

ELGIN GRABOUW COUNTRY CLUB

CONSTITUTION 2023

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NAME

1. The name of the Club shall be the "Elgin Grabouw Country Club", hereinafter referred to as "the Club".

OBJECTS

2. The sole or principal objects of the Club shall be to –
 - (a) provide social and recreational amenities and facilities for its members in a non-profit manner.
 - (b) fulfill all of the sporting and social requirements of its members;
 - (c) do all such things and carry out all such undertakings as may be necessary for, and incidental to, such objects;
 - (d) provide and maintain all of the facilities required of a social and sports club;
 - (e) provide facilities and other amenities for the playing of cricket, bowls, rowing, squash, tennis and other sports that may arise;
 - (f) establish and provide amenities from time to time, as may be deemed fit, for the promotion and playing of any other game or sport or the carrying on of any activity conducive to the entertainment or well-being of members, subject to such conditions as may imposed;
 - (g) promote social intercourse and fellowship among all members of society through the provision of a Clubhouse for the use of members;
 - (h) provide a facility for the use of non-members and the general public, who shall pay a fee to the Club for such use, and which use shall be limited according to policies formulated and implemented by the Committee of the Club from time to time.

DEFINITIONS

3. Unless the context indicates otherwise –
 - (a) "Club" shall mean the "Elgin Grabouw Sports Club" previously trading as "Elgin Grabouw Country Club" and shall include the Clubhouse, premises and grounds;
 - (b) "Member" shall mean a person of any gender, who has been duly elected and are in good standing with the Club;
 - (c) Words importing the singular shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender, and words importing persons shall include bodies corporate.

POWERS OF CLUB

4. In furtherance of the above objects the Club shall have all such powers as may be necessary or appropriate for that purpose and in particular (without limiting the generality of the foregoing) shall have power :-
 - (a) to sue or be sued in its own name and to be represented in Courts of Law;


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- (b) to possess, apart from its members and in its own name, movable or immovable property, assets and rights, to purchase, hire or otherwise acquire the same, to transfer, sell, cede or otherwise dispose of the same;
- (c) to obtain funds wholly or partly from the State or from a local or other governmental authority or from contributions collected from the public;
- (d) to accept any gift, endowment or bequest made to or for the Club and to carry out any Trust allotted to any such gift, endowment or bequest;
- (e) to borrow in its own name and in such manner as the Club shall think fit and in particular (but without limitation) by overdraft or loan from bankers or others or by passing mortgage or notarial bonds for registration with the proper authorities;
- (f) to open and operate a banking account in the name of the Club and to draw, accept, discount, endorse, execute, and issue promissory notes, bills of exchange, cheques and other negotiable instruments;
- (g) to invest and deal with the monies of the Club not immediately required in such manner and upon such securities (if any) as may from time to time be determined by the Management Committee; provided that funds available for investment shall only be invested with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1995 (No 1 of 1995);
- (h) to associate and/or affiliate with any other Club having similar objects;
- (i) to transfer, sell, cede or donate to any similar Club any monies, assets or rights or interest in respect of any property, whether movable or immovable;
- (j) to construct, maintain and alter any property or buildings required for the purposes of the Club;
- (k) to publish and distribute to members reports of the proceedings and activities of the Club or other literature for the information and enlightenment of its members and the public via email newsletter, the website and/or social media;
- (l) to appoint or dismiss any agent, officials or employees and to determine and pay their remuneration or salaries;
- (m) to do all such acts and things as are incidental to the attainment of the above objects, and which may be legally accomplished by a "Universitas Personarum".

CORPORATE EXISTENCE

- 5. (a) The Club is an independent legal persona or entity distinct from its members and office bearers, having capacity of acquiring rights or property, of incurring obligations and of suing or being sued in its own name and having perpetual succession, notwithstanding changes in its membership and office bearers;
- (b) The members and office bearers of the Club shall not be answerable for the debts or engagements of the Club, except where the members or office bearers have acted "Ultra Vires" and shall have no rights in the property or other assets of the Club solely by virtue of their being members or office bearers.
- (c) All property, whether movable or immovable, corporeal or incorporeal as requires registration shall be registered in the name of the Club.

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INCOME AND PROPERTY

6. The income and property of the Club wheresoever derived shall be applied solely towards the promotion of its objects, and no portion thereof shall be paid or transferred directly or indirectly in any manner whatsoever to the members, office bearers, trustees, directors, officials or donors of the Club provided that nothing herein contained shall prevent the payment in good faith of remuneration or other consideration (including retirement benefits) to any officer, employee or servant of the Club, or to any member thereof in consideration of any service actually rendered to the Club and/or the reimbursement of actual costs and expenses incurred on behalf of the Club.

AREA OF ACTIVITY

- 7 The area within which the Club will carry on its activities will be the Elgin Grabouw district and its funds will be applied solely within the Republic of South Africa.
- (a) "Club" shall mean the "Elgin Grabouw Sports Club" previously trading as "Elgin Grabouw Country Club" and shall include the Clubhouse, premises and grounds;
 - (b) "Member" shall mean a person of any gender, who has been duly elected and are in good standing with the Club;
 - (c) Words importing the singular shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender, and words importing persons shall include bodies corporate.

MEMBERSHIP

8. (1) The Club shall consist of at least 50 members.
- (2) Unless otherwise indicated, individuals and entities wishing to join as members of the Club, shall be subject to the election procedures as set out in Article 11 hereof.
- (3) The Club offers Life, Annual and Temporary Membership, with the various categories of membership listed below.
- (4) The membership of the Club shall consist of Honorary Life, Life, Family, Ordinary, Pensioner, Student, Country, Junior and Temporary adult and junior members, each category described as follows –

(a) HONORARY LIFE MEMBERSHIP

- (i) Honorary Life Membership may be awarded to any person who has donated or contributed an extraordinary amount of time and/or money to the Club; or to a person whom Club Members wish to honour.
- (ii) Any Club Member may nominate a person for Honorary Life Member, which nomination shall be submitted, together with a written motivation, to the Executive for consideration. Subject to approval by the Executive, such nomination shall be submitted for approval by the Club members, at the Annual General Meeting.
- (iii) If approved by the meeting, the nominee shall be declared an Honorary Life Member and shall be exempt from paying subscriptions for the rest of his or her life.

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- (iv) The Honorary Life Member shall be entitled to make full use of the Club facilities and shall have the right to a vote at all meetings, but shall remain subject to the rules and regulations of the Club.

(b) **LIFE MEMBERSHIP**

- (i) Life Membership of the Club shall be available to those who donate a certain amount of money to the Club, which amount shall be determined annually by the members at the Annual General Meeting.
- (ii) The Membership so purchased shall include the donor together with his/her current spouse and children up to the age of 17 years, if any.
- (iii) A Life Member and his/her immediate family shall be entitled to make full use of the Club facilities with each spouse being entitled to a single vote at all meetings, without liability for future subscriptions to the Club, but shall in all other respects remain subject to the Rules and Regulations of the Club.
- (iv) Where a corporate entity is a life member of the Club, such entity shall nominate an individual and his/her spouse, and their children up to the age of 17 years, who shall together be entitled to the benefits of life membership, with each spouse being entitled to a single vote at meetings, as long as they are employed by such entity.
- (v) The term of a Corporate Entity's Life Membership shall continue for the life of the first Nominee and his or her spouse, or for a period of 30 years from the date Life membership was taken out, whichever is the longer.

(c) **ORDINARY MEMBERSHIP**

- (i) Ordinary Membership of the Club shall be available to individuals aged 18 years or older.
- (ii) An Ordinary Member shall be entitled to make full use of the Club facilities, and shall be entitled to a single vote at all meetings.

(d) **JUNIOR MEMBERSHIP**

- (i) Junior Membership of the Club shall be available aged 17 years or younger. Family members aged 17 or less shall be classified as Junior Members.
- (ii) Junior members shall be entitled to make full use of the Club's sporting facilities, but shall have no voting rights nor shall they enjoy bar privileges nor shall they introduce guests nor shall they propose individuals for membership of the Club.

(e) **TEMPORARY MEMBERSHIP**

- (i) Temporary Membership of the Club shall be available to individuals wishing to visit the Club for a limited period only, and shall include those visiting for sporting or social events and as guests.
- (ii) Temporary Members shall be allowed access to the Club and its facilities at the discretion of the Executive, and at a rate determined by the Executive.
- (iii) Temporary Members shall have no voting rights, nor shall they be allowed to introduce guests.

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(f) STUDENT MEMBERSHIP

- (i) Student Membership is available to individuals aged 18 years or older, engaged in studies at a tertiary institution and who are in possession of a student identification card.
- (ii) A Student Member shall be entitled to make full use of the Club facilities, and shall be entitled to a single vote at all meetings, but not at Special General Meetings.

(g) FAMILY MEMBERSHIP

- (i) Family Membership is available to couples and/or individuals with children.
- (ii) It shall include either or both parents, together with any children aged 17 years or younger.
- (iii) Family members shall be entitled to make full use of the Club facilities, bar the children who have no bar privileges. Each parent shall be entitled to a single vote at meetings of the Club.

(h) PENSIONERS' MEMBERSHIP

- (i) Pensioners' Membership shall be available to individuals aged 60 years or older.
- (ii) Pensioner Members shall be entitled to make full use of the Club facilities, and shall be entitled to a vote at meetings.

(i) COUNTRY MEMBERSHIP

- (i) Country Membership is reserved for those individuals aged 18 years or older, living beyond the borders of Bot River, Elgin, Villiersdorp and Somerset West.
- (ii) Country Members shall be entitled to make full use of the Club's facilities, and each member shall be entitled to a vote at meetings, but not at Special General Meetings.

MEMBERS' RIGHTS AND OBLIGATIONS

9. (1) Rights and obligations of membership are vested in an individual, and are not affected by category of membership other than to the extent mentioned in Articles 8. (3) (a) – (i).
- (2) All Members in good standing with the Club may exercise the rights and privileges due to them, according to their membership category as contained in this Constitution.
- (3) All Members in good standing with the Club shall be entitled to make use of the Club sports facilities, provided that they comply with the bye-laws governing the various sports and have paid all dues, levies or booking fees that shall be laid down from time to time by the sports committees concerned.
- (4) All Members of the Club, regardless of their membership category, shall at all times be subject to the provisions of this Constitution and the rules and regulations of the Club.

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- (5) Club Members are responsible for their own safety whilst visiting the Club, whilst participating in any activity on the Club premises, and on the Eikenhof Dam. Neither the Club nor its representatives shall be held responsible for death or injury caused to visitors to the Club, Members or otherwise.
- (6) Individuals aged 15 or younger are allowed to use the Club or any of its facilities only when under the supervision of an adult.
- (7) A member whose annual subscription to the Club is in arrears, as specified in Article-12 – (3) hereof, shall not be entitled to vote at meetings of the Club.
- (8) Members are prohibited from selling their membership rights or any entitlement in terms thereof.

GUESTS

- 10
- (1) Adult members other than Temporary Members may introduce guests to the Club under such terms and conditions as may be laid down by the Executive from time to time and subject to the conditions of the Liquor Act.
 - (2) The following conditions shall in any event apply :
 - (a) Members introducing guests shall record the names of their guests in the visitor's book at the entrance to the Club or at the Clubhouse and shall sign the entry;
 - (b) Members shall be obliged to inform their guests of the rules and regulations governing behaviour at the Club, and shall be expected to ensure their compliance with such rules and regulations;
 - (c) A member may introduce no more than 6 guests on any one day; if a member wishes to introduce more than 6 guests, he shall introduce the additional guests as temporary members.
 - (d) A specific individual may be introduced as a guest by any member only once per month.
 - (e) Subject to approval by the Executive Committee, members may introduce as many guests as they wish at social Club functions.

ELECTION OF MEMBERS

- 11
- (1) With the exception of Honorary Life Members, who shall be elected differently, membership of the Club shall be obtained as follows –
 - (a) Application for membership shall be made to the Executive by completing online membership application form, with the applicant being proposed and seconded by two members in good standing with the Club; the applicant shall be known to the proposer and seconder for a period of at least two years, and the proposer and seconder shall have been members of good standing for at least two years themselves. The Executive may, at its discretion waive the 2-year periods;
 - (b) the application form shall be posted on the Club notice board for at least 14 days for consideration thereof by Club Members; the application shall be accompanied by the subscription fee, which shall be held in trust pending the decision by the Executive;
 - (c) the application form shall be considered by the Executive at its next meeting;

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- (d) the Executive shall elect or reject the candidate by ballot, with a 2/3rds vote required in favour to effect approval of the application;
 - (e) the applicant shall be informed of the decision of the Executive, and if approved as a Member, the applicant shall immediately be entitled to the full privileges of membership.
- (2) An applicant who has been rejected shall be ineligible for membership for 12 months, whereafter he may make another application.

ENTRANCE FEES AND SUBSCRIPTION

- 12 (1) Entrance and/or subscription fees shall be payable by all Members of the Club, bar Honorary Life Members.
- (2) The fees payable by Members in each category shall be determined by the Members at the Annual General Meeting.
- (3) In addition to conditions of membership referred to elsewhere in the Constitution, the following shall apply –
- (a) save in the case of new Members, annual subscriptions shall become due and payable on the first (1st) day of January in each year;
 - (b) subscription fees are payable in advance;
 - (c) any Member who is more than one month in arrear shall automatically cease to be a member, provided that the Executive Committee may at its discretion reinstate such a member on payment of subscriptions in arrear.
- (4) The following subscription fees shall be payable by the various categories of members of the Club :

(a)	Honorary Life Members	R
(b)	Life Members	R
(c)	Ordinary Members	R
(d)	Family Members	R
(e)	Pensioner Members	R
(f)	Student Members	R
(g)	Junior Members	R
(h)	Country Members	R
(i)	Adult Temporary Members	R
(j)	Junior Temporary Members	R

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- (5) Entrance fees are payable as being contributions to the capital of the Club, and are complimentary to the donations from the Members who paid for the establishment of the Club.

(6)

(a)	Honorary Life Members	R
(b)	Life Members	R
(c)	Ordinary Members	R
(d)	Family Members	R
(e)	Pensioner Members	R
(f)	Student Members	R
(g)	Junior Members	R
(h)	Country Members	R
(i)	Adult Temporary Members	R

CONDUCT OF MEMBERS

13. (1) Members of the Club are expected by the Code of Conduct and to conduct themselves in a civilized, courteous and considerate manner at all times, with respect for the rights of other Members and guests to enjoy the facilities of the Club without undue hindrance or disturbance.
- (2) Club Members shall at all times be aware of the necessity to contribute to the overall well-being of the Club, and should therefore treat all of the staff and assets of the Club with the greater care.
- (3) When representing the Club at a sporting event, function or meeting, Club Members are expected to conduct themselves in a sportsmanlike and gentlemanly manner, and to be ambassadors of the Club.
- (4) (a) If the Executive is satisfied that any Member or his guest has been guilty of improper, unsportsmanlike or ungentlemanly conduct on the Club premises, or whose behaviour injures the good name of the Club, and/or whose behaviour contravenes the provisions of the Code of Conduct, it may impose upon the Member any of the following penalties –
- (i) suspension of his membership for such period as the Executive shall deem appropriate. In this event a suspended member shall remain liable for the payment of his subscription fees;
 - (ii) enforced resignation from the Club;
 - (iii) expulsion from the Club;
 - (iv) expulsion from the Club and to be declared ineligible for re-election.
- (b) Provided that at least 2/3rds of the Members of the Executive vote that the interests of the Club are best served by suspending or expelling an offending Member, a Member so punished shall forfeit his current subscription fees.

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- (c) An aggrieved Member may appeal against a decision of the Executive Committee, according to the process more fully described in Article 25 hereof.
- (d) An appeal duly noted in accordance with the foregoing shall, pending the determination of the appeal, have the effect of suspending the operation of the Executive's decision.
- (e) Pending the decision of the appeal, the Member concerned shall be regarded as suspended from all privileges of membership and he shall not, saving for the purpose of attending the Special General Meeting of Members convened to decide his appeal, be permitted to enter the Clubhouse, premises or grounds.

PRESIDENT OF THE CLUB/PRESIDENT'S COUNCIL

- 14. (1) The Club shall have a President, elected annually at the Annual General Meeting.
- (2) The President shall be a full voting member of the Executive Committee, and shall have as his primary duty the task of providing continuity and guidance to the Executive Committee and to the Club.
- (3) The President may not serve for more than 4 consecutive annual terms.
- (4) All Presidents and Chairmen of the Club shall, upon retiring from their elected position, automatically become members of the President's Council, together with the President elected at the AGM each year who shall chair the Council and who shall call meetings of the Council.
- (5) The Council shall serve as a repository of institutional knowledge, and act as an advisory body to the Executive Committee.
- (6) The Council shall meet no less that **twice a year**, and shall at its meetings consider the work being done by the Executive Committee in meeting the Club's objectives and may at its discretion offer advice to the Executive Committee.
- (7) The President's Council shall be expected to intervene in the affairs of the Club and should the Council conclude that the Club is being seriously mis-managed by the Executive Committee and/or is in danger of imminent collapse or closure.

CHAIRMAN OF THE CLUB

- 15. (1) The Club shall have a Chairman, who shall be from the greater Bot River, Elgin, Villiersdorp, area including the Helderberg Basin, Gordon's Bay, Strand and Somerset West and who shall be elected annually at the Annual General Meeting.
- (2) The Chairman shall retire annually, but may offer himself for re-election and may not serve for more than 4 consecutive annual terms.
- (3) The Chair at all General or Special Meetings of the Club and at all meetings of the Management Committee and of the Executive shall be taken by the Chairman.
- (4) In the event of the Chairman not taking the Chair, the Chair may be taken by the Vice-Chairman. In the event of neither taking the Chair, the meeting will elect a member of the Executive to take the Chair.
- (5) The Chairman at all meetings shall have a casting vote.

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- (6) In addition to chairing meetings, the Chairman shall supervise the work of the Management and Executive Committee Members, and shall hold them accountable for their allocated tasks and duties. He shall be responsible for ensuring the correct and effective implementation of all policies and procedures and plans agreed upon by the Executive Committee.
- (7) Senior staff employed by the Club shall report to the Chairman, or to an Executive Committee Member delegated by him to assume this role.

EXECUTIVE COMMITTEE

- 16. (1) The affairs of the Club shall be governed and managed by a Committee (hereinafter called the Executive) which will consist of the President, Chairman and three elected Members, in addition to the Chairman of the sports sections, who shall all be Members of the Club and aged 18 years or older.
- (2) The Chairman of each sports section will automatically be a Member of the Executive.
- (3) The Members of the Annual General Meeting shall elect Executive Members to fill vacancies on the Executive.
- (4) At least two thirds of the Executive Members must be from the Bot River, Elgin, Villiersdorp, Gordon's Bay, Strand and Somerset West areas.
- (5) The Executive shall elect a Vice-Chairman, Treasurer and Secretary from its ranks.
- (6) The elected Executive Committee Members who are not Chairmen of Sports Sections, shall retire annually but may offer themselves for re-election.
- (7) The aforementioned elected Executive Committee members shall be elected to assume responsibility for certain portfolios as determined annually by the Executive Committee prior to each Annual General Meeting.

POWERS AND DUTIES OF THE EXECUTIVE

- 17. (1) An Executive Member holding office of the Club, has a fiduciary relationship towards the Club and must exercise his powers bona fide, with care and skill, and for the benefit of the Club. An Executive Member must avoid conflicts of interest, must maintain absolute discretion, must abide by applicable Codes of Conduct, and must act according to the policies and procedures of the Club.
- (2) Without prejudice to its general powers of conducting the affairs of the Club, and subject to Article 17.2, the Executive shall have the power and obligation to –
 - (a) supervise and manage paid employees of the Club;
 - (b) engage or dismiss employees of the Club, to fix their remuneration and set terms and conditions of their employment;
 - (c) transact all business of the Club – other than matters which in terms hereof, specifically require the sanction of a General Meeting or Special General Meeting.

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- (d) supervise all finances of the Club and to ensure that they are administered in a sound and businesslike manner and in the best interests of the Club and its sports sections;
- (e) administer and control all finances, with the exception of those specifically assigned to the various sections in terms of the Constitution and rules decided upon by the Executive from time to time, with powers to administer the Club funds for the upkeep and extension of the Club and maintenance of the Club property;
- (f) approve all loans and overdrafts up to a maximum of R40,000.00 (Forty Thousand Rand);
- (g) open Bank and/or Savings Accounts for the Club and to appoint the signatories thereof;
- (h) propose adjustments and amendments to Club subscriptions and entrance fees;
- (i) formulate Club policy and to ensure that the Club and Sectional activities conform to Club policy;
- (j) initiate the formation of – and to co-ordinate the activities of – the various sections of the Club;
- (k) settle all Club matters in dispute which may be submitted to it verbally or in writing;
- (l) make, repeal or amend bye-laws which may be submitted to it verbally or in writing;
- (m) elect new Members as provided for in Clause 7;
- (n) erase from the membership roll the name of any Member who shall have failed to pay any debts due by him to the Club;
- (o) take over the management of any Section which, for whatever reason, is unable to function under its sectional committee;
- (p) ensure the maintenance in good order of the assets of the Club and/or those under its control;
- (q) acquire by purchase, lease, sub-lease or otherwise any movable or immovable property for the Club calculated to benefit the Club and to advance its objects;
- (r) institute, conduct, defend, compound or abandon any legal proceedings by and against the Club and/or its officers, concerning the affairs of the Club, also to compound and allow time for payment or satisfaction of any debts due to the Club, and of any claims or demands by the Club;
- (s) apply for and renew from time to time such liquor and/or other licenses that may be necessary in or upon the Club Premises;
- (t) elect sub-committees from its own members and, if necessary, to co-opt any member of the Club to serve on such sub-committees;
- (u) co-opt additional members to the Executive Committee, in this event such individuals shall not be entitled to vote at meetings of the Executive.

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MEETINGS OF THE EXECUTIVE

18. (1) The Executive shall meet not less than four times a year and the transactions at such meetings shall be recorded in a Minute Book.
- (2) At all meetings of the Executive, the Chairman or Vice-Chairman together with five Committee Members shall constitute a quorum.
- (3) The Chairman shall chair all meetings of the Executive, whilst in his absence the Vice-Chairman shall do so.
- (4) The Secretary shall give 10 days notice of a meeting, and shall before such meeting circulate to each member of the Executive, an agenda to be followed at that meeting.
- (5) Each member of the Executive shall have a single vote, with the Chairman of the meeting having a casting vote.

MANAGEMENT COMMITTEE

19. (1) The Management Committee shall consist of at least three individuals drawn from the ranks of the Executive Committee, namely the Chairman of the Club who shall Chair the Management Committee.
- (2) The Management Committee members, bar the Chairman who is automatically appointed, shall be elected annually by the Executive Committee.
- (3) The duties of the Management Committee, without limiting the generality thereof, shall be to –
 - (a) see to the day to day running of the Club;
 - (b) Instruct the employees in their duties;
 - (c) liaise with the Chairman of the sports committees or their representatives with regard to the maintenance of their facilities;
 - (d) implement the decisions of the Executive Committee and to report back to it;
 - (e) see to it that all books and records are kept properly up to date.
- (4) The Management Committee shall meet as and when necessary, but not less than once per month.

SPORTS SECTIONS

20. (1) Each sport offered at the Club on a permanent basis, shall be governed by a committee, and shall be referred to as a sports section of the Club.
- (2) The following sports are recognized as sports sections of the Club : Angling, Bowls, Cricket, Rowing, Squash and Tennis.
- (3) It will be the function of the different committees to take care of the day to day running of the sports facilities under their control. In particular but without limiting the generality thereof, they shall –
 - (a) liaise with the Executive and Management Committees on matters regarding maintenance, and prepare a budget in this regard;

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- (b) arrange competitions and social events;
 - (c) recommend to the Executive Committee, bye-laws to be applied to that sporting section;
 - (d) recommend relevant booking fees, green fees or other levies that will be sufficient to cover the proper maintenance of the sports facility;
 - (e) recommend suitable disciplinary measures to be applied to that sport;
 - (f) represent their sports section on the Executive Committee, and wherever necessary;
 - (g) in general see to all matters pertaining to that sport and its facility, and to liaise with the Executive and Management Committees.
- (4) Each sports section shall have the to apply for funds at Executive or Management Committee meetings, in order to maintain or upgrade their facilities.
 - (5) Each sport shall hold an Annual General Meeting at least seven days before the Club's Annual General Meeting, notice of which shall be given at least fourteen days in advance. This notice is to be circulated to regular members of each sports section and posted to the Club's Notice Board.
 - (6) Each committee shall consist of a Chairman and at least two others, who shall all retire each year but may stand for re-election.
 - (7) No individual may be Chairman for more than one sports section of the Club.
 - (8) At each sports section's Annual General Meeting –
 - (a) all members in good standing with the Club, bar temporary members, shall be eligible to vote, each having one vote;
 - (b) a representative committee consisting of a Chairman and at least two committee members shall be elected;
 - (c) minutes shall be taken and kept in a minute book; and
 - (d) motions shall be properly proposed, recorded and voted on.

EXPANSION OF THE CLUB'S FACILITIES

- 21. (1) The Committee of each sport has the right to apply to the Executive Committee for the necessary approval for expansion of their facilities.
- (2) Such expansion proposal shall be properly motivated, giving due regard to the capital cost involved, the past usage of the facility, the income derived from that sport and, above all, that it can be shown that such expansion is in the best interest of the Club as a whole.
- (3) Expansion of the Club's immovable property may be undertaken at any time, subject to the provisions of Article 17 (2) (a).

GENERAL MEETINGS

- 22. (1) General Meetings are those to which all Club Members are invited, and which all Club Members, bar Temporary Members, are entitled to attend.

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- (2) At all General Meetings of the Club, 15 members in good standing with the Club shall form a quorum.
- (3) A member whose annual subscription to the Club is in arrears, as specified in Article 12 – (3) hereof, shall not be entitled to vote at meetings of the Club.
- (4) At least 21 days notice shall be given of any General Meeting, by circular posted to each member at his last known address, or sent to him via electronic mail, which circular shall set out the agenda to be dealt with at the meeting. A copy of such notice shall be displayed on the Club Notice Board.
- (5) Every question submitted to a meeting shall be decided by a show of hands, or by secret ballot if so demanded by at least 5 members.
- (6) In the event of a tied vote on an issue, the Chair of the meeting shall have a second, or casting vote.
- (7) Members who are personally present will have one vote each.
- (8) The declaration of the result by the Chair of the meeting shall be conclusive.
- (9) The Executive may at any meeting of members, other than Special General Meetings, and without previous notice, bring forward any business which it considers urgently requires decision or action by members of the Club.
- (10) The Chairman of the Club shall chair all General Meetings. In his absence the Vice-Chairman shall do so, failing which the Secretary shall chair the meeting. In the event of none of these members being present, those present shall elect a Chair for the meeting.
- (11) No special business shall be discussed nor voted on at a General Meeting.

ANNUAL GENERAL MEETING

23. (1) The Annual General Meeting of the members of the Club shall be held at such a time and place as the Executive may determine, but as soon as possible after the first day of March in each year, but not later than 31st May.
- (2) At least 21 days notice shall be given, by circular posted to each member at his last known address, or sent to him via electronic mail, which circular shall set out the agenda to be dealt with at the meeting. A copy of such notice shall be displayed on the Club Notice Board.
- (3) The business to be transacted at the Annual General Meeting shall be to –
 - (a) confirm the minutes of the previous General Meeting;
 - (b) receive and consider the Executive's Report and the Statement of Accounts for the previous financial year ending on 31st December each years
 - (c) elect the President, Chairman and members of the Executive;
 - (d) elect an Auditor or Auditors;
 - (e) elect Honorary Life Members, subject to prior approval of the Executive;

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- (f) deal with any resolution concerning the affairs of the Club, of which due notice as been given and any other business concerning the affairs of the Club which is brought under consideration by the report of the Executive. The Executive may at this meeting, without previous notice, bring forward any business which it considers requires urgent decision by the members;
- (g) approve the proposal for the annual subscription fees and entrance fees;
- (h) discuss any matters of a general nature;
- (4) Written nominations for the position of President, Chairman and vacant positions on the Executive shall be submitted to the Club Secretary at least 14 days before the Annual General Meeting, with a proposer, a seconder and a signed acceptance by each nominee; such nominations shall be displayed on the Club's notice board.
- (5) Voting for individuals to sit on the Executive shall be by secret ballot, the results of which shall be computed by at least three members who are not nominees.
- (6) Notice of any resolution to be proposed at the Annual General Meeting, other than special business, must be lodged with the Secretary at least fourteen days before the date of the Annual General Meeting, such motions shall be displayed on the Club's notice board.
- (7) The quorum at Annual General Meetings shall be 30 members present including online members. If there are less than 30 members present at the start of a meeting, a 30 minute wait will be allowed for more members to log in or arrive. After 30 minutes the members present will form the quorum.
- (8) If at the time appointed for the Annual General Meeting a quorum is not present, the meeting shall stand adjourned for 30 minutes, and if a quorum is still not present, the meeting shall be dissolved and 14 days notice shall be given for the recall of the Annual General Meeting where those present shall form a quorum.
- (9) Only those members personally present shall be entitled to a vote.

SPECIAL GENERAL MEETINGS

- 24. (1) Special General Meetings shall be called when Special Business is to be discussed and decided on by members, such Special Business being matters to be decided upon according to the provisions of Article 17 (2) hereof.
- (2) A Special General Meeting of Club members may be called by the Executive whenever it deems it necessary, and shall discuss Special Business only.
- (3) The Executive shall be obliged to call a Special General Meeting without delay, if a request for such a meeting, signed by not fewer than 15 members of the Club in good standing and with voting rights, is received by the Secretary.
- (4) Only Honorary Life, Life, Family, Ordinary Members, and Pensioners may vote on Special Business.
- (5) Special Business shall be passed only if two thirds of the members present in person and of those voting by proxy, are in favour of the proposed resolution. In addition, two thirds of those in favour of the proposed motion must be from the Bot River, Elgin, Villiersdorp, Gordon's Bay, Strand and Somerset West area.
- (6) Special Business relating to Article 15.1 and 16.4 shall be passed only if 75% (seventy-five percent) of the members present in person or by proxy, vote in favour of the proposed resolution. In addition, two thirds of those in favour of the proposed

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motion must be from the Bot River, Elgin, Villiersdorp, Gordon's Bay, Strand and Somerset West area.

- (7) The notice calling a Special General Meeting shall be issued no less than 21 days in advance of such a meeting, and shall state precisely the business for which such a meeting is called, and shall include proxy forms.
- (8) The quorum at Special General Meetings shall be at least 50 members present in person, or by Proxy, but shall not be less than 40 members present in person.
- (9) If at the time appointed for the holding of any General Meeting, a quorum of members is not present, the meeting, if convened upon the demand of members, shall be dissolved; in other cases it shall stand adjourned for 15 minutes and if a quorum is still not present, dissolved; in this event 21 days notice shall be given for the recall of the Special General Meeting where 30 members present in person or by proxy shall form a quorum.
- (10) Voting by proxy shall be allowed, in this event the member's vote shall be properly written down and signed by him, and handed to the Chairman at least 24 hours before the meeting, for inclusion in the voting procedures.

APPEALS PROCESS

- 25. (1) Any member of the Club, whether directly concerned or not, shall have the right to appeal to a Special General Meeting of the Club against any decision of the Executive, provided that –
 - (a) he gives notice in writing to the Secretary of such appeal within 14 days of notification of such decision, and
 - (b) such notice of appeal shall be supported by the signatures of not less than 15 members of the Club with voting rights, in addition to that of the appellant.
- (2) No decision shall, however, be reversed except by a resolution passed by two-thirds of those voting members present at such a Special General Meeting.
- (3) An appeal duly noted in accordance with the foregoing shall, pending the determination of the appeal, have the effect of suspending the operation of the Executive's decision.

ALTERATION OF CONSTITUTION

- 26. (1) No rule of this Constitution shall be repealed or altered and no new rule shall be added, save under the authority as specified in Annexure A (Table of Authority) to alter the Constitution.
- (2) Alteration of the Articles listed in the Table in Annexure A requiring the authority of a Special General Meeting shall be subject to the voting rules as described under Article 24.4.
- (3) Alteration of the Articles listed in the Table in Annexure A requiring the authority of a two thirds majority at a Special General Meeting shall be subject to the voting rules as described under Article 24.5.
- (4) Alteration of the Articles listed in the Table in Annexure A requiring the authority of a 75% (seventy-five percent) majority at a Special General Meeting shall be subject to the voting rules as described under Article 24.6.

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- (5) Twenty-one (21) clear days notice shall be given by circular to each member of the intention to propose any new rule or alteration to the existing Constitution. A copy of such circular shall be displayed on the Club Notice Board.
- (6) The Table of Authority required to alter the Articles of the Elgin Grabouw Country Club Constitution, in Appendix A, forms an integral part of this Constitution.
- (7) A copy of all amendments to this Constitution are to be submitted to the Commissioner of the South African Revenue Service.

DISSOLUTION OF THE CLUB

27. (1) In the event of dissolution of the Club, for whatever reason, Club assets will be sold and proceeds of such sale will be used to pay outstanding debts, and to refund amounts made available by donations, or interest free loans, no surplus funds or balance of funds will accrue to members.
- (2) Assets remaining after the settlement of claims against the Club as mentioned in Article 27 (1) above, must be transferred to –
- (a) any other recreational club which has been approved by the Commissioner in terms section 30A of the Act; or to
 - (b) any public benefit organization, contemplated in paragraph (a) (1) of the definition of a "public benefit organization" in section 30 (1) which has been approved in terms of section 30 (3) of the Act.
- (3) If funds are insufficient to clear all debts, a member's liability is limited to his unpaid subscription.
- (4) The Executive at the time of dissolution is to be responsible for dealing with the assets and payment of debts.

STATUTORY REFERENCES

28. Notwithstanding anything to the contrary contained in this Constitution –
- (1) The Club shall be managed by an Executive of its members;
 - (2) At least three persons who accept fiduciary responsible for the Club, will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision, making powers relating to such organization;
 - (3) Such committee shall hold regular meetings of which proper minutes shall be kept;
 - (4) Only members of the Club (including bona fide reciprocal members) shall be permitted to pay for accommodation therein or for liquor or refreshments supplied therein;
 - (5) No person residing within 20 km of the Clubhouse is eligible as a temporary or reciprocal member of the Club, save where –
 - (a) such eligibility is, in terms of the rules of the Club, granted by reason of such person holding some public office or being a bona fide candidate for membership or having conferred some special benefit upon the Club, or

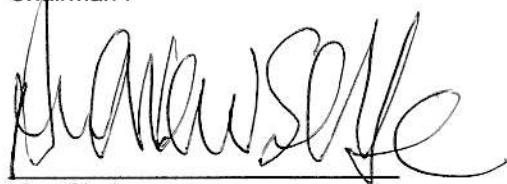
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- (b) by resolution of the Executive such person is allowed the privileges of membership while engaged in any match or competition, or otherwise supporting the Club's activities;
- (6) The Executive shall ensure that proper books, including a Register of Members, are kept.
- (7) The annual subscription for members shall be at least R15,00 (fifteen rand);
- (8) The Club shall consist of at least 50 members;
- (9) Except under written agreement approved by the Minister or a person acting in his direction, no profit from the sale of liquor by the Club may accrue to any member nor shall surplus funds be directly or indirectly distributed to any person;
- (10) No excessive remuneration shall be paid to any person, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- (11) A member who has not paid his subscription within one month after it became due shall not be allowed to continue as a member while his subscription **remains** unpaid.
- (12) The Club is not or was not knowingly a party to, or does not knowingly permit or has not knowingly permitted itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other Act administered by the Commissioner for the South African Revenue Service.
- (13) The Club shall submit the required Returns for Income Tax, together with the relevant supporting documents.

We, the undersigned, and having initialed each page hereof, hereby confirm that this is the one, true and only original version of the Elgin Grabouw Country Club Constitution, revised by the Chairman with changes accepted by those present at the Annual General Meeting held at the Club on the 19th of April 2023.



Chairman :



Vice-Chairman



Secretary :