

CONSTITUTION OF THE SOUTH AFRICAN GOLF ASSOCIATION

1 **THE NAME**

The name of the Association is the South African Golf Association.

2 **THE HEADQUARTERS**

The Headquarters of the Association will be at Johannesburg or at such other place as the Association may from time to time determine.

3 **DEFINITIONS AND INTERPRETATIONS**

3.1 In this constitution, unless the context shall otherwise require: - the

Area of jurisdiction: shall mean the Republic of South Africa (and golf clubs situated outside the Republic of South Africa which are affiliated to a member);

Association: shall mean the South African Golf Association;

Executive Director: shall mean the Executive Director or acting Executive Director for the time being of the Association;

Executive: shall mean the Executive Committee of the Association as hereinafter referred to, and members of the Executive Committee shall be referred to as the "Executive Members";

Golf Club: shall mean and include a golf club, and a sports club or country club having a golf section, which owns a golf course or has a permanent right to the use of a golf course, a golf club, golfing society, sports club or country club;

Members: shall mean the members of the Association as specified in clause 9 and such further members as may hereafter be admitted to membership in terms of clause 10; and

Players: shall mean all amateur golfers of golf clubs and members affiliated to the Association.

- 3.2 In case of doubt as to the meaning of any clause hereof the interpretation of the Executive shall be binding upon members until such time as the Association may otherwise determine at a General Meeting. Any decision made by the Association at a General Meeting under the provisions of this paragraph shall not effect the validity of any act done or omitted in terms of a prior valid ruling given by the Executive.

4 **STATUS AND PURPOSE OF THE ASSOCIATION**

The Association is the controlling body of all golf in its Area of Jurisdiction and its purpose is to co-ordinate the activities of its members and to ensure the maintenance of the traditions of amateur golf in the area of Jurisdiction.

- 4.1 No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation otherwise than by way of reasonable remuneration.
- 4.2 At least 85% of such public benefit activity, measured either in cost or time spent, are carried out for the benefit of persons in the Republic.
- 4.3 At least three persons who accept the fiduciary responsibility for the public benefit organisation, 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.
- 4.4 No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).
- 4.5 The funds of the public benefit organisation will be used solely for the objects for which it was established, or shall be invested-
- 4.5.1 With a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990);
- 4.5.2 In any listed financial instrument of a company contemplated in paragraph (a)

of the definition of “listed company”; or

- 4.5.3 In such other prudent investments in financial instruments and assets as the commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations.
- 4.6 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.
- 4.7 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.

5 **OBJECTS OF THE ASSOCIATION**

The objects of the Association are:

- 5.1 To promote, advance, encourage and foster the game of golf in the interests of the game and its members and their players.
- 5.2 To bring about and maintain close co-operation between its members.
- 5.3 To guide and assist members in their administration and general conduct of the game of golf.
- 5.4 To promote and encourage the holding of competitions, championships and tournaments on the golf courses of its members and to assist in the conduct and control thereof.
- 5.5 To formulate, control and regulate the conditions governing the playing of tournaments, championships, and other events as it may from time to time organise or promote.
- 5.6 To arrange for participation by players either as individuals or members of teams, in international tournaments, matches and events.

- 5.7 To formulate rules and regulations for the rating of golf courses and from time to time to amend or vary such rules and regulations.
- 5.8 To formulate, control, regulate and amend the system of handicapping which shall be applicable to players.
- 5.9 To assist members in the settlement of disputes and differences or in the interpretation of the Rules of Golf.
- 5.10 To aid, assist and generally promote the interest of its members.
- 5.11 To raise funds as it may deem fit and to administer such funds as herein provided, to make such payments from the funds as may be necessary to carry out the objects of the Association, including grants and loans to its members and payments to players either as individuals or as members of teams and/or officials representing the Association, at authorised tournaments, functions and events and to make donations or grants to approved causes or persons. The objects of the public benefit organization must be carried on in a non-profit manner and with an altruistic or philanthropic intent.
- 5.12 To publish brochures, journals or publications and conclude arrangements with other persons in order to publicise the activities of the Association and its members and to disseminate matters of interest to members and players.
- 5.13 To acquire by purchase, lease or otherwise, both movable and immovable property and to sell, dispose of or otherwise deal with any of the property or the assets of the Association.
- 5.14 To invest any funds not immediately required by the Association in such a manner as may from time to time be decided.
- 5.15 To institute, conduct and defend any legal proceedings by or against the Association or its officers.
- 5.16 To formulate and prescribe rules of conduct and etiquette to be observed by players and to take such steps as may be necessary to ensure that these are observed.
- 5.17 To establish and co-operate with other bodies and administer a fund for the

development of golf among the disadvantaged sections of the community.

- 5.18 To generally further and safeguard the interest of the Association.
- 5.19 To ensure that members undertake to subscribe to the mission and objectives of the Association as set out in this Constitution.
- 5.20 To establish and maintain a Central Handicap Server for all amateur golfers. Any golfer who is not on the Central Server shall not have an official handicap recognised by the Association.
- 5.21 To award National Colours and awards to individuals in recognition of Golf in South Africa in conjunction with Sascoc Regulations.
- 5.22 To promote junior golf throughout South Africa.
- 5.23 To encourage the playing of golf by the youth of South Africa, through tuition and competition, or by any other means as decided upon by the Executive.
- 5.24 To encourage the formation of junior sections in unions and golf clubs.
- 5.25 To develop and encourage correct etiquette amongst junior golfers.
- 5.26 To ensure good corporate governance of its members, who will be obliged to submit audited statements to the Association annually. Failure on the part of any member to do so may result in the suspension of rights and privileges as set out in clause 11 below.
- 5.27 To entitle the Association to conduct its own audit of any member should reasonable grounds to suspect mismanagement exists.

6 **RULES OF GOLF AND AMATEUR STATUS**

The Association accepts and is bound by the Rules of Golf and the Rules of Amateur Status together with such amendments or additions thereto as may from time to time be adopted by the Royal and Ancient Golf Club of St Andrews, and the decisions which it may from time to time take on the interpretation of the Rules of Golf.

7 **INCOME, PROPERTIES AND MONIES**

The income, property and monies of the Association from whatever source derived shall be applied and invested solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member. Nothing herein contained shall however, prevent the making of grants by the Association to a member for the purpose of carrying out its objects or furthering its interests or the payment of out of pocket expenses to any member of the Executive or to the payment of remuneration to any person for any service actually rendered to the Association.

8 **LIABILITY OF MEMBERS**

The Association shall be a body corporate having an existence independent of its members with perpetual succession capable of suing or being sued in its own name. All its assets shall be registered or held in the name of, or on behalf of the Association. Members who shall not be liable to meet the debts, engagements and liabilities of the Association and the liability of members shall be limited solely to the amounts due by them in respect of affiliation fees or other monies payable by them in terms of this Constitution.

9 **THE MEMBERS OF THE ASSOCIATION**

- 9.1 The members of the Association are:
- 9.1.1 The Border Golf Union
 - 9.1.2 The Eastern Province Golf Union
 - 9.1.3 The Southern Cape Golf Union
 - 9.1.4 The Kwa-Zulu Natal Golf Union
 - 9.1.5 The Free State and Northern Cape Golf Union
 - 9.1.6 The Western Province Golf Union
 - 9.1.7 The Boland Golf Union
 - 9.1.8 Central Gauteng Golf Union

- 9.1.9 Gauteng North Golf Union
- 9.1.10 Mpumalanga Golf Union
- 9.1.11 North West Province Golf Union
- 9.1.12 Limpopo Golf Union
- 9.1.13 Ekurhuleni Golf Union, Eastern Gauteng,
- 9.1.14 Karoo Golf Union
- 9.2 Incorporation of Junior and Senior Golf:
 - 9.2.1 Participation in Junior Golf shall be restricted to those of younger than nineteen years of age as at 1st of January of the year of participation;
 - 9.2.2 Participation in Senior Golf shall commence once a golfer reaches the age of fifty.
 - 9.2.3 The incorporation of the South African Junior Golf Foundation and the South African Senior Amateur Golf Association is duly recorded. The two organisations will commence business on 1st January 2011.
 - 9.2.4 A national representative for Junior Golf, having been nominated by the provincial delegates at the annual junior- inter provincial tournament shall serve on the Association's Junior Golf subcommittee or any other such subcommittee determined by the President.
 - 9.2.5 A national representative for Senior Golf, having been nominated at the annual senior amateur interprovincial tournament shall serve on the Championships and Tournaments subcommittee or any other subcommittee as determined by the President.

10 **COMPOSITION AND BOUNDARIES OF MEMBERS AND ESTABLISHMENT AND ADMISSION OF NEW MEMBERS**

- 10.1 The Association in General Meeting may on a recommendation of the Executive or at the request from one or more members or a group or Association of golf clubs

within the area of its jurisdiction and if it considers that it is in the interests of the members of the golf clubs or the players thereof to do so: -

- 10.1.1 admit further members upon such terms and conditions as it may think fit; or
 - 10.1.2 alter the basis of representation of members on the Executive or at General Meetings; or
 - 10.1.3 alter or amend the composition or boundaries of members by adding hereto or withdrawing there from one or more golf clubs.
- 10.2 According to sub-clause 10.1.3, the boundaries of members shall be as defined by the Municipal Demarcation Board and shall be known as geographical boundaries. Any new course built shall be affiliated with the union on the basis of the geographical boundaries as defined above.
- 10.3 Before making a recommendation as envisaged in sub-clause 10.1 the Executive shall consult with the members or group or association of golf clubs affected thereby.
- 10.4 Notwithstanding the provisions of sub-clause 10.1 the Executive is empowered upon the request of any member to transfer to that member from any other member who so consents, the affiliation of any golf club provided that the Executive considers such transfer to be in the best interest of the said members and that of the golf club concerned.

11 **RIGHTS AND PRIVILEGES OF MEMBERS**

- 11.1 All members shall be bound by this Constitution.
- 11.2 Membership of the Association shall, subject to the provisions of this Constitution, entitle members to enjoy the privileges and advantages of the Association including the rights of players to participate in golf tournaments and events held under the aegis of the Association and its members and under the conditions governing the game.

12 **AFFILIATION FEES AND LEVIES PAYABLE BY MEMBERS**

- 12.1 Each member shall pay to the Association an annual fee and such further levies as may be prescribed from time to time at an Annual General Meeting of the Association or at a Special General Meeting of the Association called for this purpose, except that the Executive Committee, may without the consent of an Annual General Meeting or Special Meeting, raise annual affiliation fees by no more than 10 % per annum from the previous years figure.
- 12.2 Liability for payment of affiliation fees and levies, if and when prescribed, by members shall accrue as from the 1st day of January and these shall be paid by not later than 31st May in the same year.
- 12.3 The annual affiliation fee and any levies payable by a member shall be based per capita on the number of players belonging to and handicapped by the golf clubs of such member. The affiliation fees of new players collected as per clause 12.1 above shall be paid over to the Association on a monthly basis.
- 12.4 When making payment to the Association in terms of sub-clause 12.2 each member shall send to the Executive Director the following particulars as at the 1st day of January – the number, names and addresses of golf clubs affiliated to it and the number of players handicapped at each such golf club, including the composition of same as either male, male senior or male junior.
- 12.5 No member ceasing its membership of the Association for whatever cause, shall be entitled to a refund of any amount, or portion thereof, paid by it to the Association in terms of the foregoing.
- 12.6 Members shall be responsible to the Association for the payment to it of the prescribed affiliation fees and such further levies due by their golf clubs. If a golf club of a member has not paid the affiliation fees and levies, if any, due to the Association by the final date specified in sub-clause 12.2 and fails thereafter to pay the same within one month after the golf club has been called upon to do so, by its member, the golf club concerned shall cease to be affiliated to the member and the Association, until such time as the due affiliation fees and levies have been paid by the golf club concerned.

- 12.7 Any member failing to comply with clause 12.6 above shall have its rights in terms of clause 11 suspended.

13 **RELINQUISHMENT OR TERMINATION OF MEMBERSHIP**

- 13.1 A member shall cease to be a member of the Association and to enjoy the privileges thereof if it resigns, in writing, from the Association or, if its membership is withdrawn by the Association at a General Meeting.

- 13.2 If in the opinion of the Executive a member has conducted its affairs in an irregular or improper manner, or has wilfully committed a breach of the provisions of this Constitution, or any of the terms and conditions upon which it was admitted to membership or has contravened any of the basic rules of golf in the conduct of its affairs or has disregarded or contravened any ruling issued by the Association in General Meeting or the Executive, the Executive may after giving such member an opportunity to be heard, suspend such member for such period as the Executive may deem fit or may terminate its membership of Association, provided that the member concerned may within one week after receipt of written notification of the decision of the Executive require the Executive to call a Special General Meeting to consider the said decision. The Association may at such Special General Meeting, or any lawful adjournment thereof, confirm, vary or set aside the decision of the Executive. The decision of the Executive shall remain in full force and effect until it be varied or set aside by the Association as aforesaid.

- 13.3 Should the number of players as determined in sub-clause 12.3 of any member fall below the number of 1000 the membership of the affected member shall be reviewed.

14 **REINSTATEMENT OF MEMBERSHIP**

The Executive may, upon receipt of any application in writing from a member whose membership has been terminated in terms of any of the foregoing sub-clauses, reinstate such member upon such terms and conditions as it may decide.

15 **MANAGEMENT**

The affairs and activities of the Association shall be administered by the Executive

Committee acting under the authority conveyed to it by this Constitution or by any mandate give to it by the Association at a General Meeting.

16 **EXECUTIVE COMMITTEE: COMPOSITION OF**

16.1 The Executive shall consist of:

16.1.1 A President, a Senior Vice-President and a Second Vice-President who shall be elected at the Annual General Meeting of the Association as hereinafter provided;

16.1.2 The first Office Bearers and Executive Members will be appointed by the South African Golf Union and the South African Golf Association.

16.1.3 The members of the Executive Committee nominated by members are as follows:-

1	The Border Golf Union	1
2	The Eastern Province Golf Union	1
3	The Kwa-Zulu Natal Golf Union	1
4	The Free State and Northern Cape Golf Union	1
5	The Western Province Golf Union	1
6	The Boland Golf Union	1
7	The Southern Cape Golf Union / Karoo Golf Union	1
8	Central Gauteng Golf Union	1
9	Gauteng North Golf Union	1
10	Mpumalanga Golf Union	1
11	North West Province Golf Union	1
12	Limpopo Golf Union	1
13	Ekurhuleni Golf Union, Eastern Gauteng	1
14	Karoo Golf Union	1

- 16.1.4 Each Delegate shall have voting power related to the membership of the Union at the time of the meeting as follows:
- 16.1.4.1 1 – 10 000 members - 1 vote
 - 16.1.4.2 10 001 – 20 000 members - 2 votes
 - 16.1.4.3 20 001 or more members - 3 votes per Executive Member
- 16.1.5 Voting shall be subject to paragraph 19.8, be by show of hands unless a ballot is demanded by the majority of the persons present at the meeting subject to proxy votes as detailed in clause 35 hereafter.
- 16.2 Each member shall 3 weeks prior to the Annual General Meeting of the Association, notify the Executive Director in writing of the persons nominated by it to serve on the Executive for the ensuing year. Until such time as a member has notified the Executive Director of its nominees, it shall not be entitled to be represented at meetings of the Executive.
- 16.3 Members shall from time to time be entitled to change their nominated members referred to in sub-clause 16.1.2 or to appoint alternates for any particular meeting. Such alternates shall however be entitled to vote at Annual or Special General Meetings and Meetings of the Executive or Sub-Committees. Notice of any change of nomination or of the appointment of an alternate shall be given to the Executive Director in writing prior to any meeting.
- 16.4 The appointments of the elected and nominated Members of the Executive Committee shall take effect from the conclusion of the Inter-Provincial Tournament and shall continue until the conclusion of the next succeeding Inter-Provincial Tournament. Should the said Tournament not be held in any year the appointments shall begin or end as the case may be at the conclusion of the Tournament during which the Annual General Meeting shall be held in that year or failing any such Tournament at the conclusion of the Annual General Meeting.
- 16.5 In order to provide for and pursue the development of golf in the Republic of South Africa and elsewhere and to provide a broader basis of Group Representatives:

- 16.5.1 Five (5) persons nominated in accordance with affirmative action principles shall serve on the Executive Committee who shall each have one (1) vote on the Executive Committee and at the Annual General Meeting.
- 16.5.2 The five (5) persons referred to in sub-clause (a) above shall be nominated as follows by members of the Association: -
- 16.5.2.1 the names of the (5) nominated persons shall be considered by the Executive Committee and on this Committee's recommendation shall be approved of at an Annual General Meeting / Special General Meeting;
- 16.5.2.2 the persons so nominated must have served for at least one year on a Provincial Union structure, and for the duration of that person's tenure as an executive member, that person must also be a serving member of the aforesaid Provincial Union;
- 16.5.2.3 that after such a nominated person has served on the Executive Committee for a minimum period of two (2) years such a nominated person may be nominated to serve the Association as an office bearer.
- 16.5.2.4 the election of such a nominated person as an office bearer shall be in accordance with the procedure as laid down in clause 18.
- 16.5.3 Any person nominated in terms of this clause will serve a maximum term of 4 (four) years. The Executive Committee may, at its discretion and by a majority vote in favour, be authorised to extend this term of office, to a maximum of an additional four (4) years for each individual so nominated. Such renewal must be approved by the Executive Committee on an annual basis at the Annual General Meeting.

17 **HONORARY MEMBERS OF THE EXECUTIVE**

- 17.1 The Association may in General Meeting, in recognition of outstanding services rendered to golf, appoint such persons as Honorary Members of the Executive for such period as the Association may decide.
- 17.2 Honorary members shall be entitled to attend meetings of the Executive and to take

part in the deliberations thereof, but shall not be entitled to vote thereat.

18 **PRESIDENTS AND VICE-PRESIDENTS OF THE ASSOCIATION**

- 18.1 Subject to sub-clause 16.1.1, a President, a Senior Vice-President and a Second Vice-President of the Association shall be elected at the Annual General Meeting of the Association.
- 18.2 Nominations for the office bearers referred to in sub-clause 18.1 shall be made in writing by any member. If duly nominated, the existing office bearers are eligible for re-election, subject to sub-clause 18.5, if duly nominated. The persons so nominated shall in writing signify their acceptance of nomination.
- 18.3 The aforesaid nominations and acceptances shall be in the hands of the Executive Director at least 3 weeks before the date of the Annual General Meeting of the Association. Two weeks prior to which the Executive director shall give Notice to members and Executive members of the nominations and acceptances which have been received.
- 18.4 In the event of there being more than one nomination for any of the foregoing offices, elections shall be elimination of the candidate receiving the least number of votes et sequendi until the successful candidate is obtained by a majority of the votes cast.
- 18.5 No person shall serve as President of the Association for more than two consecutive terms of office.
- 18.6 If for any cause whatever there is at the time of the Annual General Meeting no valid and effective nomination for anyone of the office bearers, or if a vacancy among the office bearers shall occur at any time after their elections, the Executive shall be empowered to appoint one of its number to fill the vacancy until the next Annual General Meeting.
- 18.7 No person whose affiliation fees and levies are in arrears at the date of any meeting shall be entitled to be voted to any Executive Office, as an Office Bearer, or to vote at any Annual or Special General Meeting.

18.8 That the President and Vice-presidents shall have one (1) vote each at any meeting of the Executive Committee.

19 **EXECUTIVE COMMITTEE: MEETING OF**

19.1 The Executive shall meet immediately prior to and, if necessary, during the holding of the SA Amateur Championship and Inter-Provincial Tournament.

19.2 Further meetings of the Executive shall be held on the directions of the President or on a requisition in writing to the Executive Director by not less than three (3) Executive members.

19.3 Meetings of the Executive shall be held at such time and place as the President may decide provided, however, that the meetings held immediately prior to or during the aforesaid national Tournaments shall be held at the venues thereof. In the event of the incapacity or absence of the President at the time, the venues for meetings shall be determined by the Senior Vice-President or, in his absence, by the Second Vice-President.

19.4 At least 2 weeks written notice of meetings shall be given to the Executive Members by the Executive Director, provided that notice of adjourned meetings or of such further meetings as may be necessary during the aforesaid National Tournaments may be given informally.

19.5 Minutes shall be kept by the Executive Director (or duly appointed person) of all Executive meetings and these shall be sent to Executive members and members.

19.6 Nine Executive Members shall constitute a quorum for meetings of the Executive.

19.7 The President or in his absence the Senior Vice-President, or in his absence the Second Vice-President, or in the absence of all of them a person appointed by the Executive members present at the meeting shall preside as Chairman at meetings of the Executive and he shall have a casting vote as well as a deliberative vote. The remaining Executive members shall each have the vote, as set out in paragraph 16.1.2

19.8 Voting at meetings shall be by show of hands unless a ballot is demanded by a

majority of the Executive Members present.

- 19.9 The Executive Members have the power to Review and Rescind –as per clause 20.1.1 of this Constitution.

20 **EXECUTIVE COMMITTEE: POWERS OF**

The Executive shall have power to do all things necessary to carry out and promote the objects of the Association except such matters as are required by this Constitution to be submitted to a General Meeting. Without limiting the powers and duties of the Executive and in addition to such powers as are conferred upon the Executive by this Constitution, the powers and duties of the Executive shall include the following: -

- 20.1 To adopt, amend, review or rescind by-laws for the regulation and administration of the affairs of the Association and its members;
- 20.2 A motion to review and rescind a decision shall require a two-thirds majority; such motion to be submitted to the office in writing 14 days before a meeting at which such motion is to be considered and/or reviewed. A new counter-motion must accompany such a review. Once a motion to review and rescind is successful, a simple majority will be required required to pass such motion.
- 20.3 To appoint, remove or suspend the Executive Director and employees of the Association upon such terms and conditions as may be considered desirable;
- 20.4 To appoint such Committees and sub-committees from among its number, or otherwise, for such purposes and upon such terms as may be considered desirable and to delegate such powers thereto as may be necessary.
- 20.5 To summon, at any time a Special General Meeting of the Association;
- 20.6 To receive and authorise the investment and the expenditure of monies in accordance with this Constitution;
- 20.7 To open Banking accounts in the name of the Association and to resolve the manner of operation of such accounts;
- 20.8 To depute and authorise officers of the Association to act on its behalf in the

acquisition and alienation of property and to mortgage or use the same as security.

- 20.9 To select teams to represent the Association in golf matches or competitions and to prescribe the rules of conduct to be observed by such players and officials;
- 20.10 To determine the manner in which national colours shall be awarded to players and officials;
- 20.11 To organise, promote and stage golf tournaments, championships and competitions, to prescribe rules for the right of entry therein and the conduct thereof and to endeavour in its discretion to arrange sponsors for tournaments staged by the Association;
- 20.12 To appoint annually a Disciplinary Committee.
 - 20.12.1 The Disciplinary Committee shall have the power to deal with matters of a disciplinary nature against players who may have committed a breach of the Rules of Golf in a match or competition whether national or otherwise, whose conduct is considered to be unbecoming of a player or detrimental to the game of golf, or who has in any other way committed a breach of any rule falling within the jurisdiction of the Association.
 - 20.12.2 The Disciplinary Committee may decide whether, in a particular case, it is necessary to convene a Disciplinary Hearing, or may adopt any other fair procedure to deal with disciplinary matters.
 - 20.12.3 Any person called to appear before a Disciplinary Hearing shall be entitled to submit written or oral representations or evidence either in person or to be represented by Legal Counsel in appropriate circumstances. Such player's Union's President shall be entitled to attend any hearing relating to such player, but shall have no vote.
 - 20.12.4 The Chairman of the Committee shall be an Office Bearer, and the Committee shall comprise of 2 other Executive Members whose decision shall be by majority vote, and any decision shall be reported to the next succeeding Executive Committee in meeting for ratification.

- 20.12.5 Any player subjected to a Disciplinary Committee decision shall have the right of appeal to a Committee consisting of an Office Bearer and two Executive Members, other than members of the Disciplinary Committee, whose decision shall likewise be by majority vote and whose decision shall be final. This clause, and the appeal process, must be read in conjunction with clause 37 hereof.
- 20.12.6 Where a member is considering taking disciplinary steps against a player for breach of the Rules of Amateur Status, it must give notice of that intention to SAGA. SAGA may then decide to take disciplinary action against the same player in respect of the same offence without the consent of the member.
- 20.12.7 That the present disciplinary hearing Guide, as employed by the South African Golf Association, be implemented by each of the members. The disciplinary procedure as adopted in 2009 shall be applied to all affiliated golfers at club and Union level.
- 20.12.8 Failure to apply this procedure shall be brought to the attention of the Association, which shall have the right to intervene. Any affiliated golfer subjected to a disciplinary procedure at club level shall have the right to appeal to his or her union first, and then to the Association.
- 20.13 To appoint any person to represent the Association on any golf or other sporting body, which the Executive considers necessary or advantageous.
- 20.14 The Office Bearers together with the Chairmen of the Sub-Committees so formed in terms of clause 20.3 shall form a Management Committee. The President will have the power to co-opt any person to this Committee for such purposes as may be required. The Management Committee will meet at least twice a year at a time between the meetings determined in clause 19.1 or at any time that the President may require and for which due notice would be given. Five members of this management committee will form a quorum. The Management Committee will discuss and consider any proposals brought to the notice of the Executive by the Executive Director. The Management Committee may make recommendations to the Executive Committee or the Emergency Committee, but will not be empowered to take policy decisions on behalf of the Association.

21 EMERGENCY COMMITTEE

The President and Senior and Second Vice-Presidents of the Association shall form a Emergency Committee with power to act in relation to any situation or matter which the President certifies to be of an urgent nature. The President shall be required to give due notice to other members of the Emergency Committee of the matter to be considered and of which he has noted to be of an urgent nature. Two members of the Emergency Committee shall constitute a quorum to act on behalf of the Association, subject to any action taken by such Committee being reported to the next ensuing Executive Meeting of the Association and duly ratified. The powers hereby conferred shall relate to the necessity to act in relation to all urgent contracts, matters of a legal nature, agreements or legal process, but shall not empower the said Committee to take policy decisions on behalf of the Association. The said Committee shall have powers of co-opting any person to the said Committee for such purposes as required, but such person shall have no vote.

22 FINANCIAL YEAR OF THE ASSOCIATION

The financial year of the Association shall run from the 1st day of July to 30th day of June, or for such other period as the Executive may decide.

23 BOOKS OF ACCOUNT

Books of account of the affairs of the Association shall be kept and such books, together with all other papers and documents connected with or relating to the business or the affairs of the Association, shall be kept by the Executive Director and shall be at all times accessible to the Executive Members. The Executive shall from time to time determine under what conditions or regulations the books of account and other documents of the Association shall be open to inspection.

24 BANKING ACCOUNT

All monies paid to the Association shall as soon as possible after receipt, be deposited in the name of the Association with a Bank, or other financial institution as the Executive may decide and shall be withdrawn therefrom, from time to time as may be required. All cheques shall be signed or endorsed by such persons as may be authorised thereto by the Executive.

25 **AUDITORS**

The Accounts of the Association shall be audited annually by a Registered Public Accountant and Auditor, who shall not be an Executive Member and who shall be appointed at the Annual General Meeting of the Association. In case of a vacancy occurring in the office of Auditor during the year, the Executive shall forthwith appoint a Registered Public Accountant and Auditor to fill the vacancy.

26 **REPRESENTATION AT ANNUAL GENERAL MEETINGS**

Subject to sub-clause 28.7 the persons entitled to be present and to take part in the proceedings of Annual General Meetings shall be:

26.1 The Executive Members;

26.2 The Past Presidents of the Association, the South African Golf Association the South African Golf Union, and the South African Golf Federation.

26.3 Delegates shall be nominated by members as follows:

Each member shall have the number of delegates relative to the membership of the Union as returned to the Association as at the 31st December of the prior year.

1 to 10 000 members – 1 delegate

10 001 to 20 000 members – 2 delegates

20 001 or more – 3 delegates

27 **ANNUAL GENERAL MEETING OF THE ASSOCIATION**

27.1 An Annual General Meeting of the Association shall be held each year during the Inter-Provincial Tournament at the venue where this is staged. Should the Tournament not be staged in any year, the Annual General Meeting shall be held at such place and at such time as the Executive may decide, but not later than 15 months after the date on which the previous Annual General Meeting was held.

27.2 The Executive Director shall give at least 8 weeks preliminary notice of the date of the Annual General Meeting to the Executive members, past Presidents and

members.

- 27.3 Notice of any special business which the Executive or any member wishes to be considered at the Annual General Meeting shall be submitted in writing to the Executive Director not less than 6 weeks before the date of the Annual General Meeting.
- 27.4 Formal notice of the Annual General Meeting incorporating the Agenda for the meeting, any special business or resolution to be considered thereat, together with the Annual Report of the executive and the Balance Sheet and Income Statement for the previous year, shall be given to Executive members, past Presidents and members at least 4 weeks before the date of the Annual General Meeting.
- 27.5 Each member shall notify the Executive Director, in writing, prior to the holding of the Annual General Meeting, of the names of its delegates who will attend and represent it at the Annual General Meeting. It's omission to do so will disentitle the delegates of the member concerned from voting at such meeting.

28 **PROCEDURE AT ANNUAL GENERAL MEETINGS**

- 28.1 The President or in his absence the Senior Vice-President or in his absence the Second Vice-President, shall preside as Chairman at Annual General Meetings. In the absence of all the aforementioned, the persons present at such Meeting shall appoint one of its number to act as Chairman.
- 28.2 There shall be deemed to be a quorum at the Annual General Meeting if there are present not less than 20 Executive Members, past Presidents and delegates. If a quorum is not present within half an hour of the time for which the meeting has been called, the Chairman shall declare the meeting stand adjourned to the following day 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.
- 28.3 No business or resolution of which due notice has not been given shall be discussed at the Annual General Meeting provided that it shall be competent for the Chairman, at his discretion, to allow any amendment of wording of any resolution to be moved notwithstanding that due notice has not been given of the intention to move such

amendment.

- 28.4 The Executive Director shall take minutes of the proceedings of the Annual General Meeting and shall circularise these to Executive Members, past Presidents and members as soon as possible after the meeting.
- 28.5 Save as is otherwise provided by this Constitution, all resolutions put to an Annual General Meeting shall be passed and shall be held as valid and effectual if carried by a majority of the Executive members, past Presidents and delegates present and entitled to vote at the Meeting.
- 28.6 The Chairperson shall have a deliberative as well as a casting vote and the Executive members, past Presidents and delegates present shall each have the votes prescribed. Voting shall subject to sub-paragraph 19.8 be by show of hands unless a ballot is demanded by a majority of the persons present at the Meeting, subject to proxy votes as detailed in clause 35 hereafter.
- 28.7 Any member which has not paid its affiliations fees or levies as hereinbefore provided by the date of the Annual General Meeting shall not be entitled to attend or vote at such Annual or Special General Meeting.

29 **THE BUSINESS TO BE CONDUCTED AT THE AGM**

- 29.1 To consider and, if approved, adopt the Report of the Executive on the affairs of the Association for the preceding year.
- 29.2 To consider and, if approved, adopt the audited Balance Sheet and Income Statement for the past financial year.
- 29.3 To elect the President, the Senior Vice-President and Second Vice-President.
- 29.4 To appoint an Auditor for the ensuing year.
- 29.5 To consider any resolution of which due notice has been given as hereinbefore provided.
- 29.6 To appoint Honorary Members of the Executive.

- 29.7 To consider any matter brought forward by the Executive.
- 29.8 To consider any further business of a general or competent nature.

30 **SPECIAL GENERAL MEETINGS**

- 30.1 The Executive may at any time convene a Special General Meeting of the Association and it shall do so if so requested in terms of sub-clause 13.2 or upon receiving a requisition to that effect signed by three members and stating the purpose of such Meeting.
- 30.2 Upon receipt of a directive from the Executive or a request as aforesaid the Executive Director shall, subject to the provisions of the sub-clause 31.2 give 4 weeks written notice to Executive members, past Presidents and members, of the date, time and place of the proposed Meeting and the business to be transacted thereat.
- 30.3 No business shall be discussed at a Special general Meeting save the business for which the Meeting shall have been called.
- 30.4 At all Special General Meetings the provisions of clauses 26,27 and 28 shall, mutatis mutandis, apply, provided, however, that if a quorum is not present the Special General Meeting shall be deemed to be dissolved except in the case of a Special General Meeting convened pursuant to be a request in terms of sub-clause 13.2 when the provisions of sub-clause 28.2 shall, mutatis mutandis, apply.

31 **AMENDMENT OF CONSTITUTION**

- 31.1 The Constitution shall not be repealed or amended except by resolution passed at an Annual General Meeting or at a Special General Meeting called for that purpose, which resolution shall be passed by not less than two-thirds of the Executive members, past Presidents and delegates present. A copy of all amendments to the constitution must be submitted to the Commissioner for the South African Revenue Services.
- 31.2 Where a Special General Meeting is convened for the purpose of sub-clause 31.1 the provisions of clause 27 regarding notices of a meeting shall, mutatis mutandis,

apply.

32 **DISSOLUTION OF ASSOCIATION**

- 32.1 The Association may not be dissolved, wound up or placed in liquidation, except by a resolution passed at a Special General Meeting of the Association called for that specific purpose which resolution shall be passed by not less than two-thirds of the Executive members, past Presidents and delegates present at such meeting.
- 32.2 If at a Special General Meeting of the Association it is resolved that the Association be dissolved or wound up and placed in liquidation, a liquidator shall be appointed at that meeting. If after payment of all debts and liabilities of the Association any property of whatsoever nature remain, the same shall be given to any similar public benefit organization which has been approved in terms of section 30 of the act.

33 **NOTICES**

- 33.1 All notices to be given in terms hereof shall be in writing and signed by the Executive Director.
- 33.2 Notices posted to the last known address of the persons entitled to receive the same shall be deemed to constitute effective notice.
- 33.3 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 meeting or proceedings to which such notice related or any decision taken thereat.

- 34 All property vesting in the Association shall be registered in the name of the Trustees for the time being of the South African Golf Association and all documents necessary for signature and authentication shall be deemed to have been duly signed and authenticated on behalf of the Association, when signed by the signature of either the President / Senior, Vice-President / Second Vice-President, and by the Executive Director.

35 **PROXIES**

Voting by Proxy shall be permissible at all Annual or Special General Meetings in which amendments to this Constitution are voted upon. The Instrument of Proxy shall be in the hands of the Executive Director at least 1 hour before the advertised time of the meeting

and shall be in the following form:

SOUTH AFRICAN GOLF ASSOCIATION

I, _____ of _____

being an Executive Committee Member / Delegate of _____

_____ Golf Union, hereby appoint

_____ of _____ or failing him

_____ of _____ or failing him

_____ of _____ or failing him

_____ of _____

as my proxy to vote for me and on my behalf at the Annual General Meeting / Special General Meeting (as the case may be) of the Association to be held on the day of _____ and at any adjournment thereafter as follows:

In favour of Against

Resolution No. 1

Resolution No. 2

Resolution No. 3

(indicate instruction to proxy by way of a cross in space provided above.)

Unless otherwise instructed, my proxy may vote as he thinks fit.

signed this _____ day of _____

Signature

36 **INTERPRETATION OF THIS CONSTITUTION**

Any disputes arising out of or in connection with the enforceability of this constitution or

the application and interpretation of the provisions thereof or any dispute between The South African Golf Association and another national sports federation, or between members of the Executive Committee or between the Executive Committee and members shall be referred to the Arbitration Foundation of South Africa for resolution through mediation or expedited arbitration in terms of the Rules and Procedures for the Resolution of Disputes in Sport prevailing at the time such dispute is so referred. In the event of arbitration in terms of the foregoing, such resolutions shall be final and binding on the parties to the dispute.