

THE CONSTITUTION
OF
THE OLD EDWARDIAN SOCIETY

1. NAME.

The name of the Society is "THE OLD EDWARDIAN SOCIETY" and it is hereafter referred to simply as "the Society".

2. HEADQUARTERS.

The Headquarters of the Society shall be at the Society's clubhouse at Houghton Johannesburg.

3. EMBLEM & COLOURS OF THE SOCIETY.

3.1 The Society, with the permission of the Governing Body of the King Edward VII School, shall use the School's coat of arms as the Society's only official emblem, except that, the letter "O", in gothic script, shall be positioned on the left side of the crown above the shield, and the letter "E", in gothic script shall be positioned on the right side of the crown above the shield.

3.2 The Colours of the Society are red (pantone number 194), white, green (pantone number 342) and black, provided that should the Society's crest be incorporated into clothing, the gold colour of the crest including the letters, 'O' and 'E', on the Society's crest are gold (pantone number 872) or black.

3.3 The Traditions Committee shall be empowered from time to time to propose the bringing into being of new emblems, provided that such emblem is to be used in connection with a specific event, and prior to its introduction it is presented to that committee for approval and ratification.

3.4 The Traditions Committee is empowered to recommend alterations to the existing emblem, provided that such proposed new emblem is presented in advance to the Executive Committee for its approval and ratification.

4. INTERPRETATION OF THIS CONSTITUTION.

4.1. Headings are for reference purposes only and are not to be used for the interpretation and construction of the contents.

4.2. Save where the context otherwise requires, all words and phrases importing anyone gender includes each of the other genders for the purposes hereof and singular words shall be deemed to include the plural and vice versa.

4.3. Save where the context otherwise requires, the term "schools" shall refer to and include the King Edward VII School; King Edward VII Preparatory School; St Mary's School for Girls and Johannesburg Girls High School. The term 'school' shall refer only to King Edward VII School.

- 4.4. 'Principal' shall mean the 'headmaster' or 'headmistress' for the time being of any of the schools.
- 4.5. In the event of bona fide doubt or dispute as to the meaning and interpretation of any of the provisions of this constitution or any of the rules and by-laws of the Society or in connection with any other matter whatsoever, the committee for the time being which rules thereon shall be the arbiter and its decision shall be binding upon the members of all classes of the Society, subject to any resolution of a general meeting of the Society thereon.
- 4.6. 'Traditions Committee' shall mean a standing committee of not fewer than four members and not more than ten of whom the majority shall have attended the school or its preparatory school who from time to time are appointed thereto by the Executive Committee because of the extent of their knowledge and understanding of the traditions of the Society and of the School and the Preparatory School and of the origins and purposes of such traditions, such knowledge having been acquired by extensive involvement over many years in the affairs of the Society and the said two schools.
- 4.7. Any notice that is required to be sent to the body of members as a whole shall be regarded as having been validly sent by the Secretary of the Society if -
- (a) it has been sent by e-mail to all those members who have provided an e-mail address to the Secretary;
 - (b) it has been posted on the notice board at the Society's Headquarters;
 - (c) it has been posted to the Society's website and other pages hosted on the internet.
- Such notice shall be deemed to have been received -
- i. by all members of the Society on the day but one after it has been dispatched by e-mail to him/her and posted on the Society's website which, if such dates be different shall be the later of the two dates; or
 - ii. on which date such notice was posted on the Society's website, and other pages hosted on the internet, which if such dates be different, shall be the later of the two dates;
If there is any dispute as to the date in question, a certificate under the signature of the Secretary shall be definitive and final as to what the date is.
- 4.8. 'Secretary' shall mean the person employed as such on a full-time basis whether such person is employed by the Society itself or by another person or entity and whose is seconded to the Society for such purpose.

5. LEGAL STATUS

- 5.1 The Society is and shall continue to be a distinct and separate legal entity and body corporate, separate from its members, with capacity to sue and be sued in a court of law in its own name, and with power to acquire, to hold and to alienate

property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.

- 5.2 All actions or suits, proceedings at law or any arbitration shall be brought by or against the Society in the name of the Society and the Executive Committee may authorize any person or persons to act on behalf of the Society and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.

6. ASSOCIATION NOT FOR GAIN

Notwithstanding anything to the contrary in this constitution contained:

- 6.1. The Society is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Society or its individual members.
- 6.2. The income and assets of the Society shall be applied solely for the promotion and attainment of the objects for which the Society has been established and for investment.
- 6.3. No part of the income or assets of the Society shall be paid to any person, whether directly or indirectly, and whether by way of dividend, donation or otherwise,
- 6.4. The Society shall not be entitled to carry on any trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its members or provide to any of its members financial assistance or any premises or continuous services or facilities for the purpose of carrying on any business, profession or occupation; PROVIDED that nothing in this clause shall be construed as prohibiting the Society from deriving income from —
- (a) the letting of any of its property or facilities for a realistic rent or consideration, save that it shall be permissible for the Society, in the case of a member who has shown exceptional loyalty and superlative services to the Society for a substantial period, and having regard to all relevant circumstances and to what appears to be fair and reasonable, to allow such member or a member of his immediate family the use and/or occupation of certain of its facilities or premises believed for a consideration that is somewhat less than a market related rental or consideration.
 - (b) the provision of catering, meals, refreshments and drinks to members and their guests, whether the provision thereof be done by staff employed by the Society or by outside contractors;
 - (c) the charging of admission, attendance and/or other fees and to third parties whether in connexion with sporting functions, competitions or festivals and whether or such is organized by the or the committee of a Sub-club; and

PROVIDED further that all income and receipts which are derived from or which are accrue to the Society from the letting of any of its property or facilities or from any activity carried on in pursuance of sub-paragraphs (b) and/or (c) above shall be used solely for meeting and defraying the costs of such activity, and thereafter for meeting the costs involved in pursuing, furthering and achieving its objects.

7. OBJECTS OF THE SOCIETY.

7.1. The objects of the Society are and shall continue to be—

- (a) to promote and preserve good fellowship and social intercourse amongst the members of the Society, and to do so particularly through the medium of sport, whether outdoor or indoor sport, and other recreational activities incidental thereto;
- (b) to secure the provision and maintenance of the such sporting and social facilities as are reasonably required by the members of the Society, and to ensure that these are of the highest standards so far as can be afforded, and where such members are old boys of King Edward VII School, the King Edward VII Preparatory School or old girls of JGHS and/or of St Mary's School, to foster and preserve amongst such old boys and old girls the ethos, mores and traditions of the schools.

7.2. Subject to 5.1 to promote and maintain close ties with King Edward VII School and its Preparatory School, and with St Mary's School for Girls in Waverley.

8. POWERS OF THE SOCIETY

Subject to the provisions of clause 6 above, the Society shall have all such powers as are necessary and/or reasonable for the proper attainment of the objects set out in clause 7 above and shall, without prejudice to the foregoing and without limiting them in any way, shall have the following express powers:

- 8.1. to do all such things as may be considered necessary or desirable by its members in general meeting or its Executive Committee to facilitate good fellowship and camaraderie amongst its members and their families, especially in the spheres of sport and related activities;
- 8.2. to assist and promote the development of sport, sporting skills and sportsmanship especially in the sporting codes for which facilities exist at its property and which are promoted at the Schools.
- 8.3. to establish and publish a newsletter and/or a web-site for the benefit of its members and/or interested persons;
- 8.4. to acquire by purchase, exchange, lease, sub-lease, donation or otherwise, immovable and movable property of all kinds, including land, stands and buildings and/or rights to use such moveable or immovable property, and rights of all kinds, which in the opinion of the Executive Committee or its members in general meeting

calculated to benefit the Society and to advance its objects and to maintain, improve and/or to alter any of the Society's property;

- 8.5. to erect, construct, maintain, improve, alter, manage and control any buildings or other erections on its property or to cause any of the foregoing to be done.
- 8.6. To sell, lease, mortgage, dispose of, give in exchange, turn to account or otherwise deal with all or any part of the property and rights of the Society.
- 8.7. To fulfil all the usual objects of a sport's, social and recreational club, and to hold and arrange or conduct any social functions at any time and to provide refreshments for such functions and generally to buy and sell and deal in all kinds of provisions and refreshments including wines, spirits and malt liquors, and generally to buy, sell and deal in goods and movable property of all kinds provided that such activities are directly related to the sporting, recreational, catering and refreshment facilities provided by the Society.
- 8.8. to institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or its officers, or otherwise concerning the affairs of the Society;
- 8.9. to open bank accounts in the name of the Society and to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments connected with the business and affairs of the Society, and to have specified and duly authorized employees and/or members of the operate such accounts through and by the use of internet banking facilities;
- 8.10. to invest and deal with any moneys of the Society not immediately required for the purposes of the Society;
- 8.11. to secure the fulfilment of any contracts or engagements entered into by the Society whether by the mortgage of all or any part of the property of the Society or otherwise;
- 8.12. to establish, promote or assist in establishing or promoting, and to subscribe to or become a member of any association or society whose objects are similar or partly similar to the objects of the Society, or the establishment or promotion of which may be beneficial to the Society, provided that no subscription be paid to any such other association out of the funds of the Society except bona fide in furtherance of the interests of the Society;
- 8.13. to support and subscribe to any institution or society which may be for the benefit of the Society or for its employees whether past or present;
- 8.14. to borrow or by other lawful means raise monies and to give security for such monies by the issue of bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Society or by mortgage of all or any part of the property of the Society;

- 8.15. subject to the provisions of clauses both 6 above and 9 below, to make donations, loans, exchanges, and to enter into leases and any other forms of contract whatsoever including sales and purchase of property of any kind whatsoever.

9. RESTRICTIONS ON THE POWERS OF THE SOCIETY.

- 9.1 The Society is prohibited from directly or indirectly distributing any of its funds whether surplus to its needs or otherwise to its members or any of them or to any other person other than on the winding-up of the Society in terms of clause 42 below.
- 9.2 The Society is prohibited from directly or indirectly remunerating any person excessively having regard to what is generally considered to be reasonable for the service rendered by such person to or on behalf of the Society, nor may such remuneration be determined as a percentage of any amounts received by or accrued to the Society.
- 9.3 The Society is prohibited from amending this constitution in any way that could or might have a bearing on the applicability to it of any tax law without first having submitted the proposed amendment to the Commissioner for the South African Revenue Service ('SARS') for scrutiny, comment and approval.

10. CLASSES OF MEMBERS.

- 10.1 There shall be the following categories of paying membership.

- (a) ORDINARY MEMBERS;
- (b) COUNTRY MEMBERS;
- (c) STUDENT MEMBERS;
- (d) JUNIOR MEMBERS.

- 10.2 There shall be the following categories of honorary members of the Society.

- (a) HONORARY MEMBERS;
- (b) HONORARY LIFE MEMBERS;
- (c) SENIOR LIFE MEMBERS;
- (d) TEMPORARY HONORARY MEMBERS;

- 10.3. The Executive Committee of the Society may, from time to time inaugurate or establish and define further categories of members and amend categories previously defined.

11. QUALIFICATION FOR MEMBERSHIP.

- 11.1 The persons eligible for the various classes of paying membership of the Society shall be as follows:

- (a) Ordinary members. Any person who has attained the age of 18 (eighteen) years shall be eligible for membership as an ordinary member of the

Society subject to such conditions as the committee may impose upon such person on election.

- (b) Country members. A person eligible for membership or admitted to membership who does not or will not regularly participate in or make use of the activities and/or facilities of the Society or of any of the Sub-clubs of the Society and who is not ordinarily resident within a radius of 50 kilometres from the Society's clubhouse.
- (c) Student members: Any student under the age of 25 (twenty-five) years shall be eligible to be a student member. Election to such membership shall be in the sole discretion of the committee and subject to such conditions as the committee may impose.
- (d) Junior members: A person eligible for membership or admitted to membership while attending any school as a pupil.

11.2 The persons eligible for the various classes of honorary membership of the Society shall be as follows:

- (a) Honorary Members. Any person, whether or not a member or a person eligible for membership, upon whom honorary membership is conferred at a General Meeting of the Society. Such conferral shall only be done on the recommendation of the Executive Committee and shall be for a specified and limited period.
- (b) Honorary Life Members. The Society may by the majority vote of the members present at any annual general meeting of the Society and on the proposal and recommendation of the Executive Committee elect that Honorary Life Membership be conferred on the member so proposed and recommended, provided that either the committee of the Sub-club of which such nominee is a member or two members of the Society in good standing shall first have submitted a motivated recommendation in writing, which recommendation shall have been considered by the Traditions Committee who in their consideration shall have taken into account all relevant aspects of the merits of the nominated candidate and whose opinion thereon shall have been conveyed in writing to the chairperson of the Executive Committee.
- (c) Senior Life Members. A member who has completed fifty years of continuous paid-up membership shall ipso facto become a Senior Life Member of the Society: PROVIDED that —
 - (i) The membership, if continuous, of any member who served in the Armed Forces during World War II and who was exempted from paying subscriptions to the Society during the period of his/her service, shall be regarded as having been paid-up provided that such member resumed paying his/her subscriptions by not later than 31 December 1946;

- (ii) In calculating the total period of membership of any member who joined the Society as a junior Member after 1 January 1926, the period of his/her junior membership up to the date of leaving school shall count as one-half i.e. two years as a junior member shall count as one year of senior membership;
- (iii) The membership of member shall be regarded as having been continuous and paid-up notwithstanding that -
 - such member may have been excused by the Executive Committee from the payment of any current or arrear subscriptions;
 - the membership of such member may have been terminated and thereafter reinstated;

Provided further that in either of the forementioned two events the period for which such member was so excused or in respect of which such a person was not a member, shall not be taken into account in determining the period of 50 years.

The Secretary shall forthwith cause the necessary adjustments to the register of members and the names of such newly created a senior life members shall be recorded in the report of the chairman at the next ensuing annual general meeting.

- (d) Temporary Honorary Members. A person upon whom Temporary Honorary Membership is conferred by the Executive Committee for a limited period of time; provided that no person residing within 15 kilometres from the Society's Clubhouse shall be eligible as an Honorary or Temporary or Reciprocity Member of the Society except where –
 - (i) such person holds a public office or is a bona fide candidate for membership or has conferred some special benefit upon the Society; or
 - (ii) by resolution of the Executive Committee such person is allowed the privileges of membership while engaged in any match, competition or event.

12. ELECTION OF MEMBERS.

- 12.1. A candidate for election as a member within one of the categories of paying membership shall complete an application in writing specifying such particulars as the Executive Committee may from time to time prescribe. The Executive Committee may in its discretion require that the whole or part of the entrance fee then applicable be lodged with the Society as a deposit simultaneously with the lodgement of the application for membership.

- 12.2. The candidate must be proposed by one member of the Society in writing and seconded by another in writing. This application shall be supported in writing by —
- (a) two members of the Society in good standing; and
 - (b) if such person intends joining any Sub-club within the Society, his/her application shall, in addition, be supported by that Sub-club under the signature of the chairperson and secretary of that Sub-club, duly authorised by resolution of the Sub-club concerned.
 - (c) No member shall under his/her signature propose or second or support any candidate not personally known to him/her.
- 12.3 The candidate's application shall be presented to the Executive Committee by the Society's Secretary within a reasonable time and shall be considered by such Executive Committee at the next meeting.
- 12.4 On any question of admission to membership, past pupils of the Schools shall be entitled to preferential treatment.
- 12.5 The election of members shall be by no fewer than two-thirds of the Executive Committee present and voting.
- 12.6 Upon approval by the Executive Committee the candidate shall immediately begin to enjoy membership of the Society.
- 12.7 Upon approval by the Executive Committee, the candidate's full names and the names of his proposer and seconder, and the name of the recommending Sub-club, if any shall be posted on the Society's notice board for at least 21 (twenty-one) days.
- 12.8 Any member who wishes to object to a candidate being admitted to membership shall do so in writing and furnish his/her reasons therefor and such written objection shall be delivered or sent to the Secretary.
- 12.9 No rejected candidate shall be proposed again until the expiration of six months from the date of such candidate's last rejection.
- 12.10 If at any time after the election of a candidate it shall appear that such person was elected under a misrepresentation or mistake as to her/his identity or owing to materially incorrect information as to her/his character and position having been given, the Executive Committee shall, within one month after the first ordinary meeting of the Executive Committee of their having learnt of such misrepresentations, mistake or incorrect information, have power to cancel his/her election: provided that no such decision to cancel shall be implemented until the person concerned has been given a reasonable opportunity to explain the situation.

The member whose election is thus cancelled shall thereupon cease to be a member and shall have no claim whatsoever against the Society or the Executive Committee for damages, return of entrance fee or subscription or on any grounds whatsoever, but the Executive Committee shall be entitled to make such *ex gratia* refund of entrance fee or subscription as it may consider proper.

- 12.11 A newly elected member shall, subject to the provisions in Clause 6.1.1, pay his/her entrance fee (or the balance thereof) and subscription forthwith upon being so elected.
- 12.12 The payment by or on behalf of a member of her/his subscription shall be an acknowledgement by or on the part of such member that she/he is bound by the Constitution, rules and by-laws of the Society and all by-laws that have been or may hereafter be made by the Executive Committee, and that she/he shall accept any ruling of the Executive Committee in all cases, and no person shall be absolved from the effects of the constitution and by-laws on the plea of not having received a copy of them or any of them.

13. CONDITIONS OF MEMBERSHIP.

- 13.1 Membership of the Society does not and shall not give to any member or any class of members any right, title, interest, claim or demand in or to any of the moneys, property or assets of the Society, but only confers upon such member the privilege of membership and, in pursuance thereof, of entering in and upon the grounds and premises of the Society, and of using the same in accordance with the use to which the same are devoted by the Executive Committee of the Society, and subject to such restrictions and charges as the Executive Committee may from time to time impose, and subject to the by-laws and rules of the Society from time to time in force.
- 13.2 In particular no member (hereafter in this clause referred to as 'the coach') shall undertake the coaching of other persons (whether members of the Society or not) using the facilities of the Society for reward unless such member shall first have concluded an agreement in writing with the Society represented by the Executive Committee or a duly authorized member thereof giving the coach permission to do so and specifying the terms and conditions on which such coaching may be undertaken. This clause shall apply whether or not the coach is a professional coach or otherwise. Also, no member may engage any person who is not a member and who carries on the occupation of coaching for reward, to coach him/her and/or other members of the Society at or using any of the facilities of the Society (which shall be deemed to include facilities on premises hired by or belonging to other persons and to which the Society and its members have rights of user) and no such person may coach for reward without the permission of the Executive Committee in writing first had and obtained, which permission may take the form of a written contract with such coach on such terms and conditions as the Executive Committee may regard as necessary and/or desirable.
- 13.3 The liability of the members of the Society for the debts and obligations of the Society is limited to the payment of the amount of unpaid subscriptions or other moneys owing by them to the Society.

13.4 Members may not sell or otherwise alienate their membership or rights to membership, and should any member purport to do so it will be regarded as serious misconduct.

13.5 The Executive Committee shall have the right to declare the membership list closed from time to time when in the opinion of the Executive Committee the premises or amenities of the Society are unduly congested and in their discretion to raise such closure or under circumstances to close, for any particular period or periods, the membership list in respect of any particular class or classes of members. Notwithstanding such closure, however, the Executive Committee shall have the power to admit to membership any person who in the opinion of the Executive Committee merits preferential treatment.

14. RESIGNATIONS.

A member may resign his membership by notice to the Secretary of the Society given prior to the date upon which his/her next subscription becomes due.

15. ENTRANCE FEES.

The entrance fees for the various classes of membership shall be such sums as the committee may from time to time determine and such fees shall be paid with the lodging of the application for membership and if not so paid, the application shall be invalid ; provided that teachers, administrative and secretarial staff on the permanent staff at any of the Schools or who are teachers on the temporary staff and have been so for a period of at least one year and the spouse of such a staff member shall be excused from paying the entrance fee, provided further that upon termination of such teaching appointment, the member (and spouse, if such spouse has also become a member) shall pay the applicable entrance fee in order to continue in membership unless excused from doing so by the Executive Committee.]

16. SUBSCRIPTIONS.

The annual subscription for membership in any class shall be such sum as the Executive Committee may from time to time determine which charges shall forthwith be recorded and published in the by-laws.

17. PAYMENT OF SUBSCRIPTIONS.

17.1 All subscriptions shall become due on the first day of September in each year.

17.2 No member who has not paid his subscription within [3] months after it has become due shall be allowed to continue as a member while her/his subscription is unpaid, and any such person shall forthwith cease to be a member of the Society, without notice, and her/his name shall be erased from the register of members.

18. REINSTATEMENT AND READMISSION OF MEMBERS, AND TRANSFER IN CLASS.

- 18.1 The Executive Committee may reinstate a defaulting member on payment by such person of all arrear subscriptions and any other amounts owing by that member to the Society , on such conditions as the committee may deem fit.
- 18.2 The committee shall have power to readmit a member, who for any reason has relinquished membership of the Society , on such terms and conditions as the committee shall determine in each particular case.
- 18.3 A member of any class of membership may, on making written application to or with the consent and approval of the committee, transfer from one class of membership to another as from the commencement of any financial year. Such change of membership from one class to another shall be upon such terms and conditions as the committee in its sole discretion may impose. Student members who wish to obtain any other class of membership shall make application for membership as in these rules provided.

19. REGISTER OF MEMBERS.

- 19.1 All members shall communicate their home address, postal address (where different) business address (where applicable) and their e-mail addresses from time to time to the Secretary who shall keep a register of the names of members and of their addresses.
- 19.2 General Society notices to the entire membership shall be posted on the notice board provided for that purpose at the Society's premises.
- 19.3 Delivery of all notices, other than general Society notices, to members, shall be validly made if posted to the addresses furnished by them respectively. Should any member fail to provide an address in terms of this rule, special notices to such member shall be properly delivered if placed on the Society's notice board.

20. THE EXECUTIVE COMMITTEE

- 20.1. The Executive Committee of the Society shall comprise not fewer than 7 (seven) persons as follows: –
- (a) the President of the Society (as an ex officio member if not already an elected or coopted Member of the Executive Committee);
 - (b) the Principal of the King Edward VII School, (who, if not already a member of the Society shall ex officio be deemed to be an Ordinary Member of the Society for the duration of his/her office as principal;
 - (c) The Principal of King Edward VII Preparatory School (who, if not already a member of the Society shall ex officio be deemed to be an Ordinary Member of the Society for the duration of his/her office as principal); and

- (d) six other members of the Society of whom at least four shall have been pupils of the Schools.

20.2. The Executive Committee shall have power and authority to co-opt such other members of the Society on to the Executive Committee as they think fit.

21. THE PRESIDENT OF THE SOCIETY.

21.1 The President of the Society shall be a member of the Society of not less than five years of consecutive membership if a past pupil of the School, or of not less than ten years of consecutive membership if not a past pupil of the School.

21.2 The President shall be elected by an electoral college consisting of the Executive Committee of the Society and the Chairpersons of the Sub-Clubs of the Society, from nominations submitted by members of the Society.

21.3 The election shall be held during November each year and the President elected shall hold office for one calendar year from the first year of January following.

21.4 No member may be elected as President for more than five successive terms of office but may thereafter again be so elected.

21.5 No person may accept nomination or appointment as the President if to his knowledge he is ineligible or disqualified from being a director of companies in terms of section 69 (8) of the Companies Act No. 71 of 2008.

22. ELECTION OF THE MEMBERS OF THE EXECUTIVE COMMITTEE.

22.1 Members of the Executive Committee shall be elected by members of the Society the Annual General Meeting of the Society each year.

22.2 At each Annual General Meeting of the Society three of the members of the Executive Committee shall retire from office. The President of the Society and the principals of the schools shall not be subject to retirement or rotation.

22.3 The members of the Executive Committee to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Executive Committee on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot. Such retiring members shall automatically be eligible for re-election without nomination.

22.4 Any nomination of a candidate for election as a member of the Executive Committee shall be in writing signed by two members of the Society and shall be delivered to the Secretary not later than thirty days prior to the Annual General Meeting at which the election is to take place. Retiring members of the Executive Committee shall be eligible for re-election without nomination.

22.5 The names of members so nominated or eligible for re-election shall be published in the notice convening the General Meeting.

- 22.6 If, at the Annual General Meeting, there are not more candidates eligible for election to the Executive Committee than there are vacancies to be filled, the chairperson of such meeting shall announce the names of such candidates and declare them to be duly elected to the Executive Committee. If there are more nominated candidates than the number of vacancies, the election shall be by ballot or in such manner as the chairperson of the meeting shall direct, but no member shall vote for a greater number of candidates than there are vacancies to be filled. If any member shall do so, his/her votes shall not be counted.
- 22.7 The Executive Committee shall, at the first meeting after its election, elect one of its number to act as chairperson and another of its members as vice-chairperson for its term of office. The persons so elected shall be the chairperson and vice-chairperson of the Society. Should the chairperson or vice-chairperson not be present at any meeting of the Executive Committee, those present shall elect a chairperson of such meeting.
- 22.8 The chairperson of any meeting shall have a casting vote in addition to his own.

23. MANAGEMENT OF THE AFFAIRS OF THE SOCIETY AND POWERS & FUNCTIONS OF THE EXECUTIVE COMMITTEE

The entire management and control of the Society shall be vested in the Executive Committee and the Executive Committee shall have full power and authority to do any act, matter or thing which could or might be done by the Society except as otherwise specially provided in this Constitution, and without in any way limiting such powers and authorities, the Executive Committee shall have the following special powers:

- 23.1 To make, vary and repeal by-laws and rules for carrying out the provisions contained in this Constitution, for the management of the affairs and the use of the premises of the Society by its members, and generally for all matters connected with the Society, provided that such by-laws and rules do not conflict with this Constitution.
- 23.2 To acquire any movable or immovable property for the Society calculated to benefit the Society and to advance its objects.
- 23.3 To secure the fulfilment of any contracts or engagements entered into by the Executive Committee by mortgage or charge of all or any part of the property of the Society or in such other manner and under such conditions as it may think fit.
- 23.4 To sell, lease, alienated or otherwise dispose of any part or parts of the movable or immovable property of the Society as it may think most beneficial to the Society, and to apply the consideration arising therefrom as it may think most advantageous to the Society.
- 23.5 To appoint, and at its discretion, remove or suspend such attorneys, agents, secretaries, officers, clerks and servants for permanent, temporary or special services, as it may think fit, and to invest them with such powers as it may think expedient, and to determine their duties and fix and vary their salaries or

emoluments (if any), and to require security in such instances and to such amounts as it may think fit.

- 23.6 To institute, conduct, defend, compound or abandon any legal proceedings by and against the Society, or its officers or otherwise, concerning the affairs of the Society; and also to compound and allow time for payment or satisfaction of any debts due to the Society, and of any claims or demands by the Society.
- 23.7 To refer any claim or demand by or against the Society to arbitration, and to give effect to or refuse to give effect to the award.
- 23.8 To make and give receipts, releases and other discharges for moneys payable to the Society, and for the claims and demands of the Society, and except where otherwise provided in these rules, such receipts shall be signed by the Secretary or such person lawfully acting in the place of such Secretary.
- 23.9 To open one or more banking accounts in the name of the Society and to operate on and overdraw the same, and to draw, accept, endorse, make and execute bill of exchange, promissory notes, cheques and other negotiable instruments connected with the business of the Society. Such bill of exchange, cheques and other negotiable instruments shall be signed by any two signing officials designated from time to time by the Executive Committee.
- 23.10 To invest and deal with any moneys of the Society not immediately required for the purposes of the Society upon such securities and on such terms as it may think fit, and from time to time to vary or realise such investments.
- 23.11 To borrow or raise money in such manner as it may think fit and in particular by the issue of debentures or debenture stock, upon such terms and conditions as it may think fit, and as security for any moneys so borrowed or raised, to mortgage, pledge or charge to whole or any part of the property, assets or revenue of the Society, present or future, upon such terms and conditions as it may think fit.
- 23.12 To negotiate, stipulate for, grant and arrange reciprocity between the Society and any other club or association.
- 23.13 To establish or support or aid in the establishment and support of associations, institutions, trust funds and conveniences calculated to benefit the Society or employees of the Society or the dependants or connections of such persons, and to grant pensions and allowances, and to make payments towards insurances, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibitions, or for any public, general or useful objects.
- 23.14 To grant consent to persons not members of any class to use the Society's property or to enter the grounds or buildings used or owned by the Society upon such terms as it may think fit or at its discretion, to refuse consent.
- 23.15 To hold sporting tournaments or social functions, or to permit and grant permission for the holding of sporting tournaments and functions at or on the Society's premises, and to make and impose charges for entrance or admission to

the Society's grounds or property or elsewhere against any members or any class or classes or other persons on such occasions, or to set aside the Society's grounds or premises or any part thereof for a limited time for any special purpose whatsoever.

- 23.16 To enter into contracts with clubs or outside bodies or associates for the promotion of sport and for any other purpose incidental to the Society's objects.
- 23.17 To insure any servant or employee of the Society against any risk whatsoever, and to insure or procure the insurance of any property of the Society (either movable or immovable) against any risk whatsoever.
- 23.18 The Executive Committee shall have the power to appoint sub-committees for any purpose and to delegate to such sub-committees the functions and powers of the Executive Committee relating to the same, provided that any sub-committee so appointed shall include no fewer than one member of the Executive Committee and a member of the Executive Committee shall be the chairperson of the sub-committee.

24. DISCRETIONARY POWERS OF THE EXECUTIVE COMMITTEE.

The Executive Committee may in its discretion:

- 24.1 When justified by special circumstances grant partial or full rebates of entrance fees in such categories or age groups as the Executive Committee may determine to an applicant who was a pupil at the School.
- 24.2 Authorise the payment of entrance fees and subscriptions in instalments.
- 24.3 Authorise a reduction in the initial subscription payable in respect of any year where an applicant has applied for membership during the currency of that year.
- 24.4 On application by a member to convert his class of membership to membership of any other class to which he or she is eligible, in which event the member in question shall pay the additional amount required to bring his or her entrance fee and subscription to that of the class concerned unless he has already paid the then applicable entrance fee at any earlier stage.
- 24.5 Determine that the subscription of any particular member or members fall due on a date other than the date fixed above.

25. RESTRICTIONS ON THE POWERS OF THE EXECUTIVE COMMITTEE.

The powers of the Executive Committee as set out in the preceding clauses are expressly declared to be subject to the following restrictions:

The Executive Committee shall not have the power or authority —

- 25.1 to dispose of the whole or a substantial part of the movable and immovable property of the Society unless such disposal is sanctioned by a resolution passed

by a majority of not less than two-thirds of the votes of the members present at a Special General Meeting called for that purpose;

- 25.2 without the prior sanction of the members of the Society in General Meeting to —
- (a) to enter upon or commit the Society to any project or transaction calculated to involve the Society in an expenditure of a capital nature exceeding R100 000,00 (One Hundred Thousand Rand); or
 - (b) to mortgage, pledge or otherwise encumber any portion of the property or assets of the Society for an amount exceeding R100 000,00 (One Hundred Thousand Rand); or
 - (c) to sell, exchange or otherwise dispose of in any one transaction any portion of the property or assets of the Society exceeding R100 000,00 (One Hundred Thousand Rand).

26. ACCOUNTS AND AUDITORS

- 26.1 The Executive Committee shall ensure true accounts are kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, and of the assets, credits and liabilities of the Society.
- 26.2 The Society's financial year shall end on 31st day of August each year.
- 26.3 At each Annual General Meeting, the Executive Committee shall lay before the Society a statement of the income and expenditure and a Balance Sheet containing particulars of the assets and liabilities of the Society made up to the 31st day of August preceding the meeting.
- 26.4 Every such statement and Balance Sheet shall be accompanied by a report of the Executive Committee as to the state and condition of the Society. The statement, Balance Sheet and report shall be signed by the Chairperson and one other member of the Executive Committee.
- 26.5 The Society shall appoint Auditors whose duty it shall be to audit the books and accounts of the Society, and who shall hold office until such time as the Auditors resigns or be replaced by a resolution of an Annual General Meeting of the Society.
- 26.6 No officer of the Society shall be eligible during the continuance of their office for the post of Auditor.
- 26.7 At least once a year the records and accounts of the Society shall be examined and correctness of the financial statements including the Balance Sheet before referred to shall be ascertained by the Auditors.

- 26.8 The Auditors shall be supplied with copies of the financial statements including the statement of income and expenditure and Balance Sheet intended to be placed before the Annual General Meeting. The Auditors shall make an audit report available to the members on the financial statements, and in every such report, the auditors shall state whether in their opinion, the financial statements give a true and fair view of the financial position of the Society, and of its financial performance and its cash flows for the year under review in accordance with the relevant South African accounting and auditing standards and such report shall be laid before the Annual General Meeting.
- 26.9 Every account of the Society, when audited and approved by an Annual General Meeting, shall be deemed conclusively correct and shall not be restated, except if a material error or omission is discovered within three months next after the approval thereof by the Executive Committee or a member of the Society. The restated financial statements shall be forthwith presented at a Special General Meeting for approval after the auditors have been advised of the restatement of the financial statements and modification of the audit opinion has been considered.
27. MEETINGS OF THE EXECUTIVE COMMITTEE : QUORUM, ATTENDANCE AT, VACANCIES IN AND VOTING ON THE EXECUTIVE COMMITTEE
- 27.1 The Executive Committee shall meet at such times and as often as it thinks fit, but there shall not be a lapse of more than seventy days between any two consecutive meetings. Meetings may be conducted in person or over the internet through e-mail or other platform.
- 27.2 Three members shall be a quorum at the Executive Committee Meeting, except where otherwise provided by these rules.
- 27.3 In the event of an equality of votes at a meeting of the Executive Committee of the Society, the Chairperson shall have a second or casting vote.
- 27.4 Any vacancies occurring in the Executive Committee shall be filled by the Executive Committee with all reasonable promptitude by electing a member to fill such vacancy. Such member shall, in addition to the three persons who retire by rotation, retire at the next Annual General Meeting but shall be eligible for re-election without nomination. Thereafter, if elected, such member shall hold office for the period and on the same terms as the member whose vacancy he filled.
- 27.5 The Executive Committee shall have power to act notwithstanding any vacancy or vacancies on the Executive Committee, but if and so long as the number of members of the Executive Committee falls below six, the Executive Committee may act for the purpose of increasing its number to ten or of convening a General Meeting of members, but for no other purpose.
- 27.6 The Executive Committee may grant leave of absence from meetings to its members for a period not exceeding six months.

28 TERMINATION OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS.

Any member of the Executive Committee absenting him/herself from three consecutive meetings without leave of absence shall ipso facto cease to be a member of the Executive Committee. The record of attendances at meetings of each member of the Executive Committee during the year shall be reported to members at the Annual General Meeting.

The provisions of this sub-clause shall not apply to the President of the Society or to any of the Principals while he/she is an ex officio member.

29. ANNUAL GENERAL MEETINGS OF THE SOCIETY.

29.1 The annual general meeting of members of the Society shall be held at such time and on such date as the Executive Committee may determine but by no later than 12 December of each year.

29.2 Notice of the date and time for the holding of the annual general meeting shall be given in accordance with the provisions of clause 4.7 provided that

- (a) in the case of notices posted to the postal address of members Such notice shall be sent or posted at least 21 from days before the date fixed for the holding of such meeting and
- (b) in the case notices sent by e-mail shall be sent at least 14 days before the date fixed for the meeting ; and
- (c) the posting of the notice to that effect on the principal notice board at the Society's clubhouse shall be effected at least 14 (fourteen) days before the date fixed for the meeting.

29.3 The omission to send by e-mail any such notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution at that meeting.

29.4. Subject to clause 28.5 below, notice of the terms of any resolution which any member wishes to propose at an annual general meeting must be signed by at least two members and lodged with the Secretary, at least [14] days before the date fixed for such meeting. The notice and the terms of such proposed resolution shall be sent by e-mail or, in the case of members who do not have email, by post to their addresses and has recorded in the register of members not less than 10 days prior to the appointed date of the meeting.

29.5. Notice of any proposed resolution adding to, repealing or amending any of the provisions of this constitution shall be given as provided in clause 39 below.

30. PROCEEDINGS AT ANNUAL GENERAL MEETINGS.

The business to be conducted at an annual general meeting shall be :

- 30.1 to receive and consider reports by the Chairperson on the affairs of the Society, and by the President of the Society;
- 30.2 to receive and consider a report by the member of the Executive Committee responsible for the financial affairs of the Society who shall present the audited delete annual financial statements for the preceding financial year;
- 30.3 to consider and pass, with or without amendment, or reject any and all resolutions of which due notice has been given and which have been validly submitted to the meeting concerning the affairs of the Society;
- 30.4 To elect any Honorary Life Member proposed by the Executive Committee;
- 30.5 to elect members to the Executive Committee to fill the vacancies for the ensuing year;
- 30.6 to consider and discuss any other pertinent matter as may in the discretion of the Chairperson be appropriately raised under general.

31. SPECIAL GENERAL MEETINGS.

- 31.1 The Executive Committee may at any time, through the Secretary, call a special general meeting of members by giving not less than 14 days notice specifying the object or objects for which the meeting is called.
- 31.2 The Secretary shall convene a special general meeting of members of the Society upon receiving a requisition in that behalf signed by not less than 25 members of the Society. Upon receipt of such a requisition the Secretary shall give due notice to all members by e-mail or, in the case of members who do not have an e-mail address, by post. The omission to send by e-mail or by post any such notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

32. VENUE OF AND QUORUM AT GENERAL MEETINGS.

- 32.1 All general meetings shall be held at the Society's headquarters save that if, in the considered opinion of the executive committee there are special and/or unusual circumstances, a general meeting may be held at such other venue as the Executive Committee may decide.
- 32.2 The quorum for a general meeting called by requisition, or one at which it is contemplated that a proposed amendment to this constitution be considered (whether such meeting be a special general meeting or an annual general meeting) shall be 20 (twenty) paid up ordinary members in good standing and entitled to vote and Honorary Life Members PROVIDED THAT, should no quorum be present within 20 min of the time fixed for the meeting, the meeting shall, in the case of a special general meeting called by requisition of members, be finally resolved ; and the case of an Annual General Meeting or a Special General meeting called by the Executive Committee be adjourned to the same day and hour in the following week, and at such adjourned meeting the members

present shall be deemed to be a quorum for all of the business to be transacted at such meeting, save that in the case of a proposed amendment to the constitution needing to be considered and decided upon a quorum shall remain 30 members as aforesaid.

33. CHAIRPERSON AT GENERAL MEETINGS.

The chair at all general or special general meetings of the members of the Society shall be taken by the chairperson of the Society or, in his absence, by the vice-chairperson. Should both be absent, the members present shall elect a chairperson for that meeting from among the other members of the Executive Committee present, if any, or, failing their presence, the chairperson shall be elected, being a person who is entitled to vote at an annual general meeting, from among those members present.

34. ADJOURNMENT OF GENERAL MEETINGS.

The chairperson of any general meeting may, with the consent of the meeting decided by majority vote, adjourn the meeting from time to time but no business shall be transacted at any adjourned meeting other than that business left unfinished at the meeting from which the adjournment took place.

35. VOTING AT GENERAL MEETINGS.

35.1 Each fully paid-up member in good standing present shall be entitled to one vote save that junior members and persons who have been members for less than two years shall not be entitled to vote and provided that in the event of an equality of votes the chairperson of the meeting shall have a second or casting vote.

35.2 Any business or resolution or question submitted to such a general meeting for decision shall, in the first instance, be decided by a majority vote of those present and entitled to vote which shall be decided by a show of hands provided that the chairperson of the meeting may having regard to such circumstances as he considers relevant and notwithstanding the provisions of clause 32.3 below, decide and rule that voting shall be by poll.

35.3 Notwithstanding anything contained in the previous sub-clause voting shall be by poll if that is demanded by 10 members present and entitled to vote.

35.4 Notwithstanding anything to the contrary herein no member of less than two years standing shall be entitled to vote on any resolution that relates either to an amendment of this constitution or to a resolution which the executive committee rules to have a material effect on the use, location or structure of a facility on the premises of the Society's property.

35.5 No proxies shall be allowed.

36. SUB-CLUBS

36.1 The Executive Committee may from time to time establish Sub-clubs and provide amenities for Sub-clubs for the promotion and the playing of any sport or game,

or the carrying on of any activity conducive to the entertainment or well-being of members, as it may deem fit.

- 36.2 The Executive Committee shall have the power to dissolve or curtail the activities of any Subclub should it consider that the active members of such Sub-club are not numerically sufficient or that the activities of such Sub-club places an undue strain on the financial resources of the Society or that the Sub-club usurps an undue portion of the Society's premises or grounds, or for any other reason that the Executive Committee may deem good and sufficient. Such a decision shall not be taken by the Executive Committee unless one month's notice in writing has been given to the committee of the Sub-club concerned and such Sub-club has had an opportunity of presenting its views to the Executive Committee.
- 36.3 Each Sub-club shall be governed by a constitution and the control and management of a Sub-club and of the amenities pertaining thereto shall be vested in a committee elected by the members of such Sub-club and, subject to the provisions of this Constitution, the by-laws of the Society and ratification by the Executive Committee, members of such Sub-club in general meeting shall have the power to frame, amend, vary or modify the constitution or by-laws of the Sub-club.
- 36.4 Notwithstanding the provisions of the preceding sub-section no Sub-club shall be a juristic persona, and in consequence of this no Sub-club shall be entitled to enter contracts on behalf of such Sub-club provided that the Sub-club shall be entitled to concluded an agreement with the national or provincial governing body of its code of sport and provided further that whenever the committee of such a Sub-club proposes to conclude such an agreement and it contains provisions imposing financial obligations, the committee of the Sub-club shall first make a copy of such proposed agreement available to the Executive Committee for its approval and sanction.
- 36.5 Notwithstanding anything to the contrary herein a Sub-club committee shall not have the power, without the consent in writing of the Executive Committee first had and obtained, to –
- (a) open or maintain a separate banking account in the name of the Sub-club. All revenue of the said Sub-club from whatsoever source obtained, shall be deposited with the Society without delay and such deposits shall be credited to the account of the Sub-club in question in the books of account of the Society. Any expenditure incurred by the Sub-club or the Society solely for the benefit of the members of the Sub-club or at the instance of the Sub-club shall be a charge against the funds of the Sub-club and debited to the account of that Sub-club in the books of the Society;
 - (b) pledge the credit of or incur any expenditure in the name of the Society in excess of the balance standing to the credit of the Sub-club in the account books of the Society;
 - (c) erect any structures on or to make any substantial alterations to the premises or grounds placed at its disposal;

- (d) implement any sanction or penalty, other than a warning, imposed upon any member Sub-Club pursuant to its own internal disciplinary procedures. (e) engage any person as a servant or employee. (This shall not be construed as a prohibition against engaging any person as a coach as an independent contractor, and subject to this being done in accordance with the provision of clause 13.2 above.)
- 36.6. The constitution and by-laws of a Sub-club may not be in conflict with this constitution or the Society's by-laws and shall be subject to the approval of the Executive Committee which shall have the right to amend, vary, modify or reject all or any provisions of such constitution or bylaws at any time.
- 36.7. The Executive Committee shall allow the Sub-clubs of the Society to administer their own affairs should the following conditions be met:
- (a) That the Sub-club committees are properly Constituted bodies;
 - (b) That the Executive Committee has approved of and the Society and the Society's Secretary is in receipt of such Sub-club's most current Constitution;
 - (c) That any request for the withdrawal of funds are accompanied by a duly signed copy of minutes authorising such withdrawal; and
 - (d) That all other by-laws are complied with.
- 36.8. Should any payments be made without the compliance of clause 8.14., then the person requesting the withdrawal of the funds shall be liable to repay such funds.
- 36.9. In the case where a Sub-club is not properly constituted, all requests for payment shall be considered and dealt with by the Executive Committee.
- 36.10. Subject to the provisions of clause 35.11, any member of the Society shall be entitled to become a member of any Sub-club established within the Society upon completion of the forms or formalities required therefor as may be prescribed by the by-laws or the constitution of such Subclub and payment of such fee, if any, as may be required by the constitution of such Sub-club.
- 36.11. The committee of any Sub-club established within the Society having so resolved may apply to the Executive Committee for leave to declare its membership list in respect of any class of member any period on the grounds that the amenities available do not permit of the acceptance of any additional members and upon the Executive Committee's acceding to such request in such form and upon such terms as the Executive Committee may determine, the committee of the Subclub many during the period of closure decline to admit any person to membership notwithstanding the fact that he or she is a member of the Society.
- 36.12. The closure may be lifted by the committee of the Sub-club concerned at any time and shall be lifted on a direction to that effect by the Executive Committee.

- 36.13. Any Sub-club established within the Society shall, subject to the provisions of Section 13.4, be entitled to control its own finances but the Executive Committee shall be entitled to impose levies upon a Sub-club or its members or a monthly, quarterly or annual charge on it or its members as a contribution towards the general funds of the Society.
- 36.14. The Executive Committee may provide amenities for sports and games under its direct control and not under the control of a Sub-club and may prescribe the fees payable in respect of participation in such games or sports.
- 36.15. Any sub-club wishing to have teams participate in leagues or tournaments in its code of sport or game is required to have its team members or competitors make use of the official colours in a form of its choosing, provided such official playing clothing must, in advance of its adoption by the Sub-club, have been submitted to the Traditions Committee and its approval and authorization been obtained.
- 36.16. Any Sub-club which has one or more teams participating in leagues in breach of clause 35.15 will be brought to the attention of the Executive Committee which shall, if it thinks fit, impose an appropriate. If further use of unapproved playing gear is persisted with, the Executive Committee shall withdraw the Sub-club from the league being competed.
37. GUESTS.
- 37.1 Members may introduce guests, in their company, to the Society's premises, subject to the Constitution and by-laws of the Society, and of the particular Sub-club in the activities of which the guest is to participate.
- 37.2 Members introducing guests shall inscribe the guests' names and addresses in the visitor's book immediately on arrival, and shall sign the entry.
- 37.3 No member shall introduce anyone to the Society's premises who has been rejected as a member, or suspended, or who has resigned when called upon by the Executive Committee to do so in pursuance of clause 38 below, or who has been expelled.
- 37.4 Nothing shall be supplied to guests except on the order and at the expense of a member. The admission of guests on the special fete days or occasions shall be regulated by the Executive Committee.
- 37.5 A guest shall not be entitled to represent the Society any sporting, social or other field of activity.
- 37.6 The number of guests of any member on any occasion may not exceed 500.
38. MISCONDUCT OF MEMBERS : DISCIPLINARY POWERS & PROCEDURES.
- 38.1. A member of the Society shall be guilty of misconduct should he, in the opinion of the Executive Committee:

- (a) commit any breach of this constitution or the rules or by-laws of the Society; or
 - (b) be guilty of any improper conduct; or
 - (c) fail to make payment of any money due to the Society after due notice to him calling upon him to remedy such default; or
 - (d) be guilty of conduct in any way offensive to members of any class or to the Executive Committee or any member thereof ; or
 - (e) introduce into the Society or any meeting of the Society any person whose presence therein shall be prejudicial to the interests and reputation of the Society or objectionable to the members as a whole; or
 - (i) be guilty of behaving in a manner unbecoming a member of the Society or prejudicial to the interests and reputation of the Society, whether within the Society's premises or outside them, or
 - (ii) without cause or justification behave in a manner which is offensive or unbecoming towards any other member, or guest, or the staff employed by the Society.
- 38.2. The hearing and investigation of any complaint as to the conduct of a member, and the procedure to be adopted in connection therewith, shall be in the sole discretion of the Executive Committee , provided, however, that the member whose conduct is the subject of the complaint and investigation shall be adequately informed of the nature of the complaint, preferably by e-mail sent by the Secretary at the instance of the Executive Committee or, in the case of a member who does not have an e-mail address, by posting a registered letter to his postal or residential address appearing in the register of members or, or by such other means is made to the executive committee appear reasonable and appropriate in the circumstances, and provided further that such member shall be afforded an adequate opportunity of answering any such complaint, whether in writing or in such other manner as the Executive Committee may determine.
- 38.3. The powers and duties of the Executive Committee as set out in this paragraph shall not be delegated to any subcommittee or other body.
- 38.4. The Executive Committee, after investigation, shall have the power in regard to a member who, in its opinion, has been guilty of misconduct as described in sub-clause 37.1 above:
- (a) to expel such member, who shall be ineligible for re-election; or
 - (b) to call upon such member in writing or by e-mail , through the Secretary, to resign ; and, if he/she fails to tender his resignation within seven days of the date of such request, to expel such member, who shall then be ineligible for re-election; or

- (c) to deprive such member of any or all of the rights, benefits and privileges of his/her membership during such time or period as the Executive Committee in its absolute discretion may deem fit; or
- (d) to reprimand and/or censure such member; or
- (e) to caution such member; or
- (f) to impose such conditions upon such member as to the use of the facilities of the Society as the committee may in its sole discretion determine.

38.5. The decision of the Executive Committee under this rule shall be notified to such member by email or, in the event of such member not having an e-mail address, by posting a letter by pre-paid registered post to such member at the address appearing in the register of members as his postal or residential address.

39. RIGHT OF APPEAL

- 39.1 Any member who has been expelled or called upon to resign or who has been otherwise dealt with by the Executive Committee in terms of clause 38 above shall have the right to lodge an appeal against the decision of the Executive Committee. Such appeal shall be lodged writing and shall lie to a special general meeting of members which shall be convened forthwith by the Secretary upon receipt of the notice of appeal and upon such member depositing with the Secretary a sum of money sufficient, in the opinion of the Executive Committee, to cover the expenses which may be incurred in the convening and holding of such a meeting. Such right of appeal shall be exercised within 21 (twenty-one) days after the date of the e-mail or the posting of the registered letter to him/her (as the case may be) by the Secretary under clause 38.5 above.
- 39.2 Such deposit shall be returned to such member in the event of his/her appeal succeeding and being upheld but, if such an appeal fails either wholly or in part, the expenses which may be incurred in the convening and holding of such meeting shall be borne by such member and any refund of the deposit or part thereof shall be in the sole discretion of the Executive Committee.
- 39.3 The notice of an appeal shall not have the effect of suspending the operation of such decision pending the hearing of the appeal.

40. COMPLAINTS.

Members having a cause for complaint against any servant, agent or officer of the Society or in respect of any matter affecting the Society shall address their complaints in writing to the Chairperson, who shall take such decision and steps (if any) thereon as to him seems meet, and shall bring such complaint and his decision and steps to the notice of the Executive Committee at its next ordinary meeting.

41. AMENDMENTS OF THIS CONSTITUTION

This constitution of the Society or any part thereof shall not be repealed or amended or added to save by a resolution adopted by of not less than two-thirds of the ordinary and Honorary Life Members present in person and entitled to vote at a Special General Meeting called for that purpose or at an Annual General Meeting, provided, however, that no such resolution shall be passed unless twenty one days' written notice of the intention to consider any such resolution has been given to the members in writing prior to the date of such Special General Meeting or Annual General Meeting, which notice shall clearly set forth the nature of the resolution to be considered and its effect and no fewer than thirty members shall be personally present at any such Special General Meeting or Annual General Meeting.

[Cf. clauses 31.2 and 4.7]

42. GENERAL

- 42.1 A copy of this constitution and of all by-laws and rules made and promulgated hereunder, and of any repeal or amendment thereto or of any new by-law or rule effected from time to time shall be published on the Society's website.
- 42.2 Notwithstanding the foregoing the constitution and by-laws and rules as aforesaid shall be available for the inspection of the members upon application to the Secretary and reasonable notice having been given.
- 42.3 Every person, upon becoming a member of the Society shall, upon payment of his entrance fee, be furnished with a copy of this constitution, the by-laws and rules of then currently in force.

43. INDEMNITY

- 43.1 No member of the Executive Committee shall be answerable for or liable to make good to the Society, any member thereof or any other person, any loss occasioned or sustained by any cause howsoever arising except such loss as shall arise from or be occasioned by the personal and wilful dishonesty of such Executive Committee member.
- 43.2 No member of the Executive Committee shall be liable for any act of dishonesty committed by any other member of the Executive Committee unless the member was privy thereto.
- 43.3 Every member, officer or servant of the Society shall be indemnified by the Society against all claims, demands, costs, losses and expenses which he/she may incur or might have incurred or become liable for by reason of any act or thing done by him/her as such in the discharge of his/her duties, or the exercise of his/her powers or the bona fide purported exercise of such powers unless the loss in question is or has been caused by his/her own gross negligence, dishonesty or breach of trust.

44. WINDING UP.

- 44.1 The Society may be dissolved by a resolution passed at a special general meeting called for that purpose, provided that such resolution is passed by no fewer than two-thirds of the members present and entitled to vote at such meeting and, further, that such resolution is confirmed at a special general meeting held not less than 4 (four) weeks thereafter by a majority vote of members entitled to be present and vote thereon.
- 44.2 In the event of such resolution being passed at the second special general meeting, that meeting shall also have power to pass resolutions by a majority vote for the appointment of a liquidator and the disposal of the surplus funds and assets of the Society after winding-up and after the payment of all the debts and obligations of the Society, provided that any surplus assets may only be given or transferred to some other society, recreational club or association or institution, with objects similar to those of the Society, and which is exempt from tax under the laws relating to income tax and donations tax having been approved by the Commissioner for the SARS in terms of section 30A of the Income Tax Act, or is a public benefit organization ('PBO') that was formed, incorporated or established within the Republic of South Africa under section 21 of the now-repealed Companies Act No. 61 of 1973, or as a trust or an association of persons which has been approved by the Commissioner for the SARS in terms of section 30 (3) of the Income Tax Act .