

Constitution

Old Edwardian Society

As adopted at the annual general
meeting of the Society held on 7
December 2022



Executive Chairman of the Society

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1. NATURE OF THE SOCIETY.

1.1 Name.

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

1.2 Headquarters.

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

1.3 Emblem & Colours of the Society.

1.3.1 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.

1.3.2 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.

1.3.3 An adjustments or deviation from the above will require the approval of the Executive Committee, advised as it may be by the Traditions Committee

1.4 Legal Status

1.4.1 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.

1.4.2 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.

1.5 Association not for Gain

Notwithstanding anything to the contrary herein contained in this Constitution:

1.5.1 The Society is constituted to fulfil the objectives of a sports, social and recreational club,

1.5.2 The Society is not formed and does not exist for the purpose of carrying on any business that has as its object the acquisition of gain by the Society or its individual Members.

1.5.3 The income and assets of the Society shall be applied solely for the promotion and attainment of the Objectives for which the Society has been established, identified in Clause 3, and to address the Aims of the Society, as itemised in Clause 4, and for investment.

1.5.4 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, unless it is a in relation to an approved sport sponsorship scheme for developmental purposes, motivated by a Sub Club and approved by the Executive Committee,

1.5.5 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.

- 1.5.6 Provided that nothing in clauses 1.5.4 or 1.5.5 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;
 - b) the use and/or occupation of certain of its facilities or premises for a consideration that is less than a market related rental to a Member, or a member of his immediate family, provided that said Member has shown exceptional loyalty and superlative services to the Society for a substantial period:
 - c) 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;
 - d) 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
- 1.5.7 Provided further that all income and receipts which are derived from or which 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 the Society's Objectives.

2. INTERPRETATION OF THIS CONSTITUTION.

- 2.1 Headings herein are for reference purposes only and are not to be used for the interpretation and construction of the contents.
- 2.2 Save where the context otherwise requires, all words and phrases importing any one gender includes each of the other genders for the purposes hereof and singular words shall be deemed to include the plural and vice versa.
- 2.3 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 Special Resolution of the Society or in connection with any other matter whatsoever, the Executive Committee for the time being 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.
- 2.4 Any general 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 Club Administrator the Society if: -
- a) it has been sent by e-mail to all those Members who have provided an e-mail address to the Club Administrator;
 - b) it has been and posted on the Society's website;
 - c) it has been posted on the notice board at the Society's headquarters.
- 2.5 Such notice shall be deemed to have been received by all Members of the Society
- a) on the day but one after it has been dispatched by e-mail.
- If there is any dispute as to a date in question, a certificate under the signature of the Club Administrator shall be definitive and final as to what the date is.
- 2.6 'Club Administrator' 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 seconded to the Society for such purpose.

3. OBJECTIVES OF THE SOCIETY.

The Objectives of the Society are: -

- 3.1 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;
- 3.2 To secure the provision and maintenance of the sporting and social facilities reasonably required by the Members of the Society, and to ensure that these are of the highest standards so far as can be afforded;
- 3.3 To further the development of sport and social activities amongst the youth and previously disadvantaged members of a diverse society;
- 3.4 To promote and maintain close ties with King Edward VII School and its Preparatory School.

4. AIMS OF THE SOCIETY

Subject to the provisions of clause 1.5 above, the Society acting through the Executive Committee, which is duly mandated and empowered by the Society, shall have all such powers as are necessary and/or reasonable for the proper attainment of the Objectives set out in Clause 3 above and shall, without prejudice to the foregoing and without limitation, have the following express aims:

- 4.1 Sport, social and recreational
 - 4.1.1 To assist and promote the development of sport, sporting skills and sportsmanship especially in the sporting codes for which facilities exist
 - 4.1.2 To fulfil the objectives of a sports, 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.
 - 4.1.3 To hold sporting tournaments or social functions, or to permit and grant permission for the holding of such at or on the Society's premises, and
 - 4.1.4 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
 - 4.1.5 To set aside the Society's grounds or premises or any part thereof for a limited time for any special purpose whatsoever.
- 4.2 Property
 - 4.2.1 To acquire any movable or immovable property for the Society which in the opinion of the Executive Committee, and its Members in general meeting, is calculated to benefit the Society and to advance its Objectives
 - 4.2.2 To purchase, exchange, lease, sub-lease, donate 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.
 - 4.2.3 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.
 - 4.2.4 To maintain, improve and/or to alter any of the Society's property
 - 4.2.5 To sell, lease or otherwise dispose of any part or parts of the property of the Society as it may think most beneficial to the Society.
 - 4.2.6 To mortgage, alienate, give in exchange, turn to account or otherwise deal with all or any part of the movable or immovable property and rights of the Society.

- 4.2.7 To apply the consideration arising therefrom as it may think most advantageous to the Society.
- 4.3 Contractual and Legal matters
- 4.3.1 To secure the fulfilment of any contracts or engagements entered into by the Society or the Executive Committee whether by the mortgage or charge of all or any part of the property of the Society in such other manner and under such conditions as is deemed proper and fit.
- 4.3.2 subject to the provisions of clauses 1.5 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.
- 4.3.3 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;
- 4.3.4 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;
- 4.3.5 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.
- 4.3.6 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.
- 4.4 Financial matters
- 4.4.1 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 bills of exchange, promissory notes, cheques and other negotiable instruments connected with the business and affairs of the Society
- 4.4.2 To have specified and duly authorized employees and/or Members of the society to operate such accounts through and by the use of internet banking facilities.
- 4.4.3 To ensure that any such bills of exchange, cheques and other negotiable instruments shall be signed by any two signing officials designated from time to time by the Executive Committee.
- 4.4.4 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 any Special Resolution, such receipts shall be signed by the Club Administrator or such person lawfully acting in the place of such Club Administrator.
- 4.4.5 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.
- 4.4.6 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.
- 4.5 Association
- 4.5.1 To establish, promote or assist in establishing or promoting, any association or society whose objectives are similar or partly similar to the Objectives of the Society, or the establishment or promotion of which may be beneficial to the Society or for its employees whether past or present
- 4.5.2 To subscribe to or become a member of any association or society, provided that no subscription is to be paid to any such association out of Society funds. unless bona fide in furtherance of the interests of the Society;

- 4.5.3 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 deem fit, or at its discretion to refuse consent.
- 4.5.4 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.
- 4.5.5 To negotiate, stipulate for, grant and arrange reciprocity between the Society and any other club or association.
- 4.5.6 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.
- 4.6 Appointments
 - 4.6.1 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.
 - 4.6.2 To ensure 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.
 - 4.6.3 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 at least one member of the Executive Committee and a member of the Executive Committee shall be the Chair of the sub-committee.
 - 4.6.4 To establish and publish a newsletter and/or a website for the benefit of its Members and/or interested persons;

5. RESTRICTIONS ON THE POWER OF THE SOCIETY.

- 5.1 The Society, acting through its Executive Committee, is prohibited from directly or indirectly distributing any of its funds, whether surplus to its needs or otherwise, to its Members or any other person other than on the winding-up of the Society in terms of clause 28 below.
- 5.2 The Society is prohibited from directly or indirectly remunerating any person above fair market value for the services rendered by such person to or on behalf of the Society.
- 5.3 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.

6. THE EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the following persons:

- 6.1 The President of the Society (as an ex officio Member if not already an elected or co-opted Member of the Executive Committee);
- 6.2 The Principal of the King Edward VII School, or an appointed Nominee, (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);

- 6.3 The Principal of King Edward VII Preparatory School, or an appointed Nominee (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);
- 6.4 At least six other Members of the Society, elected by Members at an Annual General Meeting, of whom at least four shall have attended King Edward VII School;
- 6.5 Any Member of the Society co-opted by the Executive Committee, which has the power and authority to co-opt members as it sees fit. Save that the Executive Committee may not co-opt more members , in number, than were elected by Members at general meeting.

7. THE PRESIDENT OF THE SOCIETY

- 7.1 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.
- 7.2 The President shall be elected by an electoral college consisting of the Executive Committee and the Chairs of the Sub-clubs of the Society, from nominations submitted by Members of the Society.
- 7.3 The Executive Committee may call for nominations from Members in November of each year.
- 7.4 The election shall be held during November and the President elected shall hold office for three calendar years from the first day of January there following.
- 7.5 No Member may be elected as President for more than two terms.
- 7.6 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.
- 7.7 The Society President will be an ex-officio member of both the Executive Committee and the Traditions Committee.

8. ELECTION OF THE MEMBERS OF THE EXECUTIVE COMMITTEE.

- 8.1 Members of the Executive Committee shall be elected by Members of the Society at the Annual General Meeting of the Society each year.
- 8.2 At each Annual General Meeting of the Society three of the Members of the Executive Committee, not including the President of the Society and the Principals of the schools, shall retire from office.
- 8.3 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.
- 8.4 Retiring Members of the Executive Committee shall automatically be eligible for re-election without nomination.
- 8.5 The Executive Committee shall call for nominations from amongst the Membership twenty-one (21) days prior to the Annual General Meeting.
- 8.6 Any nomination of a candidate for election as a Member of the Executive Committee shall be in writing and signed by two other Members of the Society and shall be delivered to the Club Administrator not later than seven (7) days prior to the Annual General Meeting at which the election is to take place.
- 8.7 The names of Members so nominated or eligible for re-election shall be published in the notice convening the Annual General Meeting.
- 8.8 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 Chair of such meeting shall announce the names of such candidates and declare them to be duly elected to the Executive Committee.

- 8.9 If there are more nominated candidates than the number of vacancies, the election shall be by ballot or in such manner as the Chair 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.
- 8.10 The Executive Committee shall, at the first meeting after its election, elect one of its number to act temporarily as a chairperson for the meeting, and then forthwith elect the Officers of the Executive Committee
- 8.11 The Officers shall be the Chair, Vice Chair and Treasurer of the Society. The Executive Committee shall determine and define the roles and responsibilities of each officer.
- 8.12 Should the Chair or Vice-Chair not be present at any meeting of the Executive Committee, those present shall elect a Chair of such meeting.
- 8.13 The Chair of any meeting shall have a casting vote in addition to his own.

9. ROLE 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 in terms of Clause 3 and Clause 4 except as excluded in terms of Clause 5.

- 9.1 Without in any way limiting such powers and authorities, the Executive Committee shall have the discretion to interpret and / or provide guidelines in relation to any part of this Constitution in order to give additional substance and direction to the Society and its Members in addressing:-
 - a) All matters connected with the Society,
 - b) The carrying out of the provisions contained in this Constitution,
 - c) The management of the financial affairs of The Society,
 - d) The use of the premises of the Society by its Members,
 - e) The use of the premises by Guests and non-Members
 - f) The categories of, and eligibility, for Membership
 - g) Payment of fees by Members

provided that any such interpretation does not conflict with this Constitution.
- 9.2 Any interpretation or guidance as contemplated in terms of 9.1 shall be recorded by way of a Special Resolution of the Executive Committee, which resolution must be adopted by all members of the Executive Committee present and voting, and be communicated to Members in terms of Clause 15.3;
- 9.3 Furthermore, all Special Resolutions passed in a year must presented to the Society's Members at the AGM in that year.

10. RESTRICTIONS ON THE POWERS OF THE EXECUTIVE COMMITTEE.

Notwithstanding the provisions of Clause 9.1, the Executive Committee shall not have the power or authority —

- 10.1 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 General Meeting called for that purpose;
- 10.2 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 R200 000,00 (Two 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 R200 000,00 (Two 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 R200 000.00 (Two Hundred Thousand Rand).

11. MEETINGS OF THE EXECUTIVE COMMITTEE

- 11.1 The Executive Committee shall meet at such times and as often as it deems fit, but there shall not be a lapse of more than sixty days between any two consecutive meetings.
- 11.2 Meetings may be conducted in person or over the internet, or through e-mail or other communication platforms.
- 11.3 Three Members shall be a quorum at the Executive Committee Meeting, except where otherwise provided by any Special Resolution.
- 11.4 In the event of an equality of votes at a meeting of the Executive Committee, the Chair shall have a second or casting vote.
- 11.5 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.
- 11.6 The Executive Committee shall have the power to co-opt additional Members on to the Executive Committee as and when it deems it necessary for the effective running of the Committee.
- 11.7 Any member of the Executive Committee appointed in terms of Clause 11.5 or Clause 11.6 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.
- 11.8 The Executive Committee shall have the power to act notwithstanding any vacancy or vacancies on the Executive Committee, but if and for so long as the number of members of the Executive Committee falls below six (including ex officio members) the Executive Committee may only act for the purpose of increasing its number to six or of convening a general meeting of Members , but for no other purpose.
- 11.9 The Executive Committee may grant leave of absence from meetings to its members for a period not exceeding six months.

12. ATTENDANCE OF EXECUTIVE COMMITTEE MEMBERS.

- 12.1 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.
- 12.2 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.
- 12.3 The provisions of this Clause 12 shall not apply to the President of the Society or to any of the School Principals while he/she is an ex officio member.

13. THE TRADITIONS COMMITTEE.

- 13.1 'Traditions Committee' shall mean a standing committee, appointed from time to time by the Executive Committee
 - a) of not fewer than four Members and not more than ten,
 - b) of whom the majority shall have attended the School or its Preparatory School,
 - c) 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,

- d) such knowledge having been acquired by extensive involvement over many years in the affairs of the Society and of the Schools.
- 13.2 The Traditions Committee will be chaired by a member elected by that committee, and will meet at least twice a year and will provide written feedback to the Executive Committee on its deliberations.
- 13.3 The Traditions Committee shall be empowered from time to time:
 - a) 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.
 - b) to review any proposal from a Sub-Club or Member for the bringing into being of new emblems, provided that such emblems are to be used in connection with a specific event, and
 - c) to recommend their adoption or otherwise to the Executive Committee for approval and ratification.
- 13.4 A further role of the Traditions Committee is to review submissions and motivations made by Members and / or Sub-clubs for Honorary or Honorary Life Membership, and to provide a recommendation to the Executive Committee.

14. MEMBERSHIP.

- 14.1 The core Categories and Eligibility for paying Membership, subject to such conditions as the Executive Committee may prescribe by way of any Special Resolution, are as follows: -
 - 14.1.1 ORDINARY MEMBER

Any person who has attained the age of 18 (eighteen) years shall be eligible for membership as an ordinary member of the Society.
 - 14.1.2 STUDENT MEMBER

Any student under the age of 25 (twenty-five) years shall be eligible to be a Student Member, subject to such further conditions as the Executive Committee may impose.
 - 14.1.3 JUNIOR MEMBER

A pupil of any school under the age of 18 (eighteen) years shall be eligible to be a Junior Member, subject to such further conditions as the Executive Committee may impose.
- 14.2 The categories of and eligibility for non-paying Membership are as follows: -
 - 14.2.1 HONORARY LIFE MEMBER

A Member elected to Honorary Life Membership of the Society by the majority vote of the Members present at the annual general meeting of the Society, on the recommendation of the Executive Committee having received and considered

 - a) a nomination and motivation from the committee of a Sub Club or
 - b) a nomination and motivation from two Members in good standing
 - c) an endorsement and support of the Traditions Committee
 - 14.2.2 SENIOR LIFE MEMBER

A Member who has completed fifty years of continuous paid-up Membership in the classes of Junior Member, Student Member and Ordinary Member, who shall ipso facto become a Senior Life Member of the Society.
- 14.3 The Executive Committee may, from time to time, and by way of Special Resolution, inaugurate or establish and define further categories of Members and amend categories previously defined.
- 14.4 Applications for Membership.

- 14.4.1 Individuals wishing to apply for Membership shall apply either in writing on the prescribed form, or through the prescribed electronic application form, specifying such particulars as the Executive Committee may prescribe from time to time by way of Special Resolution
- 14.4.2 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.
- 14.4.3 If the applicant intends joining any Sub-club within the Society, the application shall in addition be supported by the chair or secretary of that Sub-club.
- 14.4.4 The Executive Committee may, from time to time, review and amend the above application process by way of Special Resolution
- 14.5 Election to Membership.
- 14.5.1 The candidate's application shall be presented to the Executive Committee by the Society's Club Administrator and shall be considered by the Executive Committee, within a reasonable time.
- 14.5.2 Election to Membership will require the support and approval of at least two-thirds of the Executive Committee present and voting.
- 14.5.3 Upon approval by the Executive Committee, the candidate's full names, 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, but the candidate shall immediately begin to enjoy Membership of the Society.
- 14.5.4 A newly elected Member shall pay his/her entrance fee (or the balance thereof) and subscription forthwith upon being so elected.
- 14.5.5 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 and any Special Resolution, 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 any Special Resolution on the plea of not having received a copy of them.
- 14.6 Rejection of Membership
- 14.6.1 During the period of the posting on the Society's notice board, should any Member wish to object to a candidate being admitted to Membership he / she shall do so in writing and furnish his/her reasons therefor and such written objection shall be delivered or sent to the Club Administrator and considered by the Executive Committee at the proper time.
- 14.6.2 Notwithstanding the objection, the candidate shall be entitled to partake in the activities and of the Society, and its Sub-clubs, and exercise those rights of Membership until the objection has been reviewed by the Executive Committee.
- 14.6.3 For the avoidance of any doubt the Executive Committee may, upon consideration of the objection, and in its absolute discretion, revoke or rescind any approval given in terms of this section, and as a result Membership of the candidate will be rejected.
- 14.6.4 No rejected candidate shall be proposed again until the expiration of six months from the date of such candidate's last rejection.
- 14.6.5 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.
- 14.6.6 The Member whose election is thus rejected or 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.

14.7 Conditions of Membership

- 14.7.1 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 rights and privileges of Membership.
- 14.7.2 These include the right to enter in and upon the grounds and premises of the Society, and to use same for the purposes allowed, and subject to the restrictions and charges imposed from time to time, by the Executive Committee, by way of Special Resolution.
- 14.7.3 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.
- 14.7.4 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.
- 14.7.5 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 .
- 14.7.6 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.

14.8 Membership adjustments

- 14.8.1 A Member may resign his Membership by notice to the Club Administrator of the Society given prior to the date upon which his/her next subscription becomes due.
- 14.8.2 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.
- 14.8.3 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.
- 14.8.4 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.
- 14.8.5 Student Members who wish to obtain any other class of Membership shall make application for Membership, and such change of Membership from one class to another shall be in terms of the Special Resolution to address such changes.

15. REGISTER OF MEMBERS.

- 15.1 All Members shall communicate their home address, business address (where applicable), cell phone numbers and their e-mail addresses from time to time to the Club Administrator who shall keep a register of the names of Members and of their addresses.
- 15.2 General Society notices to the entire Membership shall be posted on the notice board provided for that purpose at the Society's premises.
- 15.3 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, special notices to such Member shall be properly delivered if placed on the Society's notice board.

16. FEES AND SUBSCRIPTIONS

- 16.1 Entrance Fees
- 16.1.1 The entrance fees for the various classes of Membership shall be such sums as the Executive Committee may from time to time determine by way of Special Resolution, and such fees shall be paid with the lodging of the application for Membership and if not so paid, the application shall be invalid;
- 16.1.2 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,
- 16.1.3 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.]
- 16.2 Subscriptions.
- 16.2.1 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 communicated by way of a Special Resolution.
- 16.2.2 All Subscriptions shall become due on the first day of September in each year and will be invoiced to Members during the month of September or as soon as practicable thereafter.
- 16.2.3 The Subscription for current Members is an annual fee allowing for Membership of the Society and to use its facilities during the calendar September to August (inclusive) year.
- 16.2.4 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.
- 16.3 Administration Fee
- 16.3.1 An administration fee will be levied on all classes of Membership, and shall be such a sum as the Executive Committee may from time to time determine and communicated by way of Special Resolution, and such fees shall be invoiced and payable as with the Subscription.
- 16.4 Sub-Club Fees
- 16.4.1 Sub Club membership fees will be invoiced by the Society on notice from each Sub Club, and will be payable to the Society.
- 16.4.2 The Sub Club's Constitution may allow for later payment of Sub Club Fees due to the nature of its sporting calendar.
- 16.4.3 However, the Society Subscription in itself does not provide for Sub-Club membership, and no application for new or continued membership of any Sub Club, nor any use of the Society's facilities will be countenanced whilst the Subscription to the Society remains unpaid.
- 16.5 Waiver and adjustment of Fees
- The Executive Committee at its sole discretion undertake the following
- 16.5.1 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.
- 16.5.2 Authorise the payment of entrance fees and subscriptions in instalments.
- 16.5.3 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.
- 16.5.4 On application by a Member to convert the current class of Membership to Membership of any other class to which the Member 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.

- 16.5.5 Determine that the subscription of any particular Member falls due on a date other than the date fixed above.

17. ACCOUNTS AND AUDITORS

- 17.1 The Executive Committee shall maintain financial records providing true accounts of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditures take place, and of the assets, credits and liabilities of the Society.
- 17.2 The Society's financial year-end shall be on 31st day of August each year.
- 17.3 As at the financial year end, the financial records shall be summarised into a suite of annual financial statements, including a statement of income and expenditure and a balance sheet, to be placed, once audited, before the Members at the Annual General Meeting.
- 17.4 The Executive Committee shall appoint Auditors whose duty it shall be, at least once a year, to examine the records, books and accounts of the Society, and at financial year end to ascertain the correctness of the annual financial statements.
- 17.5 The duties of the Auditors
- 17.5.1 shall be to examine the records, books and accounts of the Society, at least once a year at financial year end; and
- 17.5.2 to ascertain the correctness of the annual financial statements.
- 17.6 The auditors shall hold office until such time as the Auditors resigns or is replaced by a resolution of the Executive Committee.
- 17.7 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.
- 17.8 Such statements 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 Chair and one other member of the Executive Committee.
- 17.9 The Auditors shall make their audit report available to the Members on the financial statements, stating whether in their opinion, the financial statements give a true and fair reflection 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.
- 17.10 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 after the approval thereof by the Executive Committee.
- 17.11 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.
- 17.12 The Society, at its Annual General Meeting, shall confirm the appointment of the Auditors appointed by the Executive Committee.
- 17.13 No member of the Executive Committee shall be eligible during the continuance of their office for the post of Auditor.

18. GENERAL MEETINGS OF THE SOCIETY.

- 18.1 Annual General Meeting
- 18.1.1 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.
- 18.1.2 Notice of the date and time for the holding of the annual general meeting shall be given in accordance with clause 18.1 of this Constitution, at least 21 days before the meeting in question.
- 18.1.3 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.
- 18.1.4 Subject to clause 18.1.6 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 Club Administrator, at least 14 days before the date fixed for such meeting.
- 18.1.5 The notice and the terms of such proposed resolution shall be sent by e-mail to all members who have provided email addresses not less than 10 days prior to the appointed date of the meeting.
- 18.1.6 Notice of any proposed resolution adding to, repealing or amending any of the provisions of this constitution shall be given as provided in clause 25 below.
- 18.2 Procedures at Annual General Meetings.
- The business to be conducted at an annual general meeting shall be:
- 18.2.1 To receive and consider reports by the Chair on the affairs of the Society, and by the President of the Society;
- 18.2.2 To receive and consider a report by the member of the Executive Committee responsible for the financial affairs (the Treasurer if nominated by the Chair) of the Society who shall present the audited annual financial statements for the preceding financial year;
- 18.2.3 To consider and pass, with or without amendment, or reject any and all resolutions concerning the affairs of the Society, of which due notice has been given and which have been validly submitted to the meeting;
- 18.2.4 To elect any Honorary Life Member proposed by the Executive Committee;
- 18.2.5 To elect Members to the Executive Committee to fill the vacancies for the ensuing year;
- 18.2.6 To consider and discuss any other pertinent matter as may in the discretion of the Chair be appropriately raised under general.
- 18.3 Special General Meetings.
- 18.3.1 The Executive Committee may at any time, through the Club Administrator, call a Special General Meeting of Members by giving not less than 14 days' notice specifying the purpose for which the meeting is called.
- 18.3.2 The Club Administrator shall convene a Special General Meeting of Members of the Society upon receiving a requisition in that regard signed by not less than 25 Members of the Society.
- 18.3.3 Upon receipt of such a requisition the Club Administrator 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.
- 18.4 Venue for a Quorum at General Meetings.
- 18.4.1 The sub clauses of this Clause 18.4 apply to all general meetings whether they be the Annual General Meeting or any Special General Meeting
- 18.4.2 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. Provided

further that the Executive Committee may allow members to attend virtually, and members who so attend shall be deemed to be present.

- 18.4.3 The quorum for a general meeting at which it is contemplated that a proposed amendment to this constitution be considered shall be 20 (twenty) paid up ordinary Members in good standing and entitled to vote.
- 18.4.4 Save that in the case of a proposed amendment to the Constitution needing to be considered and decided upon a quorum shall be 30 (thirty) paid up ordinary Members in good standing and entitled to vote.
- 18.4.5 Should no quorum be present within 20 min of the time fixed for the meeting, the meeting shall,
18.4.6 in the case of a Special General Meeting called by Members, be finally resolved ; and
18.4.7 in 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,
- 18.4.8 For the purpose of 18.4.3, “good standing” is taken to mean that the Member has paid by the date of the meeting the full Subscription and Administration Fee invoiced to him.
- 18.5 Chair at General Meetings.
- 18.5.1 The Chair at all general meetings of the Members of the Society shall be taken by the Chair of the Executive Committee or, in his absence, by the vice-Chair.
- 18.5.2 Should both be absent, the Members present shall elect a Chair for that meeting from among the other Members of the Executive Committee present, if any, or,
18.5.3 Failing their presence, the Chair shall be elected, being a person who is entitled to vote at an Annual General Meeting, from among those Members present.
- 18.5.4 Adjournment of General Meetings.
- 18.5.5 The Chair 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.
- 18.6 Voting at General Meetings.
- 18.6.1 Any business, resolution, or question submitted to a general meeting for decision shall, in the first instance, be decided by a majority vote of those present and entitled to vote.
- 18.6.2 Save for as set out in 18.6.4, no proxies shall be allowed.
- 18.6.3 Voting shall be decided by a show of hands provided that the Chair of the meeting may, having regard to such circumstances as he considers relevant may decide and rule that voting shall be by poll.
- 18.6.4 Each fully paid-up Member in good standing present shall be entitled to one vote, save that a parent (or legal guardian) of a junior member may, in addition to his or her own vote if he or she is also a member, cast one vote on behalf of said junior member.
- 18.6.5 In the event of an equality of votes the Chair of the meeting shall have a second or casting vote.
- 18.6.6 Notwithstanding anything contained in the previous sub-clause, voting shall be by secret poll if that is demanded by 10 Members present and entitled to vote.
- 18.6.7 Notwithstanding anything to the contrary herein, no person shall be entitled to vote on any issue at a general meeting of the Society, unless that person has been a member of the Society for at least one year at the time of the meeting. In the case of a junior member, no parent (or legal guardian) of a junior member may vote at a general meeting of the Society, unless the junior member in question has been a member of the Society for at least two years at the time of the meeting.

19. SUB-CLUBS

19.1 Sub-club Establishment and Governance

- 19.1.1 The Executive Committee may from time to time, as it deems fit, 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.
- 19.1.2 The Executive Committee may also 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.
- 19.1.3 Each Sub-club shall be governed by its own 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.
- 19.1.4 Subject to the provisions of this Constitution, any Special Resolution, and ratification by the Executive Committee, members of such Sub-club in general meeting shall have the power to frame, amend, vary or modify its own constitution or by-laws.
- 19.1.5 The constitution and by-laws of a Sub-club may not be in conflict with this Constitution 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.

19.2 Sub Club Membership

- 19.2.1 Subject to the provisions of clause 19.2.2, 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 any Special Resolution or the constitution of such Sub-club and payment of such fee, if any, as may be required by the constitution of such Sub-club.
- 19.2.2 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
- 19.2.3 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 Sub-club may 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.
- 19.2.4 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.

19.3 Sub-club administration

- 19.3.1 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, and the Society and the Society's Club Administrator is in receipt of, the Sub-club's most current Constitution;
 - c) That Clauses 19.4, 19.5 and 19.6 governing the Sub-club's contractual, financial and operational conduct are strictly adhered to;
 - d) That Clause 19.7 governing sporting and coaching activities is strictly adhered to;
 - e) That all pertinent Special Resolutions are complied with.

19.4 Sub-club Contracts & Agreements

Notwithstanding the provisions of the preceding sub-sections no Sub-club shall be a juristic persona and, in consequence of this,

- 19.4.1 no Sub-club shall be entitled to enter into contracts on behalf of such Sub-club

- 19.4.2 provided that the Sub-club shall be entitled to conclude an agreement with the national or provincial governing body of its code of sport
- 19.4.3 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.
- 19.5 Sub-club financial affairs
- 19.5.1 Notwithstanding anything to the contrary herein a Sub-club committee shall not have the power, without the prior consent in writing of the Executive Committee, to open or maintain a separate banking account in the name of the Sub-club.
- 19.5.2 Any Sub-club established within the Society shall, subject to the provisions of Section 14.7.4, 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.
- 19.5.3 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.
- 19.5.4 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.
- 19.5.5 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;
- 19.5.6 No Sub-club may 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;
- 19.5.7 Should any payments be made without the compliance to clause 19.5.1, then the person requesting the withdrawal of the funds shall be liable to repay such funds.
- 19.5.8 That any request for the withdrawal of funds is accompanied by a duly signed copy of minutes authorising such withdrawal; and
- 19.6 Sub-club General limits on Power
- 19.6.1 Furthermore, a Sub-club committee shall not have the power, without the prior consent in writing of the Executive Committee, to
- a) erect any structures on or to make any substantial alterations to the premises or grounds placed at its disposal;
 - b) implement any sanction or penalty, other than a warning, imposed upon any member of the Sub-Club pursuant to its own internal disciplinary procedures.
 - c) engage any person as a servant or employee, other than as provided for in Clauses 20.1 and 19.2.
 - d) open, or operate, any account on any social media platform using the Society's crest or name, or any part thereof. A consent given by the Executive Committee in terms of this sub-clause may be withdrawn at any time.
- 19.7 Sub-club Sporting Activities
- 19.7.1 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.
- 19.7.2 Any Sub-club which has one or more teams participating in leagues in breach of clause 19.7.1 will be brought to the attention of the Executive Committee, which shall, if it thinks fit, impose an

appropriate sanction. If further use of unapproved playing gear is persisted with, the Executive Committee shall withdraw the Sub-club from the league being competed.

- 19.7.3 The Society reserves the right to hire, lease, or permit the use of any portion of its facilities to or by 3rd parties, and to derive the income therefrom.
- 19.7.4 No sub-club may enter into any such agreement without the consent, in writing, of the executive Chair of the Society. For the avoidance of any doubt this includes the hiring, or giving permission to use, whether for reward or not, of any space on the property for advertising purposes.
- 19.8 Sub-club Dissolution
- 19.8.1 The Executive Committee shall have the power to dissolve or curtail the activities of any Sub club should it consider that
- a) the active Members of such Sub-club are not numerically sufficient or that
 - b) the activities of such Sub-club place an undue strain on the financial resources of the Society or that
 - c) the Sub-club usurps an undue portion of the Society's premises or grounds, or
 - d) for any other reason that the Executive Committee may deem good and sufficient.
- 19.8.2 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.

20. COACHING.

- 20.1 A Sub-club may, without it being necessary to obtain the consent of the Executive Committee first, appoint any person to provide coaching services on the following terms and conditions:
- a) Such coaching services will be offered to members of that Sub-club only;
 - b) Such person is engaged as an independent contractor only, and is not appointed on a full-time or permanent basis; and
 - c) Such person may not coach individual members for private reward.
- 20.2 Coaches appointed by sub-clubs in accordance with clause 20.1, may also undertake coaching for private reward using the Society's grounds and facilities, provided that:
- 20.2.1 has permission from the chairperson of the Society in writing to do so; and
- 20.2.2 he or she takes up, and maintains throughout, membership of the Society.
- 20.3 The provisions of Clause 20.2 shall apply whether or not the coach is a professional coach or otherwise.
- 20.4 The Society's facilities 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 use.
- 20.5 The Society reserves the right to hire, lease, or permit the use of any portion of our facilities to or by 3rd parties, and to derive the income therefrom.
- 20.6 No sub-club may enter into any such agreement without the consent, in writing, of the Chair of the Executive Committee. For the avoidance of any doubt this includes the hiring, or giving permission to use, whether for reward or not, of any space on the property for advertising purposes.
- 20.7 The Executive Committee may from time amend or vary the provisions of this Clause 20 by way of a Special Resolution.

21. GUESTS.

- 21.1 The Society's sporting facilities are reserved for the use of the Society's Members, save that Members may introduce guests, in their company, to the Society's premises, subject to any pertinent

Special Resolutions, and of the particular Sub club in the activities of which the guest is to participate.

- 21.2 Members introducing guests shall be responsible for ensuring that guests' names and addresses or contact details are recorded before or on arrival and shall sign the record.
- 21.3 No Member shall knowingly 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 22 below, or who has been expelled.
- 21.4 The admission of guests on the special fete days or major sporting occasions shall be regulated by the Executive Committee.
- 21.5 A guest shall not be entitled to represent the Society in any sporting, social or other field of activity.
- 21.6 The number of guests of any Member on any occasion may not exceed 500.
- 21.7 The Executive Committee may from time amend or vary the provisions of this Clause 21 by way of a Special Resolution

22. MISCONDUCT OF MEMBERS: DISCIPLINARY POWERS & PROCEDURES.

- 22.1 A Member of the Society shall be guilty of misconduct should he, in the opinion of the Executive Committee:
 - 22.1.1 commit any breach of this Constitution or any Special Resolution; or
 - 22.1.2 be guilty of any improper conduct; or
 - 22.1.3 fail to make payment of any money due to the Society after due notice to him calling upon him to remedy such default; or
 - 22.1.4 be guilty of conduct in any way offensive to Members of any class or to the Executive Committee or any Member thereof; or
 - 22.1.5 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
 - 22.1.6 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
 - 22.1.7 without cause or justification, behave in a manner that is offensive or unbecoming towards any other Member, or guest, or the staff employed by the Society.
- 22.2 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,
- 22.3 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 Club Administrator 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.
- 22.4 The powers and duties of the Executive Committee as set out in this paragraph shall not be delegated to any subcommittee or other body.
- 22.5 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 22.1 above:
 - 22.5.1 to expel such Member, who shall be ineligible for re-election; or

- 22.5.2 to call upon such Member in writing or by e-mail, through the Club Administrator, 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
 - 22.5.3 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
 - 22.5.4 to reprimand and/or censure such Member; or
 - 22.5.5 to caution such member; or
 - 22.5.6 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.
- 22.6 The decision of the Executive Committee under Clause 22 shall be notified to such Member by e-mail 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.

23. RIGHT OF APPEAL

- 23.1 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 22 above shall have the right to lodge an appeal against the decision of the Executive Committee.
- 23.2 Such appeal shall be lodged in writing and shall be addressed in a special general meeting of Members which shall be convened forthwith by the Club Administrator upon receipt of the notice of appeal and upon such Member depositing with the Club Administrator 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.
- 23.3 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 Club Administrator under clause 22.6 above.
- 23.4 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.
- 23.5 The notice of an appeal shall not have the effect of suspending the operation of such decision pending the hearing of the appeal.

24. COMPLAINTS.

- 24.1 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 complaint in writing to the Chair, who shall take such decision and steps (if any) thereon as to him seem appropriate, and shall bring such complaint and his decision and steps to the notice of the Executive Committee at its next ordinary meeting.

25. AMENDMENTS OF THIS CONSTITUTION

- 25.1 This Constitution of the Society or any part thereof shall not be repealed, amended, or added to save by a resolution adopted by 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,
- 25.2 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.

26. GENERAL

- 26.1 A copy of this Constitution and of all the Special Resolutions made and promulgated hereunder, and of any repeal or amendment thereto or of any Special Resolution effected from time to time shall be published on the Society's website.
- 26.2 Notwithstanding the foregoing the Constitution and all Special Resolutions as aforesaid shall be available for the inspection of the Members upon application to the Club Administrator and reasonable notice having been given.
- 26.3 Every person, upon becoming a Member of the Society shall, upon payment of his entrance fee, be granted access to a copy of this Constitution, and the Special Resolutions currently in force.

27. INDEMNITY

- 27.1 No member of the Executive Committee shall be
 - 27.1.1 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.
 - 27.1.2 Liable for any act of dishonesty committed by any other member of the Executive Committee unless the member was privy thereto.
- 27.2 Every Member, officer or servant of the Society shall be indemnified by the Society against
 - 27.2.1 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,
 - 27.2.2 Or the exercise of his/her powers or the bona fide purported exercise of such powers
 - 27.2.3 Unless the loss in question is or has been caused by his/her own gross negligence, dishonesty or breach of trust.

28. WINDING UP.

- 28.1 The Society may be dissolved by a resolution passed at a Special General Meeting called for that purpose, provided that
 - 28.1.1 Such resolution is passed by at least two-thirds of the Members present and entitled to vote at such meeting
 - 28.1.2 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.
- 28.2 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,
- 28.3 Any surplus assets may only be given or transferred to
 - 28.3.1 Some other society, recreational club or association or institution, with Objectives 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
 - 28.3.2 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 .