

ZANDVLEI SPORTS CLUB CONSTITUTION

TITLE

1) The name of the Club shall be ZANDVLEI SPORTS CLUB, hereinafter called the Club, and will incorporate

- a) The Imperial Yacht Club; and
- b) The Peninsula Canoe Club
- c) Reddam House Rowing Club;

hereinafter referred as the Member Clubs

OBJECTS

2) The objects of the Club shall be

- a) To fulfil the usual object of a sports club, and, in particular to promote the yacht sailing interest of the Imperial Yacht Club, the canoeing interest of the Peninsula Canoe Club and the rowing interests of the Reddam House Rowing Club.
- b) To determine and administer the common interest of all its Members.
- c) To promote sporting and social relationships between Members of the Club.

POWERS

3) While recognising the right of the Member Clubs to order and arrange their own affairs so as to promote their individual sporting and social objectives, the Club shall, unless otherwise stated in this Constitution and Rules, have the power to determine the common interests of its Members and, in particular to acquire, hold, alter or dispose of all immovable property. When in conflict, the lawful decisions of the Club shall take precedence over any decision of the Member Clubs.

HEADQUARTERS

4) The Headquarters of the Club shall be at Lakeside, Cape Town.

LEGAL STATUS

5) The Club shall be a person in law, with all the legal attributes of judicial personality.

LEGAL PROCEEDINGS, ACTS AND LIABILITY OF THE CLUB

- 6) The Club shall be able to institute and defend legal proceedings in its own name and perform all legal acts and execute all such legal documents as may be necessary.
- a) The Club chooses domicilium citandi et executandi at its Club premises Lakeside. Service of all process may be made upon the Chairman, for the time being.
 - b) The Chairman, for the time being, shall be the person to represent the Club in all suits or actions on behalf of or against the Club, shall perform all legal acts on behalf of the Club and execute all such legal documents on behalf of the Club as may be necessary.
 - c) No Member shall have any right of action against the Club for any damage suffered by him or her through any default or neglect of the Club or its servants. For the purpose of this Rule, the term "Member" shall include Temporary, Visiting or Reciprocity Members in addition to those defined in Rule 10.

PROPERTY

- 7) The Club shall have the power with the consent of Members in General Meeting to acquire, own, sell, mortgage, let, hire, loan or possess any immovable property. The Club shall have the same powers in respect of movable property with the consent of the Committee.

TRUSTEES

- 8) The property of the Club shall be vested in the Chairman as Trustee.

CLUB FLAG, BADGE & COLOURS

- 9) (To be determined).

MEMBERSHIP

- 10) The membership of the Club shall consist of the members for the time being of the Member Clubs but may include Honorary Life Members elected to the Club.
- a) A Member is only liable for Zandvlei Sports Club levies from one Club. The Club originally joined shall be liable for all Zandvlei Sports Club contributions.
The second Club may not charge any contributions.

- b) Membership of the Club shall be limited as to numbers and shall consist of those categories approved of by the Committee and included in the Rules of the Member Clubs. This notwithstanding, the Club may in General Meeting introduce any other category of member of the Club in addition to the Honorary categories of membership defined below.

Honorary Life Members – The Club in Annual General Meeting may elect Honorary Life Members free from subscription in recognition of their services to the Club.

Honorary Members – The Committee shall have the power to elect any person an Honorary Member for such time as it shall think fit, and without Entrance Fee or Subscription. Honorary Members shall not be entitled to vote at any meeting of the Club or have the privilege of introducing guests.

ELECTION OF MEMBERS

- 11) The election of members, except Honorary Life Members, shall be vested solely in the Committee. After being scrutinised by the Sectional Committee concerned the Sectional Committee shall submit the application together with their recommendations on same to the Committee, who shall proceed to consider and vote on the application by ballot, two black balls to exclude. The Secretary shall notify every candidate of his election and record the applicants name and address in the Register of Members.
- a) Either the Committee or a Sectional Committee shall have the right to defer decision on an application for membership and to record the application for future scrutiny and decision.
 - b) Any person elected a Member of the Club, ipso facto, agrees to be bound by the Constitution, Rules and Bye-laws in force and any further Rules and Bye-laws that may be promulgated from time to time.
 - c) The Sports Club Committee should be informed of any multiple memberships.

ENTRANCE FEE, CLUB LEVY, AND SUBSCRIPTION

- 12) The Member Clubs shall each have the right to determine the amount of Annual Subscription to be paid by their members from time to time.
- a) The Entrance Fee and Club Levy shall be determined from time to time by a majority of Members present and voting at a General Meeting. Members elected to a Member Club after the date stipulated in the Constitution of that Member Club shall pay half the Club Levy for the current year.

- b) Where the Committee of a Member Club has agreed to waive the whole or part of the subscription due by a Member called upon to complete a period of full-time military service, the Club Levy due by that Member shall be similarly waived in the same proportion as the annual subscription waived bears to the total annual subscription due.

CLUB MEMBERSHIP FEE DUE AND PAYABLE

13) The entire Club membership fee shall fall due on 1st January of each year and shall be paid by each Member directly into the ZSC bank account together with the annual subscription and craft storage fees due by Members to their Member Clubs before 31 January of each year. Honorary memberships shall be paid by Member Clubs before 31 January of each year. The ZSC Treasurer shall pay over the Member Club's portion and craft storage fees of each membership to the Member Club.

- a) Any Member who has not paid his subscription by 31 January ceases to be a member of the Club.
- b) Any Member ceasing to be such, whether by resignation or otherwise, shall not be entitled to have any part of his Entrance Fee, Club Levy, or Annual Subscription for the current financial year refunded to him.

EXPULSION, SUSPENSION AND FORFEITURE OF RIGHTS

14) With or without recommendation from the Sectional Committee for the time being of the Member Clubs the Committee is empowered, after due enquiry, to suspend or expel any member.

- a) Expulsion – If any Member shall be found by the Committee, after due enquiry, to have been guilty of unbecoming or improper conduct it may, by resolution, expel such Member from the Club, and he shall thereupon forfeit all right, claim, or privilege upon the Club or its property.
- b) Suspension – If any Member shall be found by the Committee, after due enquiry, to have been guilty of unbecoming, or improper conduct, it may, by resolution, suspend that Member from the Club for any period, with the forfeiture of such privilege as the Committee may determine.
- c) Should any Member incur any liability to the Member Clubs or the Club, and fail to discharge such debt on due notice, the Committee shall have the power to deal with such Member under this Rule.

APPEAL TO GENERAL MEETING

15) Any Member who may think himself personally aggrieved by any decision of the Club or Committee or any Sub-Committee thereof, or of any

committee or sub-committee of the Member Clubs, may appeal against the same in writing and the Committee shall summon a Special Meeting of the Club to consider such appeal, provided that it is received within ten (10) days after notification of such decision to such Member and the decision of such Special Meeting shall be final.

GUESTS

16) The introduction by Members of Guests, including those who may be eligible for membership, on Club premises is permitted. Persons eligible for membership, however, may not habitually make use of the Club premises and the Committee may forbid the introducing of any person as a Guest for any reason appearing to it sufficient. A Member introducing a Guest shall forthwith enter his or her name and address in a Visitor's book provided for the purpose

- a) Every member introducing a Guest shall be responsible for the conduct of such Guest while in the Club.
- b) Under no circumstances may any order involving the payment of refreshment be given by a Guest, nor may he pay for any refreshment supplied by the Club save with the prior permission of the Committee or Sectional Committee.

MANAGEMENT AND CONTROL OF THE CLUB

17) The Club shall be managed by a Committee of its Members, referred to in the Constitution and rules as the "Committee". The composition of the Committee shall be as follows.

- a) The Chairman
- b) The Honorary Secretary
- c) The Honorary Treasurer
- d) Not more than one additional Delegate from each Member Club. Delegates shall be in good standing with ZSC & ZSC Management Committee and shall be approved by the ZSC AGM. Delegates shall have been ZSC members for at least two years prior to being proposed as Delegates.

EXECUTIVE OFFICERS

18) The Executive Officers of the Committee shall be the following:

- a) The Chairman
- b) The Honorary Secretary

- c) The Honorary Treasurer

ELECTION OF THE COMMITTEE

- 19) Members of the Committee shall retire annually and shall be eligible for re-election. No person shall hold the position of Chairman for more than four (4) consecutive years.
- a) The qualification for election to the Committee shall be a minimum of two (2) years membership. In the event of re-election to membership the date of re-election shall be considered the date of election to the Club for purposes of this Rule.
 - b) The remaining Members of the Committee shall be elected in terms of the Constitutions of the Member Clubs respectively.

VACANCIES IN OFFICE

- 20) Should the offices of Chairman, Honorary Secretary or Honorary Treasurer become vacant during the year, after the Annual General Meeting of the Club, the Committee shall have the power, if necessary, to fill such office temporarily, but shall, in any event, take steps without delay, to call a Special General Meeting for the purpose of electing an officer to fill the vacancy.
- a) In the event of any other vacancy in its body, other than a temporary vacancy, the Committee shall request the respective Sectional Committee to appoint a replacement in terms of its own Constitution.

POWERS OF THE COMMITTEE

- 21) The Committee shall have full power and authority to do any act, matter or thing which could or might be done by the Club, excepting such matters as are in the Rules specially reserved to be dealt with at a General Meeting of Members. The Committee shall have the following Special Powers:
- b) To borrow or raise monies in such a matter as may be deemed fit either on security or unsecured and, if so deemed necessary, to secure the repayment of any monies so borrowed by means of debentures.
 - c) To open and operate Banking Accounts and Savings Accounts in the name of the Club.
 - d) To have the right to acquire any type of licence.

- e) To buy, sell and deal in all kinds of provisions, liquid and solid required by Members of the Club provided that no profit from such sales shall accrue to any Member; unless agreed to by the Committee.
- f) To make, vary and repeal Bye-Laws for the regulation of the affairs of the Club, provided that such variations do not conflict with the Rules.
- g) To delegate to a Sectional Committee and to any Sub-Committee appointed from time to time such of its powers and authority as may be deemed necessary.

MEETINGS OF THE COMMITTEE

22) The Committee shall meet at least once in each calendar month between the 1st and the 15th day of the month.

- a) At all meetings the Chairman shall take the chair; in his absence, a chairman to be elected by those present shall preside.
- b) Four (4) Members present shall form a quorum.
- c) In the case of an equality of votes, the Chairman shall have a casting as well as a deliberative vote.
- d) Proper minutes of all meetings shall be kept by the Honorary Secretary.
- e) At least seven (7) days' notice shall be given of meetings except that shorter notice may be given in case of emergency.
- f) A Member who fails to attend any three consecutive meetings without having obtained leave of absence from the Chairman shall cease to be a member of the Committee.
- g) Whenever a Committee Member is guilty of a serious neglect, of his duties as a Committee Member, the Committee, by majority decision, may terminate his membership of the Committee, and the vacancy thus occurring shall be filled in accordance with the provisions of Clause 20.

FINANCIAL YEAR AND ACCOUNTS

23) The Club's Financial Year shall end on 31 December each year.

- a) The banking accounts of the Club shall be kept in such Bank or Banks as the Committee may from time to time decide. All cheques drawn on the account of the Club shall be signed by any two of the Executive Officers stipulated in Rule 18.
- b) The accounts and Balance Sheet of the Club shall consolidate all the finances of the Member Clubs and the Club. Member clubs shall submit

annual financial statements to the ZSC Treasurer within 4 months of the member club year end. Member clubs shall also publish and make available to ZSC and all ZSC members all records and minutes of official Member club business

DUTIES OF THE HONORARY TREASURER

24)The Honorary Treasurer shall:

- a) Keep a true and proper record of monies received and expended on behalf of the Club.
- b) Keep proper Books of Accounts of the Club.
- c) Submit monthly statements of finance at the meetings of the Committee.
- d) Submit a Balance Sheet and Income and Expenditure Account at the Annual General Meeting each year.

DUTIES OF THE HONORARY SECRETARY

25)The Honorary Secretary shall:

- a) Perform the usual secretarial duties related to the Club.
- b) Convene all meetings.
- c) Keep proper minutes of the proceedings of all General Meetings of the Club and of all meetings of the Committee.
- d) Attend to and answer all correspondence.
- e) Keep a Register of Members.

MEMBER CLUB MANAGEMENT

26)The Zandvlei Sports Club shall incorporate the Member Clubs.

- a) Each Member Club shall have the power to affiliate with any governing body its respective sporting discipline.
- b) Each Member Club shall, independently of each other, hold an Annual General Meeting of its Members at a date specified in their respective Constitutions.
- c) At the aforesaid Annual General Meetings, the Members present shall elect a Chairman and Committee and shall conduct such business usually associated with an Annual General Meeting.

- d) Each Member Club shall have the power to frame Rules and Bye-Laws relative to that particular section and such Rules and Bye-Laws shall not be at variance with the Rules of the Club.
- e) Member Club Committee Meetings shall be held, independently of each other, at some date between the 15th and the end of each and every month.
- f) Member Club Committees shall deal with Applications for Membership in the manner prescribed in Rule 11.
- g) Each Member Club shall have the power to operate a Bank Account and/or Savings Account.
- h) The Member Club Committee shall be subject to the control of the Sports Club Committee.

CHAIRMAN

27) At all meetings of the Club, the Chairman, or, in his absence, a chairman to be elected by those present, shall preside. Such Chairman shall have, in addition to a deliberative, a casting vote in the event of equality of voting.

ANNUAL GENERAL MEETINGS

- 28) The Annual General Meeting of the Club shall be a joint meeting of the constitutionally elected Committee Members of the Member Clubs and shall be held within three calendar months of the Financial Year End.
- a) All other Members of the Club shall be entitled to be present and vote at such meetings.
 - b) The Annual General Meetings of Members of the Member Clubs shall be held, independently of each other, in terms of their respective Constitutions.
 - c) At least twenty-eight (28) days before the date of the Annual General Meeting, a notice of the date, time and place of the meeting and calling for nominations for elected positions shall be sent to the last known email address of each member entitled to vote at an Annual General Meeting.
 - d) At least fourteen (14) days before the meeting, notice of any Resolution to be proposed at an Annual General Meeting must be lodged with the Honorary Secretary. Notices of any Resolution shall be in writing and signed by a Proposer and a Secunder.

- e) At least eight (8) days before the date of the meeting, nominations for Chairman, Honorary Secretary, Honorary Treasurer and Officer: House and Grounds must be lodged with the Honorary Secretary. Nominations shall be in writing and signed by a Proposer and a Secunder and show the nominee's signed acceptance of the nomination.
- f) In case of need, the Committee shall be empowered to accept late nominations.
- g) Nominations and Notices of Resolutions can only be made by Members who are entitled to a voice in the affairs of the Club.
- h) At least 7 (seven) days before the date of the meeting, nominations and Notices of Resolutions are to be emailed to each member entitled to vote by the Honorary Secretary.
- i) The omission to send such notices to any Member shall not invalidate the meeting.
- j) Each Member Club is to be fully responsible for providing a list of their Members' current email addresses to the Honorary Secretary and shall bear the responsibility for maintaining the data pertaining to their respective Members within the Register of Members held by the Honorary Secretary and for ensuring it is kept up to date. Each update is to be supplied as an entire updated list of current members and in the format requested by the Honorary Secretary.
- k) Failure by a Member Club to provide and/or maintain the required data will in no way invalidate the outcome resulting from notices from the ZSC Secretary, or from the decisions agreed at this meeting.

URGENT BUSINESS

- 29) The Committee may at an Annual General Meeting, if there has been insufficient time to notify Members, bring forward any business which it considers requires urgent action or decision by Members.

SPECIAL GENERAL MEETINGS

- 30) The Committee may call a Special General Meeting by giving not less than seven (7) days notice specifying the object for which the meeting is called. The Committee shall in like manner call a Special General Meeting upon receipt of:
- a) A requisition signed by at least ten (10) Members specifying the object for which the meeting is to be called, or
 - b) A requisition submitted by a Member Club Committee.

No business other than that specified in the notice convening the meeting shall be transacted at a Special General Meeting.

QUORUM AT GENERAL MEETINGS

31) The quorum for a General Meeting shall be not less than fifteen (15) Members competent to vote in terms of Rule 32. If no quorum be present within half-an-hour after the time fixed for the meeting, the meeting shall be postponed to the same hour, day and place in the following week.

At such adjourned meeting, the Members present whatever their number shall be deemed to be a quorum for the transaction of the business of the meeting.

VOTING AT A GENERAL MEETING

32) All Members present shall have the right to vote except:

Honorary Members

Visiting Members

Temporary Members

Junior Members

And any other person under the age of eighteen (18) years who is not an Ordinary or Lady Member.

Electronic voting via a secure web-based platform will be used. Within one week of the close of a General Meeting, the Honorary Secretary shall send a list of all items to be voted on, plus any additional information which the Committee deems pertinent, to the email address of each member entitled to vote.

Voting will then immediately open, be allowed for seven full days, and close at midnight on the last day.

VOTING BY PROXY

33) A member entitled to vote shall be entitled to appoint one or more other members entitled to vote, as his proxy to attend and to speak and, on a poll, to vote in his place or to abstain from voting at such general meeting.

If the proxy form, duly signed, is lodged without specific directions as to which way the proxy is to vote, the proxy will be deemed to have been authorised to vote as he thinks fit.

MAJORITY

- 34) Except where otherwise in these rules specially provided, a decision or resolution of a General Meeting of the Club or of the Committee shall be by majority of those present, entitled to and voting thereat.

AMENDMENT OF RULES

- 35) No motion involving an amendment of, or addition to, these Rules, or any of them shall be put from the chair at any meeting of the Club, unless notice thereof shall have been emailed to the last known email address of each Member not less than seven (7) days before such meeting. No such motion shall be declared carried, unless a majority of not less than 2/3rds (two-thirds) of those present and voting shall be in favour of it.

CHAIRMAN'S RULING

- 36) If any question of dispute should arise at any General Meeting of the Club, or any Meeting of the General Committee as to the interpretation or meaning of these Rules, or any of them, the Chairman of such meeting shall rule thereupon, provided, however, that any Members then present and objecting to, or aggrieved by such ruling, may demand to have such ruling submitted to such meeting, which shall finally decide such question or dispute by resolution.

INTERPRETATION OF RULES

- 37) In the interpretation of these Rules the ordinary rules of legal interpretation shall apply. In particular, reference to the "male" shall include the "female", and reference to "year", shall mean the financial year of the Club, which runs from 1 January to 31 December, unless the context otherwise indicates.