

SENIOR GOLFERS' SOCIETY OF THE WESTERN PROVINCE



CONSTITUTION

FOUNDED 26 NOVEMBER 1935

Amended 18 March 2021

Amended 17 March 2022 and

Governing Body AGM 20 May 2021

1. NAME

The name of the Society shall be "THE SENIOR GOLFERS' SOCIETY OF THE WESTERN PROVINCE" herein after referred to as The Society

2. PREAMBLE

2.1 The Society is a member of the Union and its area of jurisdiction is the Western Cape.

2.2 The Society agrees to abide by and adhere to the rulings and decisions which the Governing Body of the Union may from time to time issue.

3. DEFINITIONS

3.1. The following words and phrases shall in this Constitution bear the following meanings:

Society - means the Senior Golfers' Society of the Western Province.

Union - means the Senior Golfers' Union of South Africa

Republic - means the Republic of South Africa

Member - means an amateur male golfer who has been admitted to membership of the Society in terms of Clause 13.

Committee - means the Committee of the Society as constituted under Clause 9.

Secretary - means the Secretary, or acting Secretary of the Society for the time being.

Financial Year - shall mean the period commencing on the 1st January in one year and terminating on the 31st December in the same year.

Waiting List - means a Schedule of Nominee Candidates as constituted under Clause 13.

3.2 In case of doubt as to the meaning of any clause of this Constitution the interpretation of the Committee shall be binding upon members.

4. HEADQUARTERS

The headquarters of the Society shall be in Cape Town

5. PRINCIPAL OBJECT OF THE SOCIETY

The principal object of the Society shall be to provide golfing, social and recreational; amenities and facilities for its members.

6. SUBSIDIARY OBJECTS OF THE SOCIETY

In furtherance of the principal object, the subsidiary objects of the Society shall be:

6.1 to promote, encourage and foster the game of golf in general and particularly among its members;

6.2 to organise golf meetings, competitions, championships and other events for the benefit of its members;

6.3 to co-operate with the Union and the other member Societies of the Union and in particular to arrange golf matches, tournaments and other events with the latter;

6.4 to raise funds it may deem fit to administer such funds as hereinafter provided, to make such payments from the funds as may be necessary to carry out the objects of the Society including payments to members either as individuals or as members of teams representing the Society for any purpose, and to make donations as approved by the Committee from time to time;

6.5 to acquire both moveable and immovable property and to sell, dispose of or otherwise deal therewith;

6.6 to invest any funds not immediately required by the Society in such manner as may from time to time be decided;

6.7 Generally to safeguard and further the interests of the Society and its members and to take such steps as may be necessary for this purpose.

7. RULES OF GOLF

The Society accepts and is bound by the Rules of Golf and such amendments or additions thereto as may be adopted by the Royal and Ancient Golf Club of St. Andrews and the decisions which it may from time to time issue on the interpretations of the Rules of Golf.

8. MANAGEMENT OF SOCIETY

8.1 The affair of the Society shall be governed and managed by a Committee acting under the authority conveyed to it by this Constitution. The Committee shall consist of 2 office bearers, viz, The President, Vice President and in addition, an Honorary Secretary and Treasurer, and not more than four other members. A member, being an Officer or Representative on the Union Executive, shall be *ex officio*, a member of the Committee.

8.2 No President or Past President who has held office for a total period of one year shall be eligible for re-election as President. •,

9. ELECTION OF COMMITTEE

9.1 Nominations for the committee including officers of the Society, may be submitted in writing prior to the Annual General Meeting, and must be in the hands of the Honorary Secretary not less than 21 days, before the date of the Annual General Meeting.

9.2 In the event of more than six candidates being nominated for election to the Committee, the election shall be by ballot of the members present and eligible to vote.

9.3 Retiring members of the Committee shall be eligible for re-election without nomination, but nominations of new members of the Committee shall be proposed and seconded by two members and shall be submitted in writing to the Honorary Secretary in accordance with Clause 9.1 and notified to members in such manner as may be prescribed by the Committee.

9.4 Committee Members shall not be eligible for re-election as s u c h , if they have served for a period of service of six consecutive years. A period of service shall be deemed to be consecutive, unless it is broken by a period of a least one year. Any Member who has been appointed in terms of Clause 11.10 shall at the date of the next Annual General Meeting be deemed to have served for a period of a year.

10. MEETINGS OF COMMITTEE

10.1 The Secretary shall, on the direction of the President, or on a written request from 2 committee members, convene a committee meeting. Failing such a direction or request the Committee shall meet at least once in every quarter. The venue and time for committee meetings shall be determined by the President.

10.2 The President or in his absence the Vice-President, (or in their absence, a member of the Committee appointed by members present at the meeting) shall act as Chairman of Committee meetings and he shall have a casting as well as a deliberative vote.

10.3 The quorum for committee meetings shall be 4 members.

10.4 The President shall be an ex officio member of all Sub-Committees and, in his absence, the Vice-President shall act as his alternate.

10.5 The Secretary shall take minutes of committee meetings and shall circulate these to members of the Committee for approval at the next Committee Meeting.

11. POWERS OF THE COMMITTEE

The Committee shall have power to do all things necessary to carry out and promote the objects of the Society. Without limiting the powers of the Committee and in addition to such powers as are elsewhere stated in this Constitution, its power shall include the following:

11.1 to adopt, amend and rescind by-laws for the regulation and administration of the affairs of the Society;

11.2 to appoint, remove and suspend the Secretary and employees of the Society upon such terms and conditions as may be considered desirable;

11.3 to appoint sub-committees from among its number, or otherwise, for such purpose and upon such terms as may be considered desirable and to delegate such powers thereto as may be necessary;

11.4 to receive and authorize the investment and expenditure of moneys in accordance with this Constitution;

11.5 to open Banking accounts in the name of the Society and to resolve the manner of operation of such accounts;

11.6 to depute and authorise officers of the Society to act on its behalf in the acquisition and alienation of property or in the investment of its funds and in the conduct of any legal or other proceedings brought by or against the Society or its officers;

11.7 to acquire immovable property and to sell dispose of or otherwise deal therewith in terms of Clause 6.5, the Committee must obtain the approval of 75 percent of the Members who have the right to vote and are present at the General Meeting at which such acquisition, sale disposal or other dealings are considered;

11.8 to organize, promote and stage golf tournaments, championships and competitions and inter-Society matches for the benefit of members and to prescribe rules for the right of entry therein and the conduct thereof;

11.9 to appoint any person to represent the Society on any golf or other sporting body which the Committee considers necessary or desirable.

11.10 The Committee may fill any vacancy on the Committee arising between Annual General Meetings, by co-opting a person to fill such a vacancy. Such person shall hold office until the next Annual General Meeting. The Committee may co-opt Members to serve on Sub-Committees.

12. MEMBERSHIP

12.1 The membership of the Society shall consist of the following classes:

Life Member - shall mean a member of who has been elected to Life Membership at a General Meeting in recognition of the special services rendered to the Society over a period of time, and who is entitled to all the privileges of an Active Member without payment of an annual subscription, but subject to the provisions of the Constitution.

Nominations to Life Membership shall only be made by the Committee and shall be included in the Agenda of a General Meeting

Honorary Member - shall mean a person who is not eligible to be proposed to membership of the Society on the ground of age, but who because of a valuable contribution made to the Society, has been granted Honorary status, has been granted playing privilege with the Society and shall be allowed to wear the Seniors tie. There shall be no more than two Honorary Members included in the category at any given time and they shall not form part of the Societies quota nor their names be included in the Active List.

Veteran Active Member - shall mean a member with 20 or more year's membership of one or more Societies. The Committee may, in its discretion, exempt such member from payment of an annual subscription.

Active Member - shall mean an amateur male golfer who at the time of applying for membership shall have attained the age of 55 years and be a playing member with an Official Handicap, in good standing of a golf club which is affiliated to a Provincial Union or Association of the South Africa Golf Association.

A condition of this continued membership as an active member of the Society shall be that he retain his aforesaid membership of a golf club.

Non-Playing - shall mean an active member who, at the discretion of the Committee, has been transferred to the class of non-playing member. A non-playing member shall be required to retain membership of a golf club. A non-playing member may at the discretion of the Committee be re-admitted to the class of active member.

Supernumerary Transferee - shall mean an active member of one of the constituent Societies of the Union who has ceased to be ordinary resident within the area embraced by his Society, has become ordinarily resident in the Western Province and has been accepted by the Committee as a Supernumerary Transferee Member. Upon request from his Society the Committee may accept such a member who shall:

- (a) be eligible for admission to membership of the Society in terms of its Rules;
- (b) pay such dues as the Committee shall determine;
- (c) be afforded playing status the Committee may determine, including eligibility for local events and competitions and the National Tournament;
- (d) be a playing member with an Official Handicap, in good standing of a Golf Club affiliated to a Provincial Golf Union or Association of the South African Golf Union.

Supernumerary Associate Member - shall mean a member of a Senior Golfing Society whose area of jurisdiction is in a country other than the Republic of South Africa and which has an affiliation with the Seniors Golfers Society in Great Britain, the United States of America and in other countries, who shall have ceased to reside in the area of jurisdiction of that Society and has become resident in the area of jurisdiction of the Senior Golfers Society of the Western Province and has been accepted by the Committee as a Supernumerary Associate Member.

Such member shall be subject to all conditions applying to Supernumerary Transferee members and must be a playing Member with an Official Handicap, in good standing of a Golf Club affiliated to a Provincial Union or Association of the South African Golf Union.

Nominee Candidate - shall mean a person who has received an invitation to join the Society and completed an application form, which has been considered and accepted by the Committee. This person shall be placed on the Waiting List. A Nominee Candidate shall not be considered or accepted as a Full Member, until such time as a vacancy has occurred in the Society.

12.2 The total membership of the Society may be increased or decreased at the discretion of the Committee but the number of active member shall not at any time exceed the quota laid down by the Governing Body of the Union.

13. ELECTION OF MEMBERSHIP

13.1 A candidate for election to active membership of the Society, who is qualified in terms of clause 12, shall be proposed by one member and seconded by another member of the Society, both of whom shall have been active members for not less than 2 years and neither of whom shall be a member of the Committee. A member may propose or second no more than two candidates in a 12 month period.

13.2 Where it is desired to make application for the admission to the Society of a new Member the proposer shall address a letter to obtain a "Proposal for Membership Form" from the Secretary, to be endorsed by the proposer and seconder. The Proposal Form must in particular contain details of the prospective member's previous contribution to golf and understanding of the tradition and ethics of golf. In addition any previous contribution which has been to the benefit of the community or more specifically sporting bodies should be detailed. Following receipt of the completed Proposal Form, the name of the prospective member together with that of the Proposer and

Seconders shall be tabled for approval at the next committee meeting. Upon approval by the committee appropriate details from the proposal form will be circulated to members, thereby providing them with the opportunity to comment, if necessary, on the suitability of the candidate applying to become a Member of the Society.

13.3 Completed forms of application together with comments received from members shall be delivered to the Secretary who shall submit them to the committee at the subsequent meeting. The Committee shall consider applications for membership in the order in which they are received provided that priority in election to membership may be given to a candidate who, in the opinion of the Committee has rendered outstanding services to the game of golf or who warrants priority due to other circumstance recognized by the Committee. The proposers of suitable candidates will be invited to introduce their candidates to the committee at the following committee meeting. The candidates will be required to signify their acceptance of the Society rules by signing the appropriate proposal forms.

13.4 The election to membership of a candidate shall be within the discretion of the committee which may refuse any application for membership without assigning any reason therefor. In the event of such refusal at least one year must elapse before further application for membership by such candidate shall be considered by the committee.

13.5 If a candidate is accepted for Nominee Candidate Membership by the Committee, he shall be advised accordingly by the Secretary and placed on a Waiting List. On final acceptance as an Active Member and subject to payment of the prescribed entrance fee, subscription and levy, if any, shall the Nominee Candidate be enrolled as a member.

13.6 Notwithstanding the provisions contained in Clause 13.1, the Committee shall have the authority to admit to membership, without necessity of a proposer and seconder, any person whom they in their discretion deem suitable to accept as a Member of the Society. This authority shall only be applied in limited and special circumstances.

The Committee shall have the power to establish a "Waiting List".

14. **ENTRANCE FEE AND SUBSCRIPTIONS**

14.1 A new member on election shall pay an entrance fee, the rate of such fee being determined by the Committee from time to time. No entrance fee shall be payable by a Senior Golfer from another South African Society on becoming a member of this Society.

14.2 The Committee shall have power from time to time to determine, at its discretion, the amount of the annual subscription which members shall pay to the Society. New members shall pay such subscription within one month of their election, together with an entrance fee which shall be in force from time to time. A new member joining the Society after 1st July shall pay a subscription of one half of that applicable in the year of his election.

14.3 All subscriptions shall become due on the first day of January each year. If any member fails to pay his subscription within three calendar months after such date, final notice thereof shall be sent to him by registered post, by the Secretary, to the member's registered address, and if the subscription be not paid within one calendar month of the date of posting such notice, the defaulter shall cease to be a member of the Society. The Committee may, however, reinstate such defaulter on payment of all subscription in arrears, or on such conditions as the Committee may deem fit. No member shall be entitled to any of the privileges of the Society if his subscription is over three calendar months in arrears.

14.4 The liability of members is limited to the amount of their outstanding subscriptions, and any other monies owing by them to the Society.

14.5 It is provided however that the Committee may not increase any entrance fee and/or subscription for an ensuing year by more than 10% without the sanction of members in a General Meeting.

15. **TRANSFER OR TERMINATION OF MEMBERSHIP**

15.1 The Committee may determine what action, if any, it shall take if in its opinion a member is in breach of

his obligations under the Constitution or if an active members fails, without an acceptable reason, to maintain a sufficiently active interest in the activities of the Society or ceases to be an active member in terms of sub-clause 15.2. The Committee may in its discretion transfer such member to the category of 'Non-Playing' member or may terminate his membership.

15.2 The Committee may review the position of an Active Member who fails to play at least 8 monthly competitions, in any one calendar year which may include the Western Province Championships or who otherwise consistently fails to maintain an active interest in the Society, without a reasonable excuse.

15.3 The Committee shall have the right without assigning any reason therefor to terminate the membership of a member whose conduct, in the opinion of the Committee, is unbecoming to a member of the Society or is considered to have been prejudicial to the interests of the Society.

15.4 Before the Committee takes action against a member in terms of sub-clause 15.3 it shall give the member concerned the opportunity to be heard and no action shall be taken by the committee in terms of sub-clause 15.3 save by a two-thirds majority vote at a committee meeting at which not fewer than 4 committee members are present.

15.5 A member whose membership has been terminated by the Committee in terms of sub-clauses 15.1 to 15.3 shall have no right of action or claim against the Society. A member whose membership has been terminated for any reason shall be not entitled to a refund or any subscription or levy paid by him in advance.

16 PRIVILEGE OF MEMBERS

16.1 Membership of the Society shall be subject to a Member's adherence to this Constitution and entitle Members to enjoy the privileges and advantages of the Society including the right to participate in the functions, golf meetings, tournaments and events organised by the Society and the privilege to compete in the golf tournaments and events of the Union and other Competitions under the conditions governing the same.

16.2 Non playing Members shall not be entitled to vote at Annual and Special General Meetings.

17 BOOKS OF ACCOUNT

Books of account of the affairs of the Society shall be kept by the Secretary, and such books, together with all other papers and documents connected with or relating to the business or the affairs of the Society, shall at all times be accessible to Committee members.

18 BANKING ACCOUNT

All moneys paid to the Society shall, as soon as possible after receipt, be deposited in the name of the Society with a Bank, Building Society or other financial institutions as the committee may decide and shall be withdrawn therefrom from time to time as may be required. All cheques or withdrawal forms shall be signed by any two Committee members or by any office bearer and the Secretary.

19 FINANCIAL STATEMENTS

The Honorary Treasurer of the Society shall keep a true and proper account of all the income and expenditure of the Society. He shall present Annual Financial Statements as at the end of each financial year.

A suitably qualified Accountant, who is a member of a recognized profession, shall be appointed (and, if necessary, removed and replaced) to undertake an independent annual review of these Financial Statements.

The Honorary Treasurer of the Society will present the independently reviewed Annual Financial Statements to the Annual General Meeting of the Society for approval.

Copies of such Annual Financial Statements shall be made available to all Members of the Society.

20. ANNUAL GENERAL MEETING OF THE SOCIETY

- 20.1 An Annual General Meeting of members of the Society, of which not less than 14 days' notice shall have been given, shall be held at such time and place as the Committee may determine; but must be held before the end of March each year.
- 20.2 The Secretary shall give at least 8 weeks preliminary notice of the date and venue of the Annual General Meeting to Members of the Society.

21. PROCEDURE AT ANNUAL GENERAL MEETINGS OF THE SOCIETY

- 21.1 The President or in his absence the Vice-President, shall preside as Chairman at Annual General Meetings. In the absence of the aforementioned the member present at such meeting shall appoint one of their number to act as Chairman.
- 21.2 A quorum at the Annual General Meeting shall be 15 members.

If a quorum is not present within half an hour of the time for the which the meeting has been called, the Chairman shall declare the meeting stand adjourned to the same day in the following week at the same time and place and those persons present at such postponed meeting shall constitute a quorum, irrespective of the number present, and may transact the business of the Annual General Meeting.

- 21.3 No business or resolution of which notice has not been given at least 21 days before the date of the meeting shall be discussed at the Annual General Meeting provided that it shall be competent for the Chairman, in his discretion, to allow any amendment of the wording of any resolution to move such amendment.
- 21.4 The Secretary shall take minutes of the proceedings of the Annual General Meeting and these shall be approved at the next meeting of the Committee.
- 21.5 Save as is otherwise provided by this Constitution, all resolutions put to an Annual General Meeting and business transacted thereat shall be passed and shall be held as valid and effectual if carried by a majority of members present and entitled to vote at the meeting.
- 21.6 Members present shall have one vote and the Chairman shall have in addition a casting vote. Voting, except for the election of committee members where voting shall be by ballot, shall be by show of hands unless a poll is demanded by 10 of the members present at the meeting. A poll shall be taken immediately by secret ballot.

22. BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF THE SOCIETY

The business to be transacted at the Annual general Meeting shall be:

- 22.1 to confirm the minutes of the preceding Annual General Meeting and any Special general Meeting that may have been held since the preceding Annual General Meeting;
- 22.2 to receive and consider the report of the Committee on the affairs of the Society for the preceding year;
- 22.3 to receive and consider the audited Financial Statements for the past financial year;
- 22.4 to elect members to serve on the Committee in terms of Clause 9;
- 22.5 to appoint an Auditor for the ensuing year;
- 22.6 to elect life members, on the recommendation of the Committee of which notification has been given in the notice convening the meeting.
- 22.7 to consider any resolution of which notice has been given including any resolution proposed by 5 members in writing and lodged with the Secretary at least 21 days before the date of the meeting.
- 22.8 to consider any matter brought forward by the Committee.

22.9 to consider any further business which may be transacted at an Annual General Meeting.

23. SPECIAL GENERAL MEETING OF THE SOCIETY

23.1 The Committee may at any time convene a Special General Meeting of the Society and it shall do so upon receiving a requisition to that effect signed by 10 members stating the purpose for such meeting.

23.2 Upon receipt of a direction from the Committee the Secretary shall give 14 days' notice to members of the date, time and place of the proposed meeting and the business to be transacted thereat.

23.3 No business shall be discussed at a Special General Meeting save the business for which the meeting shall have been called.

23.4 At all Special general Meetings the provisions of Clause 21 shall, mutatis mutandis, apply.

24. AMENDMENT OF CONSTITUTION

The constitution shall not be repealed or amended except by a resolution passed at an Annual General Meeting or Special General Meeting of the society called for that purpose, which resolution shall be passed by not less than two-thirds of the members present at such meeting and entitled to vote.

25. REPEAL

The existing Constitution dated 1 January 1984 and any amendments thereto are repealed with effect from the date of adoption hereof.

26. DISSOLUTION OF SOCIETY

26.1 The Society may not be dissolved, wound up nor placed in liquidation except by a resolution passed at a Special General Meeting of the Society called for that specific purpose which resolution shall be passed by not less than two-thirds of the members present at such meeting and entitled to vote.

26.2 On dissolution of the society (which is a public benefit organization), the remaining assets must be transferred to -

- i. A public benefit organisation, which has been approved in terms of section 30 of the Act.
- ii. Any institution, board or body which is exempt from the payment of income tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or
- iii. Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the Act.

27. REQUIREMENTS TO COMPLY WITH SECTION 30 OF THE INCOME TAX ACT

27.1 The activities of the society are carried on in a non-profit manner and with an altruistic or philanthropic intent.

27.2 No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the society otherwise than by way of reasonable remuneration.

27.3 At least three persons who accept fiduciary responsibility for the society, will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision making powers relating to the society.

27.4 No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).

27.5 The funds of the society will be used solely for the objects for which it was established.

- 27.6 No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 27.7 A copy of all amendments to the constitution, trust deed, memorandum and articles of association, or other written instrument under which the society was established, will be submitted to the Commissioner for the South African Revenue Service.
- 27.8 No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
- 27.9 The society will not be 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 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 this Act or any other Act administered by the Commissioner.
- 27.10 No resources will be used, directly or indirectly, to support advance or oppose any political party.

28. NOTICES

- 28.1 All notices to be given in terms hereof shall be in writing and signed by the Secretary.
- 28.2 Notices posted or electronically transmitted by Internet transmission, e-mail, SMS message or facsimile to the last known addresses of members shall be deemed to constitute effective notice, save for notice of a hearing called in terms of clause 15.4 which notice shall only be given by registered mail addressed to the last known address of the member.
- 28.3 The accidental omission to give notice to a person entitled to receive the same or the non-receipt of such notice shall not invalidate any meetings or proceedings to which such notice relates or any decision taken thereat.