

THE CONSTANTIA

TENNIS CLUB

CONSTITUTION

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1. NAME

The name of the Club shall be "CONSTANTIA TENNIS CLUB".

2. GOVERNANCE

- 2.1 The sole or principal object is to promote social and recreational amenities or facilities for the members in a non-profit manner.
- 2.2 At least three persons who accept fiduciary responsibility for the recreational club, will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision-making powers relating to such organisation.
- 2.3 No surplus funds will be directly or indirectly distributed to any person.
- 2.4 No remuneration will be paid to any person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered nor may any remuneration be determined as a percentage of any amounts received or accrued to the recreational club.
- 2.5 All members will be entitled to annual or seasonal membership.
- 2.6 Members are prohibited from selling their membership rights or any entitlement in terms thereof.
- 2.7 The recreational club is not or was not knowingly a party to, or does not knowingly permit or has not knowingly have permitted itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other Act administered by the Commissioner for the South African Revenue Service.

3. MEMBERSHIP

- 3.1 The membership of the Club shall consist of Honorary, Honorary Life, Ordinary (Senior and Junior), Weekday, Country, Temporary and Student members.
- 3.2 An Honorary member or Honorary Life member shall be one who by reason of his holding some public office or having conferred some special benefit upon or services to the Club, has been elected to such Honorary membership at a meeting of members, of which due notice has been given, stating the intention to elect such Honorary member or Honorary Life member.
- 3.3 Honorary members and Honorary Life members shall be entitled to all the privileges of the Club, without payment of entrance fee, or annual subscription, and they shall enjoy the same rights as an Ordinary member. Provided that no person residing within fifteen kilometres from the premises of the Club shall be eligible as an honorary or temporary or reciprocity member of the club except where -
 - 3.3.1 such person is eligible under the rules of the Club by reason of his holding a public office or being a bona fide candidate for membership or having conferred some special benefit on the Club; or
 - 3.3.2 by resolution of the Committee such person is allowed the privileges of membership while engaged in any match or competition
- 3.4 A Senior Ordinary member shall be a person over the age of 18 years who has been elected as hereinafter set out, and who has paid the necessary fees and dues.
- 3.5 A Junior Ordinary member shall be as person under the age of 18 years who has been elected as such and who has paid the necessary fees and dues. Such members shall be subject to such terms and conditions as shall be laid down by the Committee.
- 3.6 A Weekday member shall be one whose use of the tennis courts will be confined to the period from Monday to Friday of any week and who has paid the necessary fees and dues.
- 3.7 A Country member shall be one who permanently resides outside the present magisterial districts of the Cape, Belville, Wynberg, Simonstown, Paarl, Stellenbosch, Wellington, Somerset West and the Strand, has been elected as such, and having paid the necessary fees and dues, shall be entitled to the same rights as Senior and Junior Ordinary members.
- 3.8 A Temporary member shall be a person who has been accepted as such by the Committee, and may include:

- 3.8.1 A candidate for membership whose application for membership has been submitted to the Committee, or
- 3.8.2 A visitor to Cape Town, or
- 3.8.3 A reciprocity member.
- 3.9 Temporary membership shall not be permitted for a period longer than 3 months.
- 3.10 A Student member shall be a bona fide registered full-time student who has been elected as such and who has paid the necessary fees and dues.

4. ELECTION OF MEMBERS

- 4.1 A candidate for election as a member, other than as an Honorary or Honorary Life member, must be proposed by one member of the Club and seconded by another in writing.
- 4.2 The application form shall be signed by the applicant, his proposer and seconder, and shall contain such particulars as the Committee may from time to time decide.
- 4.3 Members will be elected, or otherwise, by a majority of the Committee. The Committee shall be entitled to refuse membership to any applicant and need give no reason for its decision. Provided that no Ordinary member of the Club shall be elected less than fourteen days after his nomination or without his name having been screened on the premises of the Club for less than seven days.
- 4.4 A register of members and their addresses shall be kept on the Club premises.
- 4.5 An applicant for membership who is not a Constantia ratepayer or resident, will generally only be accepted after all applications from Constantia ratepayers or residents have been satisfied, but the Committee is empowered to give consideration to other applicants in special circumstances.
- 4.6 The signature on an application form for membership shall, upon election of the member be deemed to bind such member to this Constitution and any amendments thereof, made from time to time, and to all rules and regulations of the Club and all bye-laws which have been or may thereafter be made.
- 4.7 The limitation of the number of members of the Club shall be left in the discretion of the Committee.

5. ENTRANCE FEES AND SUBSCRIPTIONS

- 5.1 The liability of a member is limited to the amount due in respect of his unpaid subscriptions and any other monies he may owe to the Club.
- 5.2 The entrance fees and subscriptions payable in respect of the various classes of membership shall be those recommended by the Committee from time to time and ratified at the Annual General Meeting.
- 5.3 The Committee shall have the power in its discretion to waive the entrance fees and reduce or increase the annual subscriptions in any special cases, or in respect of certain classes of membership, or for certain periods.
- 5.4 The financial year of the Club shall be from 1st April to 31st March, and all subscriptions, whether annual or temporary, are payable in advance. Subscriptions may, at the discretion of the Committee, be paid in instalments.
- 5.5 In cases where members are elected subsequent to the 30th September in any year, the full entrance fee together with half of the annual subscriptions, shall be paid for that year, provided, however, that the Committee may in its discretion fix a lower subscription for that year in respect of members elected after 31st December.
- 5.6 Any member who fails to pay his subscription within three months after it becomes due shall not be entitled to continue as a member or enjoy the privileges of the Club whilst such subscription remains unpaid, but shall nevertheless remain liable for the payment thereof and his name shall be removed from the Register of Members provided that the Committee shall have the power to reinstate such member on payment of the arrear subscription and furnishing an explanation satisfactory to the Committee.
- 5.7 A member may, at any time, by giving notice to the Secretary, in writing, resign his membership of the Club, provided, however, that he shall, notwithstanding such resignation, remain liable for the annual subscription due and unpaid at the date of his resignation, and for any other amounts due by him to the Club; provided further, that should such notice of resignation not reach the Secretary before 31 March, such member shall be deemed to have agreed to continue his membership for the following year and shall be liable for one half of the following year's subscription.

6. GENERAL MEETINGS

Annual General Meeting

- 6.1 The Annual General Meeting of members (of which not less than 14 days' notice shall have been given as hereinafter provided) will be held not later than in the first week in June each year at such time and place as the Committee may determine.

Special General Meeting

- 6.2 The Committee may, at any time, call a Special General Meeting of members by giving not less than 14 days' notice, specifying the object for which the meeting is called. The Committee shall, in like manner, and upon like notice, call a Special General Meeting upon receipt of a requisition signed by not less than 25 Senior Ordinary members of the Club, specifying the object for which the meeting is to be called. Subject to the power of the Committee hereinafter stated, no business other than that specified shall be transacted at such meeting, but any resolution strictly relating to such business may be submitted at such meeting.

Notice of General Meetings

- 6.3 Notice of the day, hour and place of the Annual General or Special General meeting shall be posted on the Club's Notice Board for at least 14 days previous to the meeting, and also sent by post to each member. The omission to send such notice to any member shall not invalidate the meeting. Notice of any resolution to be proposed at the Annual General Meeting, other than ordinary business, must be lodged with the Secretary on or before the last day of March in each year, and be posted forthwith on the Club's notice board.

Quorum at General Meetings

- 6.4 The quorum for a General Meeting or a Special General Meeting shall be 20 Senior Ordinary members; provided that if no quorum be present within half an hour after the time fixed for the meeting, the meeting shall, in the case of the Annual General Meeting or a Special General Meeting called by the Committee, be postponed to the same day and hour in the following week, and at such adjourned meeting the members present, whatever their number, shall be deemed to be a quorum for transaction of all business of the meeting. In the case of a Special General Meeting, called by requisition of members, if no quorum be present, it shall be definitely dissolved.

Chairman at General Meeting

- 6.5 The Chair at all General Meetings shall be taken by the Chairman of the Committee, or, in his absence, by the Vice Chairman or, failing him, by a member of the Committee appointed by the said Committee.

Business at Annual General Meeting

- 6.6 The business to be transacted at the Annual General Meeting shall be:
- 6.6.1 To confirm the Minutes of the previous General Meeting;
 - 6.6.2 To receive and consider the Chairman's Report, the Treasurer's Report and Audited Financial Statements for the previous financial year;
 - 6.6.3 To elect the Committee for the ensuing year as hereinafter provided;
 - 6.6.4 To elect the Ladies' and Men's' Club Captains/Match Secretaries;
 - 6.6.5 To elect an Honorary Auditor for the ensuing year;
 - 6.6.6 To elect Honorary Members and Honorary Life Members;
 - 6.6.7 To deal with any Resolution concerning the affairs of the Club of which due notice has been given, and any such business concerning the affairs of the Club which is brought under consideration by the Report of the Committee. The Committee may, however at any meeting of members, if there is insufficient time to notify all the members, bring forward any business which it considers urgently requires decision or action by members of the Club.

Voting at General Meeting

- 6.7 Every question submitted to a meeting shall be decided, in the first instance, by a show of hands, the Chairman having a second or casting vote, and unless a ballot be demanded immediately by at least five members present, the declaration by the Chairman of the result shall be conclusive. Should a ballot be demanded as aforesaid, it shall be taken forthwith. All members shall be entitled to vote at General Meetings of the Club, except Junior Ordinary members and Temporary members.

Minutes at General Meetings

- 6.8 Proper minutes shall be taken by the Honorary Secretary at all general meetings.

7. COMMITTEE

- 7.1 The affairs of the Club shall be governed and managed by a Committee consisting of a Chairman, Vice Chairman, an Honorary Secretary, an Honorary Treasurer and three members of the Club, of whom may also have been elected as Club Captains.
- 7.2 The members of the Committee shall be elected each year at the Annual General Meeting of the Club.
- 7.3 Members of the Committee shall retire annually but shall be eligible for re-election at the Annual General Meeting.
- 7.4 In the event of there being insufficient nominations for the Committee at the Annual General Meeting, the officers for which there are no nominations, shall be filled by the new Committee co-opting members to fill such vacancies.
- 7.5 In the event of there being more nominations than the number required to fill the vacancies on the Committee, an election shall be held and shall be by secret ballot.

8. POWERS OF THE COMMITTEE

- 8.1 The Committee shall have full power and authority to do any act, matter or thing which could or might be done by the Club, excepting such matters as are in this Constitution specially reserved to be dealt with at a General Meeting of the members or otherwise.
- 8.2 In addition to the general powers and authorities, and without in any way limiting such powers and authorities, the Committee shall have the following special powers:
- 8.3 To make and give receipts, releases and other discharges for monies payable to the Club, and for the claims and demands of the Club. Such claims and demands must be pre-authorised by the Honorary Treasurer or appointed person lawfully acting in his place.
- 8.4 To open and operate upon banking accounts in the name of the Club, to draw, accept, endorse, make and execute Bills of Exchange, Promissory Notes, Cheques, Guarantees and any other negotiable instruments connected with the business of the Club. Such Bills of Exchange, Cheques and other negotiable instruments shall be signed by the Honorary Treasurer and any one of the Chairman, Vice-Chairman or Honorary Secretary after approval has been given by the Committee.

- 8.5 To make, vary, suspend and repeal bye-laws for the regulation of the affairs of the Club, provided that such bye-laws do not conflict with the Constitution of the Club.
- 8.6 To buy, sell and deal in all kinds of equipment and all kinds of provisions required by persons frequenting the Club.
- 8.7 To arrange and hold competitions and tournaments, and to make any special arrangements therefore, and to set aside the Club's grounds or any part thereof, for any special purpose whatsoever.
- 8.8 To arrange terms of reciprocity with other clubs.
- 8.9 To fill such vacancies amongst their members as may occur during their term of office. Any person so appointed shall hold office as long as the vacating member would have retained office if no vacancy had occurred.
- 8.10 To appoint from members of the Committee and/or of the Club, Sub-Committees of any number for any purposes and to delegate to such Sub-Committees, such powers as the Committee may deem desirable and at will to dissolve any such Committees. The Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer shall be ex officio members of all Sub-Committees.
- 8.11 To co-opt not more than two additional members to the Committee who may hold office until the next Annual General Meeting.
- 8.12 To borrow, raise, lend and invest money in such manner as may seem fit and proper.

9. MEETINGS OF THE COMMITTEE

- 9.1 At all meetings of the Committee, the Chairman, or in his absence the Vice-Chairman, shall take the Chair, or, in his absence, any other member of the Committee elected by those present. At any meeting of the Committee four shall form a quorum. All resolutions at such meetings shall be decided by majority of members who agree to accept shorter notice in the case of an emergency.
- 9.2 Any member of the Committee who fails to attend any of three consecutive meetings without having obtained leave of absence from the Committee shall automatically cease to be a member thereof.

10. BOOKS OF ACCOUNT

- 10.1 Proper books of account of the Club shall be kept by the Honorary Treasurer and shall be audited by an Accountant having a recognized qualification who shall not be member of the Committee, and who shall be appointed by the members at the Annual General Meeting. In case of a vacancy occurring in the audit appointment during the year, the Committee shall forthwith appoint a suitable substitute to fill the vacancy.

11. DISCIPLINE

- 11.1 If, in the opinion of the Committee, a member has committed a wilful breach of the constitution or bye-laws and regulations of the Club, or is guilty of improper, dishonest, unsportsmanlike or ungentlemanly conduct, or is deemed to be undesirable, or fails to make any payments of monies due to the Club, after due notice, or fails to appear before the Committee when called upon to do so, or is guilty of conduct prejudicial to the interests of the Club at any other venue, the Committee shall have the following powers:
- 11.1.1 To expel such member.
 - 11.1.2 To deprive such member of any or all the rights and advantages of his membership during such time or period as the Committee in its absolute discretion may deem fit and advisable.
 - 11.1.3 To call upon such member, in writing, through the Honorary Secretary, to resign, and if he fails to resign within 7 days, to expel such member.
 - 11.1.4 To reprimand any such member.
- 11.2 Provided, however, no member shall be subjected to any of the above disciplinary measures unless and until the Committee shall have given him an opportunity to appear before it, at such time and place as it in its discretion may deem fit, to explain his conduct. At any such hearing, the Committee shall fix the procedure to be adopted.
- 11.3 In the event of any person ceasing to be a member by reason of the powers of this rule, the said person shall not have any right to a refund of any contribution, subscription or any fee paid by him.

12. GENERAL

Visitors

- 12.1 A person may be introduced as a visitor for the day by a member on such terms and conditions, including the levying of a fee, as may be laid down by the Committee. Any visitors' fee remaining unpaid by a visitor shall be recoverable from the member introducing him.
- 12.2 The number of visitors on any Saturday shall be limited at the discretion of the Committee which may lay down the maximum number permitted.
- 12.3 Permission to introduce a visitor on any Saturday shall be obtained from the Honorary Secretary not later than the day before the proposed visit.
- 12.4 The conditions governing the introduction of any visitor may be subject to revision by the Committee.
- 12.5 The Committee may reserve any portion of the Club for the exclusive use of members.
- 12.6 Only members of the Club (including bona fide reciprocity members) shall be permitted to pay for accommodation therein or for liquor or refreshments supplied therein.

Other Matters

- 12.7 Courts may be reserved by the Committee for matches, match practice and tournaments.
- 12.8 The Club shall as a voluntary association be capable of suing and being sued in any of the Courts of Law of the Republic of South Africa. The Domicilium Citandi et Executandi of the Club shall be at the address of the Honorary Secretary for the time being, and the Committee shall have the power to delegate to some one or more of its' members full power and authority to bring or defend any such suit and to sign all necessary documents for that purpose.
- 12.9 Members of the Committee shall be absolved from responsibility for acts or omissions of any other Committee members or members of the Club or authorised visitors which adversely affect the Club and its general membership unless it is due to the wilful neglect or wilful default of the member himself.
- 12.10 All questions relating to the interpretation of this Constitution shall be decided upon by the Committee. All such interpretations shall be submitted to members at the next Annual General Meeting, who shall have the power to confirm, reject or amend such decisions.

12.11 No profit from the sale of liquor by the Club shall accrue to any individual.

13. DISSOLUTION OF CLUB

13.1 The Club may only be dissolved with the sanction of a two-thirds majority of members present and qualified to vote at a General Meeting of the Club and provided that the proposed dissolution has been stated in the notice of the meeting.

13.2 Proceeds from the realisation of assets of the Club shall be applied in the first instance towards settlement of the liabilities of the Club.

13.3 The remaining assets must be transferred to:

13.3.1 Any other recreational club which has been approved by the Commissioner in terms of section 30A of the Act;

13.3.2 Any public benefit organisation contemplated in paragraph (a)(l) of the definition of a "public benefit organisation" in section 30(l) which has been approved in terms of section 30(3) of the Act.

13.3.3 Any institution, board or body which is exempt from the payment of income tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or

13.3.4 The government of the Republic in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) of the Act.

14. AMENDMENT OF CONSTITUTION

14.1 This Constitution may only be amended with the sanction of a two-thirds majority of members of the Club present and qualified to vote at a General Meeting of the Club and provided that the proposed amendment be stated in the Notice of the Meeting. A copy of all amendments to the constitution will be submitted to the Commissioner of the South African Revenue Service.