by Resolution**

12.1.1 The LUG may be dissolved by resolution. Such resolution shall be presented by the EXCO to the general membership and shall require an affirmative vote of 2/3 of the membership if done at a meeting or  $\frac{3}{4}$  if done electronically.

12.1.2 The resolution shall outline the date for termination and the charity to which the remaining assets, if any shall be directed.

### **12.2 Dissolution by EXCO**

Should the membership of the LUG ever fall to 5 or less, the EXCO can pass a resolution to dissolve the LUG. The resolution shall outline the date for termination and the charity to which the remaining assets, if any shall be directed.

### **12.3 Disposition of Assets**

Upon the dissolution or winding up of the LUG, its assets remaining after payment, or provision for payment, of all debts and liabilities of this LUG, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated for charitable purposes, as directed in the resolution that dissolves the LUG.

## **13. Clone brands and similar items**

13.1 As CapeLUG is created to enjoy LEGO®, we are aware that issues may arise with the use of so called “clone brands”.

13.2 CapeLUG maintains that members may use whatever form of clone brands in their private lives but for LUG use, the limits are as follows:

- Stickers
- Lights
- Accessories (this does not include the bricks themselves but can include various implements and pieces that LEGO® does not make).

13.3 The use of these items should be kept to a minimum.

13.4 No direct, mainstream competitor's products may be used by members at LUG events, unless otherwise agreed to by the EXCO.

#### **14. Business between members**

The LUG is for the enjoyment of LEGO®. Occasionally members may have various things for sale which will interest other members. While it is difficult to police, those members who choose to advertise certain things to our members shall do so in a way that does not irritate, or disenfranchise any of our members. Business is welcome if done privately, but shall be frowned upon if that is all a member does.

#### **15. Conflicts of interest**

From time to time members may have business interests outside the LUG. Any privileges gained by membership of the LUG are for the member and their family only. Members may not gain any financial privileges from being a member of the LUG without prior permission from the EXCO.

#### **16. Acceptance of the provisions of the Constitution**

By paying membership fees, members agree to the terms set out in this constitution.