



ulinda athletics

RUNNING | WALKING | CROSS COUNTRY | TRACK AND FIELD

THE CONSTITUTION

OF

ULINDA ATHLETICS CLUB

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PREAMBLE

Ulinda Athletics Club is the City of Ekurhuleni based Not-for-Profit Organisation (Public Benefit Organisation) established to stimulate interest and active participation in competitive, leisure and health promotion in track and field, road running, race walking, cross country and related athletics activities by individuals, families and the athletic community. The club stands for ethical and effective leadership, sound administration, harmonious relationship amongst the constituents and between the club and stakeholders as these are imperative to sustainability and success of the club. The constitution serves as a guide to achieving sustainability and success imperatives.

2. DEFINITIONS OF TERMS

Wherever the following terms and expressions are used in the text of this Constitution, they shall have the meaning, which is hereby ascribed to them in these Articles, unless the context shall clearly otherwise indicate:

- 2.1** "the Act" means the NonProfit Club Act, 1997(Act 71of 1997) (as amended);
- 2.2** "the Club" means **Ulinda Athletic Club**;
- 2.3** "the Executive Committee" means the Executive Committee appointed in terms of Article 20;
- 2.4** "Secretary" means any person duly appointed from time to time to perform the duties of the Secretary of the club;
- 2.5** "Republic" means the Republic of South Africa;
- 2.6** "the Office" means the Registered Office of the club;
- 2.7** "the Executives" means the Executives for the time being of the club or, the Executives as a Committee;
- 2.8** "Duly Certified" in relation to copies, shall mean and denote a copy certified by an appropriate Public Officer or Notary Public; or such other form or certification as the Executives may from time to time in their sole discretion accept;
- 2.9** "Members" means Members from time to time of the club as provided for in Articles 5 and 6;
- 2.10** Words and expressions contained in these Articles shall bear the same meanings with the necessary modifications as are assigned respectively to them by the Act, as amended from time to time;
- 2.11** Expressions with reference to writing, shall be construed as including reference to printing, lithography, photography and other means of representing or reproducing words in visible form;
- 2.12** Words importing the singular shall include the plural; words importing the masculine, feminine or neuter shall include the others of such genders; and words importing persons shall include bodies corporate; and vice versa in each instance.
- 2.13** "ASA" shall mean the Athletic South Africa.
- 2.14** "Athletics" shall mean track and field, road running, race walking and cross country running.

- 2.15 "CGA" shall mean the Central Gauteng Athletics.
- 2.16 "Disciplinary code" shall mean the procedures and remedies that are available to the Executive Committee in ensuring compliance to the Rules and Regulations of Ulinda Athletics Club.
- 2.17 "Licensed athlete" shall mean any athlete licensed by ASA in accordance with its rules and regulations.
- 2.18 "Member in Good standing" shall mean a member who has paid all their dues and meet all the requirements for continued membership.

3. NAME

The name of the organisation shall be Ulinda Athletics Club, hereinafter referred to as the Club.

4. LEGAL STATUS

- 4.1. The club is a body corporate with its own identity and existence distinct from its members and office bearers;
- 4.2. The club has a perpetual existence notwithstanding changes in the composition of its members and office bearers.
- 4.3 The club's income and property are not distributable to its members or office-bearers, except as reasonable compensation for services rendered or reimbursement of personal expenses.
- 4.4 Members or office-bearers have no rights in the property or other assets of the club solely by virtue of their being members or office-bearers
- 4.5 Members or office-bearers do not become liable for any of the obligations and liabilities of the club solely by virtue of their status as members or office bearers of the club.

5. POWERS OF THE CLUB

The Club has powers to:

- 5.1 enter into commercial transactions and contract with individuals and organisations within and outside the Republic of South Africa.
- 5.2 sue in the court of law and to defend any lawsuit against it in the court of law.
- 5.3 host athletics events.

6. OBJECTIVES

The Club shall operate exclusively for provision of welfare and humanitarian services with the following main and ancillary objectives:

6.1. Main objectives

Ulinda Athletics Club main objective is to mobilise and harness physical, financial, technological and human resources to provide vibrant enabling environment for the development and promotion of athletics as the sport of choice and stimulate active participation in both competitive and non-competitive for leisure and health athletics events by members and non-members.

6.2. Ancillary objectives

- 6.2.1 Conduct sustainable income generating and fund raising projects to enable the club to generate funds over and above the donations and grants that will ensure the club's sustainability.
- 6.2.2 Acquire and or lease assets in its name (of the Club) for the sole usage in carrying out club activities.
- 6.2.3. Provide soft skills and interpersonal effectiveness and career management skills training to members.
- 6.2.4. Support and collaborate with and partake in government initiatives and similar clubs' projects and activities that are aligned to the club's objectives.
- 6.2.5 Initiate campaigns to promote active healthy lifestyle through participating in athletics.

7. MEMBERSHIP

Membership to the Club is voluntary and open to people of all ages and genders who are bona fide registered members of the Club. Membership shall be granted upon the receipt of application form for the membership and the payment of joining and annual fee as determined by the executive committee. Unless otherwise determined the rights and obligations of all Members shall rank equally.

8 ADMISSION TO MEMBERSHIP

- 8.1 The initial members of the club shall be the subscribers to the constitution.
- 8.2 Further members are admitted by the Executive Committee of the club in its sole and absolute discretion, subject to any such qualifications and obligations applicable to membership concerned.
- 8.3 The Executive Committee of the club may likewise decline to admit to membership, any intended member, notwithstanding his willingness and ability to fulfil the appropriate qualifications and obligations attaching thereto. The executive committee shall provide the applicant with a valid reason for declining the application.
- 8.3.1 Individuals whose application for membership is declined may lodge an appeal within 14 days after receiving the notice with the membership review committee if they believe that the executive committee erred in the decision to decline the application. The decision of membership review committee shall be final and binding to the applicant and the club.
- 8.4 There must at no time be less than 5 (Five) members of the club and the maximum number of members will be unlimited. In the event of the membership being reduced to less than 5 (FIVE) members, the

remaining members shall be entitled to approve and appoint further members to fill the requisite vacancies or dissolve the club.

9 CATEGORIES OF MEMBERSHIP

Ulinda Athletic Club has the following categories of membership:

9.1 Full Members

Individuals who are bona fide registered members of the club and whose membership has been granted to them in terms of Article 9 and who possess the following powers, privileges and obligations:

- 9.1.1 The right to vote at General Meetings;
- 9.1.2 The right to participate in the proceedings and debates at General Meetings;
- 9.1.3 The right to participate and the right to enjoy the benefits of the general activities and projects of the club.
- 9.1.4 The right to receive a running or race licence and fully participate in all club activities.
- 9.1.4 The obligation to pay all fees due to the club in order to support the club objectives, its activities and projects.
- 9.1.5 The obligation to purchase and own official club athletic gear with correct colours and logo of the club.

9.2 Founding Members

Founding Members are individuals who are the first members of the club who enjoy the same privileges as full Members.

9.3 Honorary members

Honorary membership shall be given to retired athletes and veterans who have interest in the development and promotion of athletics or the administration of athletic club. They shall act as ambassadors for the club. Honorary members shall be exempt from membership fees.

10. TERMINATION OF MEMBERSHIP

Membership of the club shall be terminated and the member shall forfeit all claims to the rights, privileges and obligations of membership and no assets of the club shall be appropriated to any terminated membership:

- 10.1 Upon receipt by the club at the office of notice in writing to this effect from the Member concerned;
- 10.2 Upon the death of the Member;

- 10.3 In the event of non-compliance by a Member with any such obligations as may attach to his membership, upon the expiration of a period of 90 (ninety) days reckoned from the date of written notice by the club to the member concerned, requiring the remedying of such default; save that the executive committee shall be entitled to extend the period of grace allowed to a particular Member to such extent and for such reasons as it may in its sole and absolute discretion deem appropriate;
- 10.4 Upon the passing of a resolution to this effect by a duly convened general meeting of the club;
- 10.5 Any member who has engaged in misconduct or has unjustifiably violated the provisions of this Constitution or code of conduct, or who, by their actions, brings Ulinda Athletic Club or the sport of athletics into disrepute, may be suspended for an indefinite period until its case has been referred to Ulinda Athletics Club Disciplinary Committee for investigation and further action.
- 10.5.1 Member who is subject to disciplinary action is entitled to representation during the hearings.
- 10.6 The membership of a member who is subjected to disciplinary action shall remain suspended until the conclusion of the disciplinary action or appeal process.

11. APPEAL AGAINST THE TERMINATION OF MEMBERSHIP

- 11.1 The member may appeal the decision of the Disciplinary Committee to the club Executive Committee within 14 days after the decision for the review of the decision of the Disciplinary Committee. The executive committee shall pronounce its decision on the matter within 30 days after the receipt of the appeal.
- 11.2 Should the member be unsatisfied with the decision of the executive committee, the member may appeal to the Annual General Meeting within 7 days after the pronouncement of the executive committee which shall make pronouncement on the day the General Meeting is held which shall be final and binding to the member and the club.

12. REGISTER OF MEMBERS

The club shall maintain at the Office, a register of Members. The register of Members shall be open to inspection by relevant stakeholders.

13. ADDRESS

The physical and postal address of the club shall be determined by the executive committee and stakeholders shall be duly and timely informed of changes in club addresses.

14. ALTERATION OF THE CONSTITUTION

- 14.1 The club may by Special Resolution alter the provisions of its Constitution including its objects and powers as well as the Code of Conduct.
- 14.2 Two third votes of members present in person or by proxy in the meeting held for special resolution is required to pass the resolution to amend the constitution.

15. GENERAL MEETINGS

- 15.1 The CLUB shall hold its first Annual General Meeting within 18 (eighteen) months after the date of its incorporation, and shall thereafter in each year hold an annual general meeting in December of every year.
- 15.2 Other General Meetings of the club may at any time be convened by the Executive Committee.
- 15.3 The Executives shall convene a General Meeting upon written request of 30% (thirty percent) of registered bona fide members of the club addressed to the chairperson of the executive committee accompanied by a detailed description of the reason(s) and motivation for such a request.
- 15.4 Annual General Meetings and other General Meetings shall be held at such time and place determined by the Executive Committee.

16. NOTICE OF GENERAL MEETINGS

- 16.1 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by not less than 21 (twenty-one) clear days' notice in writing and any other general meeting shall be called by not less than 14 (fourteen) clear days' notice in writing.
- 16.2 The notice shall either be mailed to members, or posted on club notice board and club Website and on social media platforms and shall specify the place, the day, the hour of the meeting and the agenda
- 16.3. Copies of documents for Annual General Meeting including Minutes of previous meeting and Annual Report shall be made available to members for collection from the office of the club from the day the notice is posted.

17. PROCEEDINGS AT GENERAL MEETINGS

- 17.1 At General Meetings the Chairperson shall preside, or in his absence the Deputy Chairperson. If both are absent, the Executive committee shall appoint someone from their midst to chair the meeting.
- 17.2 The agenda for the Annual General Meeting shall include, but shall not be limited to the matters set out hereunder:
 - 17.2.1 Scrutiny of members' credentials and their good standing;
 - 17.2.2 Reading of the notice of the meeting;

- 17.2.3 Reading (if need be) and adopting of the minutes of the previous Annual General Meeting and of all intervening Special General Meetings;
- 17.2.5 Submission, discussion and adoption of the annual reports;
- 17.2.6 Submission of audited financial statements of the previous financial year;
- 17.2.7 Any amendments to the Constitution or with any matters proposed and of which due notice has been given;
- 17.2.8 Election of office bearers.
- 17.2.9 Appointment of Independent Financial Officer or Auditor
- 17.2.10 Any other business laid before the Annual general meeting. All business laid before any other General Meeting shall be considered special business.
- 17.3 Any member who wishes to lay business before any general meeting shall submit notice of such business together with a motivation, signature of a secondus and at least 30% (thirty percent) of signatures of Full Members of the club by 30 September of each year in the case of an annual general meeting and 60 (sixty) days before any other General Meeting.
- 17.4 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be constituted if there shall be present at such meeting at least two third of bona fide members in good standing
- 17.5 If within half an hour after the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to such date as the Chairperson of the meeting may decide provided it shall be within 21 (twenty one) days of the original meeting, and if at such adjourned meeting a quorum is still not present within half an hour after the time appointed for such meeting, the Members present in person shall be a quorum.
- 17.6 Where a meeting has been adjourned as aforesaid, the club shall, upon a date not later than 3 (three) days after the adjournment, publish on its website, club door and notice board of the club and social media platform a notice stating:
 - 17.6.1 The date, time and place to which the meeting has been adjourned;
 - 17.6.2 The matter(s) before the meeting when it was adjourned; and
 - 17.6.3 The ground(s) for the adjournment.
- 17.7 The Chairperson, if any, of the committee of executives shall preside as chairperson at every general meeting of the club.
- 17.8 If there is no such Chairperson, or if at any meeting he is not present within 15(fifteen) minutes after the time appointed for the holding of the meeting, or is unwilling to act as Chairperson, the Vice-Chairperson shall act as Chairperson. If the Chairperson and Vice-Chairperson are both not present

within 15 (fifteen) minutes after the time appointed for the holding of the meeting or they are both unwilling to act as Chairperson, then Members present shall elect one of their number to act as Chairperson.

- 17.9 The Chairperson may, with the consent of any meeting at which a quorum is present, (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned, the provisions of Articles 15 and 16 shall *equally* apply to such adjournment.
- 17.10 At any General Meeting a resolution put to the vote of the Members shall, except in the case of a special resolution, be decided by a majority of votes. Every resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairperson or the Members so qualified as referred to hereunder, and, unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands been carried unanimously or by a particular majority or minority and an entry to that effect in the book containing the minutes of the proceedings of the club, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be made by not less than 7 (seven) Members present at the meeting, and having the right to vote at such a meeting. The demand for a poll may be withdrawn.
- 17.10.1 If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting.
- 17.10.2 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote except in matters relating to him or members of his family.
- 17.10.3 A poll demanded on any question shall be taken at such time as the Chairperson of the meeting directs. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the poll has been demanded
- 17.11 A resolution signed by or on behalf of all Members of the club shall be as valid and effectual as if passed at a duly convened general meeting of the club.

18. VOTES OF MEMBERS

Subject to any differential or special right or restrictions for the time being attached to any class of membership:

- 18.1 On a show of hands, every member present in person shall be entitled to 1 (one) vote.
- 18.2 On a poll, every member present in person shall be entitled to 1 (one) vote.

19. PROXIES

Votes may be given personally or by proxy. The appointing of a proxy must be in writing in the hand of the appointee, or his attorney. No person shall act as proxy unless entitled in his own right to do so. Proxies are to be submitted no later than 48 hours before the holding of the meeting or adjourned meeting. Any default of proxy shall not be treated as valid. No instrument of proxy will be valid after the expiration of 12 months from the date of its execution. A proxy given in is still valid should a member die in the interim, provided no objection is received in writing of intimidation. A proxy may be in the following form or in any form approved by the Committee:

Ulinda Athletics Club

"I/We _____ a member of the above named CLUB hereby appoints _____ of _____ or failing him/her _____ of _____ or failing him/her the Chairperson of the meeting as my/our proxy, to vote for me/us and on my/our behalf at the Annual or Extraordinary or Adjourned (as the case may be) General Meeting of the CLUB, to be held on the _____ day of _____ 20 _____. A proxy is deemed to confer authority to join in a poll and at any adjournment thereof as follows:

Resolution to	In Favour	Against	Abstain
Resolution to			
Resolution to			
Resolution to			

"(Indicate instruction by a cross or tick in the space provided).

"Unless otherwise instructed, the proxy will vote as he thinks fit.

"Signed this _____ day of _____, 20____
_____"

SIGNATURE

20. GOVERNANCE

The Club shall be governed by the executive committee which shall assume the role of managing the affairs of the club. They are the office-bearers of the club.

20.1. The executive committee shall consist of the following portfolios:

- Chairperson
- Deputy Chairperson
- General Secretary

- Deputy General Secretary
 - Club Manager / Managing Director
 - Finance and administration officer
 - Members of the Executive Committee
- 20.2. The club executive committee, unless and until otherwise determined by the club in general meeting, shall consist of not less than 3 (three) and not more than 12 (twelve) Executives of the club.
- 20.3. The Committee of Executives shall be constituted as follows:
- 20.3.1. Six (6) Executives elected by the Members of the club from the full membership of the club;
- 20.3.2. The Club Managing Director;
- 20.3.3 Finance and Administration Officer; and
- 20.3.5 Four (4) Executives appointed or co-opted by the Executive Committee members due to their skills and competence in certain fields.
- 20.4. All the Executives irrespective of whether they have been elected, appointed or co-opted shall have voting rights.
- 20.5. The managing director of the club shall hold a permanent sit in the executive committee and shall hold the right to veto decisions that are voted by the executive committee which are inconsistent with the objectives of the club or violates relevant legislative and regulatory provisions or are illegal and criminal in nature. In so doing the managing director shall provide the executive committee with appropriate evidence in writing to support his veto of the decision.
- 20.6. The first Executives, unless appointed at a General Meeting of the club, shall be appointed in writing by a majority of the subscribers to the constitution until the second annual general meeting of the club when they will retire from office in terms of Article 25.3.
- 20.7. Subsequent appointments of Executives, including the filling of casual vacancies, shall, subject to the provisions of Article 24, be appointed by the Members of the club at an annual general meeting if those Executives are required to be appointed by the members of the club in terms of Article 20.3.1.
- 20.8. An Executive appointed by the Committee of Executives in terms of article 20.3.5 shall not be required to be a member or represent a member in order to be appointed as an Executive of the club.
- 20.9. The Executives may act, notwithstanding any vacancy in their number, but if and for so long as their number is reduced below the minimum number of Executives required to act as such for the time being, the continuing Executive/s may act only:
- 20.9.1. To increase the number of Executives to the required minimum; or
- 20.9.2. To summon a General Meeting for that purpose, provided that if there is no Executive able or willing to act then any Member may convene a General Meeting for that purpose.

21. REMOVAL OF EXECUTIVES FROM THE OFFICE

An Executive shall be removed from the office due to the following reasons:

- 21.1 Failure to attend three scheduled executive meetings per annum.
- 21.2 Gross negligence of reasonable duties and responsibilities assigned to the executive
- 21.3 Misconduct.
- 21.4 Failure to pay his dues.

22. APPEAL AGAINST REMOVAL OF THE EXECUTIVE

- 22.1 The Executive member may appeal the decision of the Disciplinary Committee and request the matter to be referred to an independent arbitrator whose decision will be final and binding to the parties within 14 days after the pronouncement of the disciplinary committee. The arbitrator shall make pronouncement within seven (7) days after the arbitration process is completed.
- 22.2 Should the executive member be unsatisfied with the decision of the arbitrator the Executive member may appeal to the forthcoming Annual General Meeting. The decision of the Annual General Meeting is final.

23. APPOINTMENT OF CHAIRPERSON AND VICE CHAIRPERSON

- 23.1. The Committee of Executives shall appoint a Chairperson and Vice Chairperson from amongst the executives at its first meeting after the Committee has been constituted in the case of the first Executives of the club and thereafter each year at the first meeting of the Committee of Executives after the Annual General Meeting.
- 23.2. The Chairperson, or in his absence, the Vice Chairperson, or their alternates, shall be entitled to preside over all meetings of Executives.

24. HONORARY PRESIDENT

There shall be an Honorary President of the club who shall serve as an executive figurehead and shall be appointed by the Committee of Executives and who shall retire at the dissolution or adjournment of the Committee of Executives and shall hold office for the period and upon terms as Committee of Executives thinks fit.

25. ROTATION OF EXECUTIVES

- 25.1. All Executives will be appointed for a term of 5 (five) years subject to Article 25.3.
- 25.2. All Executives, whether appointed by general meeting or co-opted by the Committee, shall retire from office at the end of the 5 (five) year period for which they were appointed subject to Article 25.3.

- 25.3. Except for the full time executives (managing director and Finance and administration officer) the first Executives shall retire from the Committee of Executives on the following basis in order to ensure smooth transition and continuity:
- 25.3.1. Five (5) Executives shall retire at the second annual general meeting following their appointment;
- 25.3.2. Five (5) Executives shall retire at the third annual general meeting following their appointment;
- 25.4. The first Executives shall retire alphabetically in accordance with their surnames.
- 25.5. A retiring Executive shall be eligible for
- 25.5.1. Re-election if he is a Full Member of the club or
- 25.5.2. Re-appointment by the Committee of Executives
- 25.6. The club at the meeting at which an elected Executive retires in the manner set out above, may fill the vacated office by electing a person who is a Full Member of the club thereto in terms of Article 19.3.1 and in default the retiring Executive shall, if offering himself for re-election, be deemed to have been re-elected, unless he is not a Full Member of the club or unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such retiring Executive shall have been put to the meeting and lost.

26. CO-OPTION OF EXECUTIVES

- 26.1. The Committee of Executives may at any time co-opt any other person as an Executive, either to fill a vacancy or as an addition to the Committee provided the total number of Executives shall at no time exceed the maximum number of Executives stipulated above.
- 26.2. The Executive appointed to fill a vacancy shall be subject to the retirement at the same time as if he had become an Executive on the day on which the Executive in whose stead he is appointed was last elected an Executive.

27. EXECUTIVES' REMUNERATION AND REIMBURSEMENT

The Executives shall:

- 27.1. Not be entitled to receive any remuneration for their services as Executives, subject to the provisions of Article 4.3. hereof;
- 27.2. Be entitled to reimbursement of all travelling, subsistence, and other expenses properly incurred by them in the execution of their duties in or about the business of the club only upon the instruction of and with authorisation or approval by the Committee of Executives in advance.

28. ALTERNATE EXECUTIVES

- 28.1. Each Executive shall have the power to nominate any person, from the club he represents to act as Alternate Executive in his place during his absence or inability to act as such, provided that the appointment of such Alternate Executive shall be approved by the Committee, whose consent may not be unreasonably withheld. Upon such appointment being made, the Alternate Executive shall, in all respects, be subject to the terms, qualifications, and conditions existing with reference to the other executives of the club.
- 28.2. Any Alternate Executive, whilst acting in the stead of the Executive who appointed him, shall exercise and discharge all the powers, duties and functions of the Executive he represents. The appointment of an Alternate Executive shall be revoked, and the Alternate Executive shall cease to hold office, whenever the Executive who appointed him ceases to be an Executive; or should such Executive or the Alternate himself, give notice to the Secretary of the club that such Alternate has ceased to represent the Executive concerned.

29. POWERS AND DUTIES OF EXECUTIVES

The business of the club shall be managed by the Executives who may pay on behalf of the club, purchase of assets and all expenses incurred in promoting and incorporating the club which includes the remuneration of qualifying officials and other costs required for the office of the club, and may exercise all such powers of the club and carry out the mandates given by the club in General Meeting.

30. BORROWING POWERS

The Executives shall have borrowing powers and can borrow money or mortgage or bind the club and property of the club or any part thereof as per the resolutions and budget approved by the general meeting of members.

31. DISCLOSURE OF INTERESTS

- 31.1. Every Executive shall declare any interest, direct or indirect, material or otherwise, which such Executive has in any contract or arrangement which at the time of such declaration has been proposed or has been entered into by the club with any person whomsoever. For the purpose of this Article an Executive shall be deemed to have an interest in any contract between the club and any club or partnership in which such Executive is a member, Executive or partner. Every interest to be declared in terms of this Article shall be declared and minuted in the manner and at the time prescribed by the committee of executives.
- 31.2. In no case shall an Executive having an interest which requires to be declared in terms of Article 31.1, vote as an Executive upon any question relating to such transaction, and if he does so his vote shall not be counted. That prohibition shall not apply to:

- 31.2.1. Any indemnity in favour of the Executives or any of them; or
- 31.2.2. Any contract whereby security is given in respect of advances made by the Executives or any of them to the club; or
- 31.2.3. Any contract or arrangement with the club or partnership of which the Executives or any of them are Members, Executives or partners.
- 31.3. The club in General Meeting may suspend or relax to any extent the provisions contained in this Article.
- 31.4. Nothing contained in this Article shall be construed so as to debar any Executive as a member from taking part in and voting upon all questions submitted to a meeting of Members.

32. INELIGIBILITY AND DISQUALIFICATION OF PERSONS TO BE CLUB EXECUTIVES OR PRESCRIBED OFFICER

- 32.1 A person ceases to be an Executive or becomes prohibited from being an Executive or Officer of the club if a person is:
 - 32.1.1 A person who has been placed under probation by a court in terms of section 162 of companies' act, 2008, except to the extent permitted by the order of probation.
 - 32.1.2 A person is a juristic person;
 - 32.1.3 An un-emancipated minor, or is under a similar legal disability; or if a court has prohibited that person to be a director, or declared the person to be delinquent in terms of section 162, or in terms of section 47 of the Close Corporations Act, 1984 (Act No. 69 of 1984);
 - 32.1.4 An un-rehabilitated insolvent;
 - 32.1.5 Prohibited in terms of any public regulation to be an executive or officer of the company;
 - 32.1.5 Has been removed from an office of trust, on the grounds of misconduct involving dishonesty; or has been convicted, in the Republic or elsewhere, and imprisoned without the option of a fine, or fined more than the prescribed amount, for theft, fraud, forgery, perjury or an offence involving fraud, misrepresentation or dishonesty;
 - 32.1.6 Has been convicted of violent crime.
- 32.2 Resigns from his office by notice in writing to the club; or
- 32.3 Is removed from office by ordinary resolution of the club of which special notice is duly given in terms of this Constitution; or
- 32.4 Is directly or indirectly interested in any contract or proposed contract with the club and fails to declare his interest and the nature thereof in the manner required by the Constitution; or
- 32.5 Ceases to be the authorised representative of a Member, entitled by reason of such membership to nominate an Executive or to have an Executive elected or appointed from its stead; or
- 32.6 Dies.

- 32.7 In the event of the conduct harming the honour and interests of the club as determined by the club disciplinary Committee after an investigation into the conduct of that Member.
- 32.7.1 The executive who is subject to disciplinary action is entitled to representation during the hearings.
- 32.7.2 The executive may appeal the decision to be removed as stipulated in article 12
- 32.8 In case of executive member failure to attend three scheduled executive committee meetings per annum.

33. PROCEEDINGS OF EXECUTIVES

- 33.1 The Executives may meet together for the despatch or business, adjourn and otherwise regulate their meetings as they deem fit.
- 33.2 At all meetings of Executives, the quorum necessary for the transaction of business shall be two thirds of the Executives provided that should less than 4 (four) Executives hold office as such at a particular time, then and only in such event shall, all the Executives constitute a quorum
- 33.3 An Executive may at any time, and the Secretary upon the requisition of an Executive, shall convene a meeting of Executives.
- 33.4 Each Executive present or represented at a meeting shall be entitled to exercise 1(one) vote. Where a person is Alternate to more than one Executive, or where an Alternate Executive is also an Executive in his personal capacity, he shall have a separate vote, on behalf of each Executive whom he is representing in addition to his own vote as an Executive, if applicable.
- 33.5 Subject to Article 33.6 questions arising at any meeting of Executives shall be decided by a majority of votes and in the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 33.6 The adoption of the report and the subsequent publication thereof shall be decided by a majority of votes subject to two thirds of the Executives with voting rights being present at the Committee meeting where the final report is discussed and adopted. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 33.7 A resolution in writing signed by all the Executives for the time being present in the Republic of South Africa and being not less than are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the Executives duly called and constituted; provided that where an Executive is not present in the Republic, but has an Alternate who is, the resolution must be signed by that Alternate. The resolution may consist of several documents, each signed by one or more Executives or their Alternates in terms of this Article. Notwithstanding anything to the contrary herein contained every resolution of Executives in order to be valid and effectual shall require the signature of the Chairperson or the Vice Chairperson or their alternates.
- 33.8 The Executives may delegate any of their powers to Committees consisting of such Member or Members of their body as they may deem fit.

- 33.8.1 Any Committee so formed shall be entitled to co-opt Members in accordance with any rules, restrictions or procedures that may be imposed on it by the Executives.
- 33.8.2 Any Committee so formed shall, in the exercise of the powers delegated to it, conform to any rules, restrictions or procedures that may be imposed on it by the Executives.
- 33.9 The club may from time to time appoint one or more persons to the office of Managing Executive and Deputy Managing Executive for such period and at such remuneration and conditions as it may think fit, and subject to such terms and conditions in pursuance of any agreement entered into in any particular case. An Executive so appointed shall be a member of the Committee of Executives during his term of office, but shall have no voting rights. An Executive so appointed shall not whilst holding such office be subject to retirement by rotation or be taken into account in determining the rotation or retirement of Executives. The Executives may from time to time entrust to or confer upon any Managing Executive for the time being such of the powers and authorities vested in them as they may think fit including the appointment of staff as determined necessary from time to time and may confer such powers and authorities for such time and to be exercised for such objects and purposes and upon such terms and conditions as might be expedient, and they may confer such powers and authorities either collaterally or to the exclusion of, or in substitution for, all or in addition to the powers and authorities of the Executives.
- 33.10 All acts done by any meeting of the Executives or a committee of Executives or by any person acting as an Executive shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executives or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and as qualified to be an Executive.
- 33.11 The Executives shall cause to be kept such accounting records, in order to fairly present the state of affairs and business of the club and to explain the transactions and financial position of its trade or business.
- 33.12 The accounting records shall be kept at the Office of the club or at such other place or places as the Executives think fit, and shall always be open to inspection by the Executives.
- 33.11 The Executives shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the club or any of them shall be open to inspection by Members not being Executives, and no member (not being an Executive) shall have any right of inspecting any accounting records or document of the club except as or authorised by the Executives of the club in General Meeting.

34. MINUTES AND MINUTE BOOKS

- 34.1 The Executives shall cause minutes to be kept of:

- 34.1.1 All appointments of Officers;
- 34.1.2 Names of Executives present at every meeting of the club; and
- 34.1.3 All proceedings at all meetings of the club and of the Executives.
- 34.2 Such minutes shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 34.3 The club shall keep an attendance register, which register shall reflect the Executives and officers.

35. INSPECTION OF MINUTES

The minutes kept of every General Meeting and Annual General Meeting of the club may be inspected and copied by members of the club.

36. VALIDITY OF RESOLUTION BY AGREEMENT IN WRITING

Any resolution in writing signed by all Committee Members or of any Committee of the Executive Committee shall be valid and have the same effect as if it had been passed at a properly convened and constituted meeting.

37. SIGNED MINUTES TO BE DEEMED CORRECT

Proper Minutes are to be kept of all general meetings and meetings of the committee of the executives, signed by the Chairman will serve as conclusive evidence without further proof of the facts stated. Minutes of the Committee of Executives meetings are to be distributed within twenty-one days following meeting to all Committee of Executives. Any decisions made by Committee of Executives outside of Committee of Executives meetings which are contrary to minuted decisions, must be communicated to all Committee members immediately. The Secretary is to be informed of all decisions. In particular, Minutes must be kept:

- (a) of all appointments of officers;
- (b) of the names of the committees of executives present at each meeting of the club and of the Committee of Executives and of any committee of the committee of executives;
- (c) of all resolutions and proceedings at all meetings of the club, and of the Committee of executives and of committees of Committee of Executives.

Every Committee Member present at any meeting of the Committee or committee of the committee shall sign his name in a book to be kept for that purpose.

38. FINANCIAL MANAGEMENT

Financial Management of the club shall be delegated to the finance committee and managed in accordance with the provisions finance and procurement policies of the club.

- 38.1 The Executives shall from time to time, cause to be prepared and laid before the club in General Meeting annual financial statements consisting of income statement, balance sheet and cash flow statement.
- 38.2 Not less than 21 (twenty-one) days before the date of the Annual General Meeting, copies of any financial statements and Independent Financial Officer or Independent Auditor's Report which are to be laid before such meeting, shall be made available at the office of the club and to the Registrar.
- 38.3 Financial statements may be made available in electronic format to all the Members that have agreed thereto in writing.

39. INDEPENDENT AUDITOR / ACCOUNTING OFFICER

An independent Auditor or Accounting Officer shall be appointed for initial period of three (3) years and if necessary removed and replaced, and may not serve more than three terms.

40. NOTICES

- 40.1 A notice may be given by the club to any Member either personally or by sending it by post in a prepaid letter addressed to such Member at his registered address or (if he has no registered address in the Republic) at the address (if any) within the Republic supplied by him to the club for the giving of notices to him or through electronic media such email.
- 40.2 If receipt of notice by post is disputed by a Member, such notice shall be deemed not to have been duly given unless the club shall produce a registered slip indicating that the notice was properly addressed and posted by registered post or emailed to the member.
- 40.3 Any notice by registered post shall be deemed to have been served 5 (five) days after the letter containing the same was duly posted as aforesaid.
- 40.4 Notice of every General Meeting shall be given in any manner required by law or authorised by these Articles:
 - 40.4.1 To every Member of the club entitled to such notice, except in the cases of notices to be given personally or sent by post to those Members who (having no registered address within the Republic) have not supplied to the club an address within the Republic for the giving of notices to them;
 - 40.4.2 To the auditor/accounting officer for the time being of the club.
- 40.5 The accidental omission to give any notice of a General Meeting or of a meeting of Executives to or the non-receipt of any such notice by any Member or Executive, as the case may be, shall not invalidate any resolution passed at any such meeting.
- 40.6 No other person shall be entitled as of right to receive notices of general meetings.

41. BANKING ACCOUNT AND SIGNATORIES

- 41.1 The Club will conduct its financial transaction through a bank account with authorised financial institution.
- 41.2 Committee of Executives may determine the club's Bankers from time to time. Only persons authorised by the Committee of Executives may give receipts or sign cheques on behalf of the club, within given limits of authority.
- 41.3 They may not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless whether the income or asset was derived, to any person who is or was an incorporator of the club, or who is a member or executive, or person appointing an executive, of the club, except as a reasonable:
- 41.3.1 Remuneration for goods delivered or services rendered to, or at the direction of, the club; or
 - 41.3.2 Payment of, or reimbursement for, expenses incurred to advance a stated object of the club;
 - 41.3.3 Payment of an amount due and payable by the club in terms of a *bonafide* agreement between the club and that person or another;
 - 41.3.4 As a payment in respect of any rights of that person, to the extent that such rights are administered by the club in order to advance a stated object of the club; or
 - 41.3.5 In respect of any legal obligation binding on the club.

42. RESERVES AND INVESTMENTS

- 42.1. the club shall apply at least 75% of its annual receipts for the furtherance of the Club objective. Executives shall set aside and carry on a reserve fund not greater than 25% of annual receipts of the club, which shall be applied in promoting the club's objects.
- 42.2. The club shall invest its reserves in financial assets with a duly registered and authorised financial institution in the Republic.

43. FINANCIAL YEAR END

The year end of the club shall be the last day of December every year.

44. INDEMNITIES

- 43.1 Every Executive and other officer of the club shall be indemnified out of the funds of the club against all costs, expenses and liabilities properly incurred by him in the course of the club's business subject to the provisions of Article 27.
- 44.2 No Executive, officer or employee of the club shall be liable for the acts, receipts, neglects or defaults of any other executive, officer or employee or for joining in any receipt or other act for conformity, or for

loss or expense happening to the club through the insufficiency or deficiency of any security in or upon which any of the moneys of the club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same happen through his own wrongful act, negligence, default, breach or duty or breach of trust.

45. DISSOLUTION OF THE CLUB

45.1 The club may be dissolved by at least two-thirds members present in person and voting at a meeting convened for the purpose of considering such matter, who are in favour of dissolution. In case of membership falling below 5 members the remaining members present shall constitute a quorum. Despite any provision in any law or agreement to the contrary, upon the winding-up or dissolution of the club:

45.1.1 No past or present member or executive of that club, or person appointing an executive of that club, is entitled to any part of the net value of the club after its obligations and liabilities have been satisfied; and

45.1.2 The entire net value of the club must be distributed to one or more non-profit clubs, external non-profit clubs carrying on activities within the Republic, voluntary associations or non-profit trusts—

(i) Approved in terms of section 30 of income tax act

(ii) As determined in terms of the club's Constitution or *by* its members, if any, or its executives, at or immediately before the time of its dissolution; or *by* the court, if the constitution, or the members or executives fail to make such a determination.

(iii) Which is exempt from payment of income tax in terms of section 10(1) (ca)(i) of the income tax act, which has as its sole or principal object the carrying of any public benefit activity, or

(iv) Any department of state or administration in the national or provincial or local spheres of the Republic contemplated in section 10(1)(a) or (b) of the income tax act.

46. COMPLIANCE WITH SECTION 30 OF INCOME TAX ACT

The club shall comply with the following requirements of section 30 of income tax act:

46.1 The funds of the club will be used solely for the objects which it was established.

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

46.3 No funds will be distributed to any person, other than in the course of undertaking any public benefit activity.

- 46.4 The activities of the club will be carried in a non-profit manner and with altruistic or philanthropic intent.
- 46.5 The club will not be party to, or will not knowingly permit itself to be used as part of any transaction, operation or scheme in 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 the income tax act or any other act administered by the Commissioner.
- 46.7 No resources of the club will be used, directly or indirectly, to support, advance or oppose any political party.
- 46.8 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 or will not economically benefit any person in a manner which is not consistent with its objects.
- 46.8 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 purpose and conditions of such donation, including misrepresentation with regard to the tax deductibility thereof, in terms of section 18A. Provided that the donor (other than a donor which is approved public benefit club 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.
- 46.9 A copy of all amendments to the constitution will be submitted to the commissioner for the South African Revenue Services.

47. ANNUAL RETURNS

The club shall submit annual returns and tax returns within 30 days after the annual general meeting.

48. ADOPTION OF THE CONSTITUTION

The constitution of Ulinda Athletic Club was duly adopted at
 onday of the month of year **2018** and signed by the following duly authorised officials:

(Chairperson):

(General Secretary):