

**CONSTITUTION**

**OF**

**THE GOLDEN LIONS RUGBY UNION**  
**(INCORPORATED IN TERMS OF ORDINANCE NO 56 OF 1903 (Transvaal))**

**GOUE LEEUS RUGBY UNIE**  
**(INGELYF KRAGTENS ORDONNANSIE NR 56 VAN 1903 (Transvaal))**

**01/02881/20**

**"Union"**

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## **1. PREAMBLE**

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The Golden Lions Rugby Union ("Union") as a member of The South African Rugby Union ("SARU") or entity managing South African Rugby fully accepts, adopts and subscribes to the aims, principles and objectives embodied in the Constitution of SARU having bearing on its own operations. If the Union's Constitution is in conflict with the Constitution, rules and regulations of SARU, for whatsoever reason, SARU'S Constitution, rules and regulations will have preference.

## **2. POLICY**

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THAT the "Golden Lions Rugby Union", for purposes of controlling and administering the game of rugby football, should comprise the area presently constituted and demarcated, or as may be re-demarcated at any future time by SARU;

THAT rugby football should be played, administered and promoted on a non-racial, non-sexist, non-political and democratic basis;

THAT all persons, irrespective of race, colour, religion, creed, language or gender, should have the right in whatever capacity to participate, in the game of rugby football;

AND THAT this policy statement is and shall form part of this Constitution.

NOW THEREFORE:

The Union shall, in all its activities and functions, observe the principles set out above, and shall encourage all its constituent elements, committees, sub-committees and employees to adhere to the said principles.

The Union shall, in all its activities and functions, forbid any form of discrimination based on race, colour, creed or gender.

The Union shall, at all levels, pursue policies and programmes aimed at redressing imbalances and at creating a genuine non-racial, non-sexist, non-political and democratic

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dispensation, such policies and programmes to be aimed at achieving, expeditiously, the non-racial, non-sexist, non-political and democratic structuring of the Union and all its constituent elements.

### **3. NAME AND LEGAL STATUS**

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- 3.1 The name of the association is and shall be "GOLDEN LIONS RUGBY UNION" (INCORPORATED IN TERMS OF ORDINANCE NO 56 OF 1903 (Transvaal)). The translated name of the association is "GOUE LEEUS RUGBY UNIE" (INGELYF KRAGTENS ORDONNANSIE NR 56 VAN 1903 (Transvaal))
- 3.2 The union:
- 3.2.1 Is an incorporated voluntary association without gain with legal personality, incorporated in terms of Ordinance no 56 of 1903 (Transvaal);
  - 3.2.2 Was incorporated for the objects and with the powers and capacities set out in this constitution;
  - 3.2.3 Is a legal person which exists independently of its members and is the independent bearer of rights and obligations with perpetual succession;
  - 3.2.4 Shall be capable of performing any legal act independently, and shall be capable of instituting, conducting or defending any legal proceedings in any court, and shall in such legal act or legal proceedings be represented by the Executive Committee or by any person or persons duly authorised by the Executive Committee.
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## 4. DEFINITIONS

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4.1 In this Constitution:

- 4.1.1 "Associate Member" shall mean an association, society or body subject to *clause 8* hereof;
- 4.1.2 "Constitution" shall mean this Constitution, including any amendment or re-enactment thereof;
- 4.1.3 "Council" shall mean the Chairmen's Council;
- 4.1.4 "Days" shall mean all calendar days;
- 4.1.5 "Designated Group" shall include but are not limited to any woman, black person or coloured person.
- 4.1.6 "Employee" shall mean a paid official of the Union;
- 4.1.7 "Electronic communication" shall mean the transfer of information by way of e-mail. The e-mail shall be deemed to have been sent on the date the e-mail was sent from the sender's server.
- 4.1.8 "General Meeting" means an Annual General Meeting, an Extraordinary Four-annually General Meeting or an Extraordinary General Meeting.
- 4.1.9 "Jurisdictional area" shall mean the rugby football province as presently constituted by SARU or as may be re-demarcated at any future time by SARU;
- 4.1.10 "Member" in the context of a member of the Union, shall mean an ordinary member or an affiliate member or an associated member which are approved and accepted by the Union (See *clause 8.1*);
- 4.1.11 "permanent disable" means a state of occupational disablement which, in the opinion of a specialist medical practitioner of not less than 10 (ten)
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years' experience, nominated by the Executive Committee, resulted from injury, mental deterioration, ill health or surgical operation, and which shall have rendered the person concerned totally incapable for a period of 6 (six) months to maintain an occupation at the level and in the occupational field at and in which he/she previously achieved the highest level;

4.1.12 "Vacancy" shall include but are not limited to casual vacancy, vacancy due to disciplinary action, vacancy because of sickness, death, retirement or whatsoever other reason;

4.2 Unless the context otherwise requires, in the Constitution words importing the singular number shall include the plural and vice versa, and words importing the masculine gender shall include the feminine gender and vice versa.

4.3 The headings appearing in the Constitution shall not be treated as forming part of the Constitution, as such headings are for convenience of reference only.

## **5 JURISDICTIONAL AREA AND HEADQUARTERS**

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5.1 The Union shall –

5.1.1 achieve its objects and exercise its powers and capacities in the jurisdictional area; and

5.1.2 draw its members from the jurisdictional area.

5.2 The Union's seat and headquarters shall be in Johannesburg, Gauteng Province.

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## **6 MAIN OBJECTS AND POWERS OF THE UNION**

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- 6.1 The main objects and powers of the Union are to:
- 6.1.1 adopt and enact such measures which, in the sole opinion of the Union will foster, promote, regulate and encourage the game of rugby football in the jurisdictional area, amongst all persons, irrespective of race, colour, religion, creed or gender;
  - 6.1.2 conduct itself, at all times, without discrimination on the basis of race, colour, religion, language or sex and eliminate any discrimination and inequality amongst members, players, employees and officers alike;
  - 6.1.3 prohibit the possession and/or distribution of any material which, in the sole opinion of the Union, incites or may incite racial, ethnic, religious, linguistic or political hatred, or provokes or may provoke violence, or insults, degrades or defames or may insult, degrade or defame, or encourages or may encourage abuse of any racial, ethnic, religious, linguistic, gender or political group;
  - 6.1.4 control and promote rugby in the jurisdictional area;
  - 6.1.5 act as controlling and co-ordinating body of all the members, associations, societies and bodies admitted to membership.
  - 6.1.6 be affiliated to the South African Rugby Union, and/or to be affiliated to any other organisation whose aims and objects will be beneficial and/or compatible to the Union, and to appoint representatives thereto;
- 6.2 Without derogating from the generality of its main object, the Union shall have the object in particular to:
- 6.2.1 foster and promote the best mutual relationships between rugby players, rugby clubs, other rugby bodies, rugby supporters, members of the public and the media in the jurisdictional area;
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- 6.2.2 form and/or support and/or allow to affiliate to the Union, any rugby club, association, academy, school, development programme, sub-union, or other like body which shall be acceptable to the Union and of which the objects are wholly or partly the same as the objects of the Union, and the affiliation of which shall promote the objects of the Union, and to suspend or terminate such affiliation;
  - 6.2.3 establish and control such grounds, buildings, amenities, supplies and requirements as will directly or indirectly contribute to the promotion of the objects of the Union;
  - 6.2.4 obtain such funds, accrue such assets and undertake such liabilities as may be deemed expedient by the Union, pursuant to this Constitution and which shall promote the objects of the Union, and for these purposes enter into such contracts, deeds and agreements as may be deemed necessary;
  - 6.2.5 conduct or research and investigations which shall be directly or indirectly in the interest of rugby in the jurisdictional area;
  - 6.2.6 establish and maintain the most appropriate business management structure that accords with sound business management principles and practices in order to facilitate the optimal utilisation of the resources and opportunities available to the Union and to contribute to the growth and prosperity of the Union;
  - 6.2.7 make bye-laws, rules and regulations in relation to the Union and the game of rugby football, and the conditions under which such game is played, annul or vary any bye-laws, rules or regulations so made, and bind its members to all bye-laws, rules and regulations so made by the Union and/or SARU and for the time being in force;
  - 6.2.8 determine and arrange all amateur competitions and matches.
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- 6.3 The foregoing objects and powers are all subject to the express stipulations that:
- 6.3.1 Funds, profits or gains may be distributed to any person authorised by the Executive, including its members, and then only for the purpose of advancing the game of rugby football and that the funds of the Union shall be utilised solely for investment or for attaining the objects for which it was established.
- 6.3.2 The investment of surplus funds with a financial institution as defined in section 1 of the Financial Institutions (Investment of Funds) Act, or in securities listed on a stock exchange as defined in Section 1 of the Stock Exchanges Control Act, or in such other financial instruments and assets as the Commissioner for the SA Revenue Service may determine.

## **7 SUBSIDIARY OBJECTS AND POWERS OF THE UNION**

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In pursuance of the main objects and powers of the Union and subsidiary thereto the further objects and powers of the Union are to-

- 7.1 purchase or acquire in any manner moveable or immovable property of whatever description (including intellectual property and other rights), and to obtain licenses, authorizations or consents which may be necessary for the achievement of the objects of the Union;
- 7.2 formulate, control, add to, rescind and amend the conditions under which competitions and/or matches shall be conducted, and to regulate the conditions under which trophies and/or awards offered to and accepted by the Union are to be competed for;
- 7.3 adopt such means of making known the objects of the Union as may seem expedient, and to encourage and assist the dissemination of literature and all
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forms of information which may further the aims of the Union and the interests of rugby football;

- 7.4 enter into such arrangements with appropriate authorities as the Union may deem conducive to its objects or any of them, and to obtain from such authorities any rights, privileges and concessions which the Union may deem advisable to obtain. And, whenever the Union deems it necessary, to apply to any authority to authorise the doing and performing of any object of the Union, or for any authority deemed necessary in connection therewith;
- 7.5 administer, insure, sell, let, mortgage, alienate, exchange, exploit, develop, maintain, improve, utilize its undertaking or all or any part of its goods and assets, and to deal with them in any manner, provided that upon its winding up, de-registration, or dissolution, the remaining assets of the Union, after the settlement of all its liabilities, shall be given, or transferred, to some other similar public benefit organization which has been approved in terms of Section 30 of the Income Tax Act No. 58 of 1962. The aforesaid organisation shall be determined by the Executive Committee of the Union at or before the time of its dissolution or, failing such determination, by the Court;
- 7.6 borrow, raise and secure the payment of money in such manner as the Union may deem fit, and to pledge, mortgage or otherwise secure, for the repayment of such monies, all or any of the property and assets of the Union;
- 7.7 pay and/or lend money and/or grant subsidies and/or bursaries to any Member, school, university and/or public body, for the furtherance of the game of rugby football, on an amateur basis, on such terms as the Union may deem expedient, to guarantee the performance of contracts by any person or Member, and for this purpose to enter into guarantees and suretyships of every description;
- 7.8 effect insurances of all descriptions, including insurances against accidents of any description, against liability to pay compensation for injuries sustained by any employee, official, administrator and/or player of or connected with the Union,
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- against liability to pay damages to any person in consequence of such injuries, and to pay the premiums and other monies required to keep such policies of insurance of full force and effect;
- 7.9 make payment towards medical aid of any employee and ex-employee and to grant pensions, allowances and ex gratia payments and/or to contribute to pension funds on behalf of employees;
- 7.10 secure the performance of the obligations of the Union in any manner, including the hypothecating and pledging of property, with or without security;
- 7.11 issue debentures or like stock;
- 7.12 lend money to any person, institution (including members of the Union), association or company on such terms as the Union may determine;
- 7.13 invest money in any manner, (as set out hereunder) and to withdraw and re-invest such investments;
- 7.14 subscribe, administer and invest funds of the Union prudently:
- 7.14.1 with a financial institution as defined in Section 1 of the Financial Institutions (Investment of Funds) Act 1984 (Act No. 39 of 1984);
  - 7.14.2 in securities listed on a licensed stock exchange as defined in Section 1 of the Stock Exchange Control Act 1985 (Act No. 1 of 1985); or
  - 7.14.3 in financial instruments and assets as the Commissioner of Inland Revenue may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations.
- 7.15 open bank accounts, operate thereon and overdraw such accounts;
- 7.16 make, draw, issue, execute, accept, endorse and discount promissory notes, bills of exchange and any other kind of negotiable or transferable instrument;
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- 7.17 give indemnities, guarantees and suretyships and secure payment in terms thereof in any manner;
  - 7.18 incorporate, found, support or acquire an interest in any company, close corporation, organization or body with objects similar to the objects of the Union, and to transfer any of the assets, rights or obligations of the Union thereto;
  - 7.19 participate in the management, supervision and control of the business or activities of any company, close corporation or entity with the same or similar objects as the objects of the Union;
  - 7.20 affiliate to the South African Rugby Union and/or any other organization whose aims and objects are beneficial to and/or compatible to those of the Union;
  - 7.21 appoint employees, advisers, consultants, agents and contractors and terminate their services;
  - 7.22 make donations;
  - 7.23 accept and receive donations and contributions of any kind, however the Union is prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of Section 18A of the income Tax Act: Provided that a donor may not impose 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;
  - 7.24 pay gratuities and pensions, and establish pension schemes, medical schemes, housing schemes and employee incentive schemes for employees of the Union;
  - 7.25 indemnify officials and employees in relation to any loss, damage or liability incurred by them in the bona fide course of their duties;
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- 7.26 take out fidelity guarantee insurance in respect of employees of the Union who handle money or goods of the Union;
  - 7.27 insure officials and employees of the Union against accident;
  - 7.28 take out public liability insurance;
  - 7.29 submit disputes to arbitration, participate in arbitration proceedings and to sit in any commission of inquiry pertaining to the interests of rugby;
  - 7.30 subsidise, print or procure the printing of, or to publish and distribute, newspapers, magazines, circulars and other publications for the promotion of the objects of the Union;
  - 7.31 institute, defend and conduct to finality legal proceedings, and appoint and remunerate legal representatives for such purposes;
  - 7.32 charge entrance fees at any grounds or premises under the control of the Union, to determine such fees and to make regulations and lay down conditions regarding the admission of any persons to such grounds or premises;
  - 7.33 found such subordinate bodies or sub unions subject to such terms and conditions as the Union may determine from time to time and to re-arrange such subordinate bodies or sub unions from time to time or to terminate their existence;
  - 7.34 make, amend, re-enact or repeal regulations from time to time with regard to:-
    - 7.34.1 the codes of conduct of employees, rugby players, rugby officials, members and other persons under the jurisdiction of the Union;
    - 7.34.2 the conditions of and procedure for affiliation of members to the Union;
    - 7.34.3 colours;
    - 7.34.4 the formation, organization and dissolution of members;
    - 7.34.5 the transfer and relegation of rugby players;
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- 7.34.6 the settlement of disputes between employees, rugby players, rugby officials, members and other persons under the jurisdiction of the Union;
  - 7.34.7 competitions and trophies;
  - 7.34.8 admission fees and right of admission;
  - 7.34.9 constitutions of members;
  - 7.34.10 representatives of rugby clubs;
  - 7.34.11 members;
  - 7.34.12 any other matter in order to ensure the efficacious and smooth functioning of the Union, its members and its organs, provided that each new regulation, and any amendment, re-enactment or repeal of existing regulations shall be lodged with the Registrar of Companies for registration in terms of Ordinance 56 of 1903 (Transvaal);
- 7.35 do everything necessary, or requisite, in order to give effect to the abovementioned powers and objects of the Union, provided that the Union is prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilize its funds solely for the object for which it has been established and no portion thereof shall be paid or transferred directly or indirectly, by way of bonus or otherwise whatsoever, to the members of the Union: Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Union or to any member thereof in return for any services actually rendered to the Union, provided that the rendering of the aforesaid services shall not bring about a conflict of interest, in which event no remuneration shall be payable.
- 7.36 The Union is also prohibited from carrying on any business undertaking or trading activity otherwise than to the extent that:
- 7.36.1 The undertaking or activity is:
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- 7.36.1.1 integral and directly related to the sole object of the Union; and
- 7.36.1.2 carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost and which would not result in unfair competition in relation to taxable entities; or
- 7.36.1.3 If the undertaking or activity is not integral and directly related to the sole object of the Union it should be of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation.

## **8 MEMBERSHIP (CONSISTING OF ORDINARY MEMBERS, ASSOCIATE MEMBERS AND AFFILIATED MEMBERS)**

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- 8.1 The Members of the Union shall consist of –
    - 8.1.1 rugby clubs;
    - 8.1.2 sub-unions;
    - 8.1.3 schools associations;
    - 8.1.4 the Golden Lions Rugby Referees' Society;
    - 8.1.5 the Golden Lions Rugby Coaches Association; and
    - 8.1.6 such bodies, associations, societies or persons which may be acceptable to the Union, which comply with the provisions of *clause 8.3* and which are admitted to membership.
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## 8.2 Approval of Membership.

Membership of the Union may be approved in any one of the following:

8.2.1 Ordinary, or full membership – the member shall qualify to participate in all the activities of the Union and shall have full voting rights at all General Meetings in terms of *clause 9*;

8.2.2 Associate membership - An Associate Member shall enjoy all the rights and privileges of a member, subject to the express stipulations that it may not submit a motion to the Union, it may not second a motion submitted to the Union, and it shall not have a vote at any meeting of the Union but it shall be entitled to speak at any General Meeting;

8.2.3 Affiliate membership - the member shall qualify to participate only in such activities of the Union as determined and approved by the Union at a General Meeting. Any association, society, body of persons or person which has as its principal object the playing, administration and promotion of rugby football, and which is able to show that it enjoys substantial support amongst its members or society may, at the discretion of the Union, be admitted as an Affiliate Member to the Union, subject to any terms and conditions the Union may determine from time to time.

## 8.3 Qualification for Membership

Any association, society, person or body of persons being desirous of becoming a Member of the Union shall make application to the Union, in writing, which application shall provide such particulars as the Union may require from time to time and shall also include a declaration to be bound by this Constitution, the rules and regulations made in terms thereof and the agreements entered into by the Union for the general benefit of rugby football. The members of the Union may qualify as a ordinary member, associate member or an affiliated member of the Union and shall affiliate as such –

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- 8.3.1 By being domiciled within the jurisdictional area; and/or
- 8.3.2 By having its objects which shall be wholly or partly the same as the objects of the Union; and
- 8.3.3 If the members of the prospective member are rugby players, or persons engaged in the coaching and administration of rugby, or persons otherwise partaking in or associated with rugby; and
- 8.3.4 By applying in writing for affiliation to the Union, in the manner and form prescribed in the regulations; and
- 8.3.5 By endorsing the objectives of the Union and submitting to the authority of the Union; and
- 8.3.6 By having a constitution approved by the Union; and
- 8.3.7 By being admitted to affiliate to the Union at a General Meeting of the Union, and by complying with the conditions, if any, of such affiliation after such application has been considered at such General Meeting.
- 8.3.8 Any association, society or body of persons, which has been accepted as a Member of the Union, shall be bound by the Constitution, regulations and rules of the Union and the agreements entered into by the Union for the general benefit of rugby football within its jurisdictional area.

#### 8.4 Renewal of Membership.

Applications for renewal of membership of the Union must be lodged with the Union annually on or before 15 February of the year concerned.

#### 8.5 Termination or suspension of Membership.

8.5.1 The membership of a member of the Union shall terminate –

- 8.5.1.1 If the member no longer qualifies for affiliation in terms of *clause 8.3*; or
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8.5.1.2 If the members affiliation is terminated, whether by the Union or by the member itself.

8.5.2 Affiliation of a member shall only be terminated by the Union at a General Meeting of the Union, provided that the notice calling such General Meeting shall be accompanied by a summary of the reasons for the termination of the affiliation and the membership concerned. No legal or other representative on behalf of the member shall be entitled to address the relevant General Meeting, in relation to such termination.

8.5.3 The Membership of the Union as recorded above shall be maintained and recorded by the Union.

## **9 GENERAL MEETINGS**

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The General Meetings of the Union shall be Annual General Meetings, Extraordinary Four-annually General Meetings or Extraordinary General Meetings.

### **9.1 The Annual General Meeting:-**

9.1.1 shall be the highest authority of the Union;

9.1.2 shall have as its function:-

9.1.2.1 the reading and adoption of the minutes of the previous Annual General Meeting, any Extraordinary Four-annually General Meetings and Extraordinary General Meeting which may since the previous General Meeting have been held;

9.1.2.2 the consideration and approval of the report of the Executive Committee pertaining to the affairs of the Union during the preceding financial year of the Union;

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9.1.2.3 the consideration, discussion and approval of the annual financial statements and auditor's report of the Union in respect of the preceding financial year of the Union;

9.1.2.4 the appointment of an auditor and the determination of his remuneration;

9.1.2.5 the approval or rejection of applications for affiliation to the Union, and the termination of affiliation of Members of the Union;

9.1.2.6 the handling of any other matters of which due notice has been given and which shall be treated as special business;

9.1.3 shall be constituted by the ordinary members as detailed as follows:

9.1.3.1 the members of the Executive Committee;

9.1.3.2 3 (three) representatives of each senior club;

9.1.3.3 1 (one) representative of each junior club;

9.1.3.4 3 (three) representatives of the Golden Lions Rugby Referees' Society;

9.1.3.5 2 (two) representatives of the High Schools Association;

9.1.3.6 2 (two) representatives of the Primary Schools Association;

9.1.3.7 1 (one) representative of each sub union;

9.1.3.8 1 (one) representative of the Golden Lions Rugby Coaches Association;

9.1.3.9 1 (one) representative of the South African Barbarians;

9.1.3.10 other ordinary members as recommended by the Executive Committee and approved by the Union.

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9.1.4 shall meet annually within a period of 180 (hundred and eighty) days after the expiry date of the Union's financial year, at such time and place as the Executive Committee shall determine;

9.2 An Extraordinary Four-annually General Meeting:-

9.2.1 shall have as its function:-

9.2.1.1 the reading and adoption of the minutes of the previous Extraordinary General Meeting ;

9.2.1.2 the election of the President, a Deputy President, and 4 (four) Vice Presidents of the Union;

9.2.1.3 the election of life members and honorary members of the Union;

9.2.1.4 the consideration of any other matter (except matters referred to in *clauses 9.1.2.1 to 9.1.2.5*) of which due notice has been given and which shall be treated as special business.

9.2.2 shall be constituted by the representatives referred to in *clause 9.1.3* who shall have the same rights regarding voting and attendance at the meeting, save as otherwise provided in *clause 9.1.3*;

9.2.3 shall meet every four years between 1 October and 15 November (both dates inclusive) at such time and place as the Executive Committee shall determine. The next meeting shall take place in 2005.

9.3 An Extraordinary General Meeting:-

9.3.1 shall be any General Meeting not being an Annual General Meeting or an Extraordinary Four-annually General Meeting;

9.3.2 shall be called:-

9.3.2.1 on written request of 1/3 (one third) of the members of the Chairmen's Council and the Executive Committee so calls the meeting; or

9.3.2.2 if the Executive Committee so calls a meeting;

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9.3.2.3 within 7 (seven) days of receipt of the written request in terms of *clause 9.3.2.1*;

9.3.2.4 with at least 14 (fourteen) days' written notice to the members of the Union referred to in *clause 9.1.3*, together with due notice of the purpose and agenda of the meeting;

9.3.3 shall be composed of the delegates referred to in *clause 9.1.3* with the same rights pertaining to voting and participation at the meeting as provided for in *clause 9.1.3*;

9.3.4 shall only transact business for which it shall have been convened.

#### 9.4 General

9.4.1 The agendas of any General Meetings shall be posted or electronically communicated to all members of the Union at least 21 (twenty one) days before the date of the relevant meeting, subject to any contrary provisions of this constitution and *clause 21*.

9.4.2 Written notice of any special matters shall reach the Chief Executive Officer at least 14 (fourteen) days before the meeting, and the Chief Executive Officer shall notify all members thereof at least 7 (seven) days before the relevant meeting.

9.4.3 At all General Meetings no business shall be transacted unless a quorum of delegates shall be present at the moment upon which the transacting of the business commences. Save for the provisions of *clause 21*, *22* and *23*, such quorum shall be 12 (twelve) of the members who are entitled to vote referred to in *clause 9.1.3* and are personally present at the commencement of the meeting concerned.

9.4.4 If within ½ (one half) hour after the determined commencement time of a meeting no quorum is present, the meeting shall be adjourned by the chairman to the same day in the following week at the same time and

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place, or if such day is a public holiday, a Saturday or Sunday, until the first day thereafter which is not a public holiday, Saturday or Sunday. If at such adjourned meeting no quorum is present within ½ (one half) hour after the commencement time of such adjourned meeting, the delegates who are entitled to vote as referred to in *clause 9.1.3* present at the meeting shall form a quorum.

- 9.4.5 The President may, with the approval of a General Meeting at which a quorum is present (and he shall so adjourn the meeting if he is instructed accordingly by the meeting), adjourn the meeting from time to time and from place to place. No matters shall be transacted at an adjourned meeting other than the matters that remained unfinished at the time of adjournment.
- 9.4.6 All resolutions of a General Meeting subjected to voting at the relevant meeting shall, subject to any contrary provisions of the constitution or the regulations, be taken by a show of hands. A declaration by the chairman of the meeting that a resolution has been carried, either generally or with a particular majority, or that it has not been carried, and a note to such effect in the minute book, shall be conclusive evidence thereof without the need to prove the number or ratio of votes brought out for or against such resolution.
- 9.4.7 Each representative referred to in *clause 9.1.3* entitled to vote and personally present shall have 1 (one) vote, whether voting takes place by the show of hands or by ballot.
- 9.4.8 Any representative referred to in *clause 9.1.3* may demand voting by ballot. If a ballot is duly requested, it shall be taken in the manner determined by the chairman of the meeting concerned. The result of the ballot shall be deemed to be the resolution of the relevant General Meeting upon which the ballot was requested.
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9.4.9 A vote by ballot requested in regard to the election of a President and/or Deputy President and/or Vice President or in regard to any adjournment of the meeting, shall be taken immediately. A ballot in relation to any other matter shall be taken at such time as the chairman of the meeting shall determine. A demand for a ballot shall not preclude the meeting from proceeding and finishing any matters other than the matter in regard to which the ballot was requested.

9.4.10 Scrutineers shall be appointed by the chairman of the meeting to determine the result of a vote, and their finding, which shall be announced by the chairman, shall be deemed to be the resolution of the relevant General Meeting.

9.4.11 Should a dead-lock occur at a General Meeting, the chairman of the meeting shall, in addition to his ordinary vote, also have a second or casting vote.

9.4.12 Subject to any contrary provisions of the constitution, the proceedings at any other meeting of the Union shall be conducted mutatis mutandis in accordance with the provisions set out above.

## **10 THE PRESIDENT, DEPUTY PRESIDENTS, VICE PRESIDENTS AND CHIEF EXECUTIVE OFFICER**

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10.1 The Union shall have:

10.1.1 A President duly elected;

10.1.2 One (1) Deputy President duly elected;

10.1.3 One (1) Deputy President duly co-opted;

10.1.4 Four (4) Vice Presidents duly elected;

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10.1.5 No more than three (3) Vice Presidents duly co-opted;

10.1.6 Any permanent employee of the Union appointed to the post of Chief Executive Officer.

#### Term of office

10.2 The elected office bearers referred to in *clause 10.1*

10.2.1 shall, subject to the provisions of *clause 10.5* be elected every four years at the Extraordinary Four-annually General Meeting of the Union (between 1 October and 15 November ), and shall hold office until the end of the next Four-annually General Meeting;

10.2.2 shall, provided they have completed their current terms of office and are not subject to any disability referred to in *clause 10.5*, upon the expiry of their terms of office be deemed to have been re-nominated ipso facto for the offices from which they retire, provided that if any of such office bearers shall not be available for re-election, such person shall notify the Chief Executive Officer in writing at the latest 21 (twenty one) days prior to the date of the Extraordinary Four-annually General Meeting concerned.

#### Nominations

10.3 In addition to the re-nominations for the election of office bearers referred to in *clause 10.2*, the members of the Union referred to in *clause 9.1.3* and the members of the Executive Committee other than the Chief Executive Officer shall be entitled to lodge additional nominations for the vacant offices,

10.3.1 each of which nominations shall be accompanied by letters of secondment from 4 (four) members of the Chairmen's Council other than the Chief Executive Officer, together with the written acceptance of the nominee, and which shall be lodged at the latest by 16:00 on the last preceding business day 14 (fourteen) days prior to the date of the

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Extraordinary Four-annually General Meeting. Nominations may be for more than one office in respect of the same person.

- 10.4 The Union shall within 4 (four) days after the closing of the nominations in terms of this *clause 10*, post or by way of electronic communication, sent a notice of such nominations to all members of the Union to their last known addresses as reflected in the members' register of the Union.

Qualifications for nomination and election

- 10.5 A person shall qualify for nomination and election to the offices of President, Deputy President or Vice President of the Union if he/she is:
- 10.5.1 not subject to any disability contemplated in *clause 11.14* at the time of his/her nomination and/or election as such; and
  - 10.5.2 for a period of at least 24 (twenty four) consecutive calendar months immediately prior to his/her nomination and election has been a member of the Chairmen's Council pursuant to the provisions of *clause 13*, whether in *ex officio* capacity or by virtue of representation of a principal referred to in *clause 13.1.3* in terms of an unrevoked written nomination held by the Chief Executive Officer at the time of his nomination and election;
    - 10.5.2.1 Subject that the person being a member of the chairmen's council must have attended at least 75% of all council meetings during the 24 (twenty four) consecutive calendar months immediately prior to the Extraordinary Four-annually General Meeting.
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## **11 THE EXECUTIVE COMMITTEE;**

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### The composition of the Executive Committee

- 11.1 The Executive Committee of the Union shall consist of:
- 11.1.1 The President of the Union duly elected in terms of this Constitution;
  - 11.1.2 One Deputy President of the Union duly elected in terms of this Constitution;
  - 11.1.3 One Deputy President of the Union duly co-opted in terms of this Constitution;
  - 11.1.4 Four Vice Presidents of the Union duly elected in terms of this Constitution;
  - 11.1.5 No more than three Vice Presidents of the Union duly co-opted in terms of this Constitution;
  - 11.1.6 Any permanent employee of the Union appointed to the post of Chief Executive Officer.
- 11.2 The election of the Executive Committee shall be subject to:
- 11.2.1 Of the three Executive Committee members elected as President or elected and co-opted Deputy Presidents, there shall be at all times one white person and two persons of the designated group or two white persons and one person of the designated group;
  - 11.2.2 Of the seven Executive Committee members either elected or co-opted as Vice Presidents, there shall be:
    - 11.2.2.1 During the term of office 2004 – 2005 at least two persons of the designated group;
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11.2.2.2 During the term of office 2005 - 2009 at least three persons of the designated group.

11.2.3 Thereafter the retiring Executive Committee of the Union shall at a normal Executive Committee Meeting determine in terms of the Constitution the composition of the Executive Committee for the ensuing term of office.

#### Election of Executive Committee Members

11.3 The elected members of the Executive Committee shall, save for the Chief Executive Officer (who shall be appointed by the Executive Committee), be elected every four years at the Extraordinary Four-annually General Meeting as provided for in *clause 9.2* and *clause 10*.

#### Co-option of the Executive Committee Members

11.4 The elected members of the Executive Committee shall have the power to co-opt the deputy president and no more than three (3) vice presidents.

11.4.1 The elected members of the Executive Committee shall co-opt the deputy president whenever a vacancy or disqualification of the position arise or within a reasonable time after the Elected Executive Committee have been elected at the Extraordinary Four-annually General Meeting.

11.4.2 The elected members of the Executive Committee shall co-opt a vice president whenever the need arise. A vice president co-opted, shall be co-opted for a specific time period or for the duration of a specific task.

#### Executive Committee's powers & duties

11.5 The Executive Committee shall manage and control the business and affairs of the Union, who may exercise all such powers of the Union as are not, by the constitution, required to be exercised by the Union in General Meetings, subject however to the provisions of the constitution and such regulations as may

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lawfully be prescribed by the Union in General Meetings, provided that no regulation adopted by the Union in General Meetings shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been adopted.

11.6 Without derogating from the general wide scope of the powers and competence of the Executive Committee in terms of *clause 11.4*, the Executive Committee shall have specific powers to:-

11.6.1 delegate powers and duties of the Executive Committee to the Management Committee or to one or more members of the Executive Committee (including the Chief Executive Officer) or to any other committees of the Union;

11.6.2 make, amend and repeal regulations in relation to the business and affairs of the Union, and to prescribe the rules and procedures relating to the execution of the activities, duties and functions of the Executive Committee and any organs of the Union that are subordinate to the Executive Committee, provided that such regulations, rules and procedures shall not be in conflict with the constitution or any regulations prescribed by the Union in General Meeting;

11.6.3 appoint the Chief Executive Officer and to settle the terms of his/her appointment and to terminate his/her services in appropriate cases;

11.6.3.1 The Chief Executive Officer shall be responsible for managing the day to day affairs of the Union in terms of such powers as may be delegated to him by the Executive Committee, which delegation may at any time be modified or revoked. The Chief Executive Officer shall be responsible to appoint all employees, agents, contractors and consultants of the Union, in consultation with the Executive Committee. In addition

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the Chief Executive Officer shall formally act as the Secretary of the Union.

- 11.6.4 conduct the affairs of the Union generally to the best of the ability of the Executive Committee, whether personally or through the Chief Executive Officer or the Management Committee or through any committee of the Union, provided that such conduct shall at all times fall within the objects and powers of the Union;
  - 11.6.5 prepare a report in respect of the activities and affairs of the Union during the preceding financial year of the Union for submission to the Annual General Meeting;
  - 11.6.6 nominate delegates to represent the Union on the South African Rugby Union or any other organization to which the Union may be affiliated or have an interest in;
  - 11.6.7 approve or reject nominations for the offices of life members and honorary members;
  - 11.6.8 nominate the 'B' trustees to the board of trustees of the Golden Lions Rugby Sports Trust;
  - 11.6.9 recommend directors to be appointed on the Board of Ellis Park Stadium (Pty) Ltd. and to the board of any other institution so required from time to time.
- 11.7 All lawful resolutions adopted, and all lawful rules, procedures and regulations prescribed, by the Executive Committee shall, until revoked or rescinded by the Executive Committee or the Union in General Meeting, bind all members of the Union and all organs of the Union that are subordinate to the Executive Committee.
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- 11.8 The Executive Committee shall meet from time to time at such times and places as the activities of the Union may require or as may be determined by the President.
- 11.9 Proper Minutes shall be kept of the proceedings of each meeting of the Executive Committee, which shall before the next meeting be circulated among the members of the Executive Committee.
- 11.10 The Executive Committee may assign such functional responsibilities to Vice Presidents as the Executive Committee may determine from time to time. Each Vice President shall from time to time report to the Executive Committee, and where pertaining to Amateur Rugby also to the Chairmen's Council, on the business and affairs of his designated functional responsibility, which reports shall be in such format and at such intervals as the Executive Committee may determine from time to time.
- 11.11 Decisions binding - All lawful resolutions of the Executive Committee of the Union shall be binding on all Members of the Union until revoked or rescinded by the Executive Committee.
- 11.12 The elected members of the Executive Committee have the power to co-opt the one deputy president and no more than three (3) vice presidents.
- 11.13 Retiring elected members of the Executive Committee shall be eligible for re-election, subject to *clause 10*.

#### Disqualification of an Executive Member

- 11.14 If an member of the Executive Committee:
- 11.14.1 shall be absent without leave of absence from 3 (three) successive meetings of the Executive Committee; or
  - 11.14.2 is permanently disabled; or
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11.14.3 is taken up in the management of any other rugby union or an entity related thereto save for a proper nomination as stipulated in *clause 11.6.6*; or

11.14.4 is sequestrated or found guilty of a crime of which dishonesty forms an element; or

11.14.5 is removed from post in terms of a proper disciplinary hearing;

such member shall be deemed to have vacated office *ipso facto*.

11.15 Notwithstanding the aforesaid, if a motion of no-confidence is taken against an elected member at an Extraordinary General Meeting called for this purposes, the member of the Executive Committee shall also deemed to have vacated his/her office *ipso facto*.

#### Vacancies of an Elected Executive Committee Member

11.16 Vacancies occurring among elected members of the Executive Committee between Extraordinary Four-annually General Meetings shall be filled by election at an Extraordinary General Meeting (See *clause 9.3*) called specially for that purpose.

#### Term of Members of the Executive Committee

##### Elected Executive Committee Members

11.17 Save in the case of a vacancy or the disqualifications (See *clauses 11.14, 11.15 and 11.16*) of an elected member of the Executive Committee, an elected member of the Executive Committee shall hold office until closing of the next Extraordinary Four-annually General Meeting.

##### Co-opted Deputy President of the Executive Committee

11.18 Save in the case of a vacancy or the disqualifications (See *clauses 11.14, 11.15 and 11.16*) of a co-opted Deputy President of the Executive Committee, a co-

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opted Deputy President of the Executive Committee shall hold office until closing of the next Extraordinary Four-annually General Meeting.

Co-opted Vice Presidents (No more than three)

11.19 Save in the case of the disqualifications (See *clause 11.14*) of a co-opted vice president of the Executive Committee, a co-opted vice president of the Executive Committee shall hold office for a period as determined by the elected Executive Committee.

#### Meetings of the Executive Committee

11.20 A quorum for meetings of the Executive Committee shall be 4 (four) of the persons referred to in *clause 10.1* personally present at the commencement of the meeting concerned. Meetings of the Executive Committee shall be chaired by the President, or failing him either of the Deputy Presidents or any Vice President present and appointed as such by the meeting concerned.

11.16 A resolution in writing, signed by all the members of the Executive Committee of the Union for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

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## **12 THE MANAGEMENT COMMITTEE(S)**

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The Union shall have a Management Committee composed and functioning on the following basis:

- 12.1 The Management Committee shall consist of the President, the Deputy Presidents, the Chief Executive Officer and any of the Vice Presidents elected by the Executive Committee.
- 12.2 The Management Committee shall have the function to manage the day to day affairs of the Union in terms of such powers as shall be delegated to the Management Committee by the Executive Committee.
- 12.3 The Management Committee shall meet from time to time at such times and places as the affairs of the Union may require or as may be determined by the President. A quorum for meetings of the Management Committee shall be any 3 (three) members thereof.
- 12.4 Meetings of the Management Committee shall be chaired by the President, or failing him either of the Deputy Presidents or Vice Presidents.
- 12.5 All resolutions of the Management Committee shall be adopted by majority vote provided that in the event of an equality of votes the chairman of the meeting shall have a casting vote.
- 12.6 Proper minutes shall be kept of the proceedings of each meeting of the Management Committee, which shall before the next meeting be circulated among the members of the Management Committee and the Executive Committee.

## **13 THE CHAIRMEN'S COUNCIL**

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13.1 The Union shall have a Chairmen's Council, which shall consist of:-

13.1.1 the members of the Executive Committee, ex officio;

13.1.2 the ordinary members as represented by their chairmen, ex officio, or other duly authorized delegate;

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13.1.3 any employee, ex officio, by the nature of their position, as recommended and approved by the Executive Committee;

provided that no delegate referred to in *clauses 13.1.2 to 13.1.3* shall be entitled to attend a meeting of the Chairmen's Council, unless he/she has submitted his principal's due written nomination of him/her as the principal's representatives to the Chief Executive Officer of the Union, whereupon he/she shall be eligible and entitled to attend the meeting(s) for which he/she shall have been authorized, and to present his/her principal thereat until his nomination lapses or is withdrawn.

13.2 The Chairmen's Council shall:

13.2.1 act as the planning, development and decision-making body of the Union in relation to Amateur Rugby;

13.2.2 approve regulations in relation to the affairs of the Amateur Rugby not inconsistent with the constitution made by the Union in General Meeting or the Executive Committee, to amend and repeal such regulations, subject to ratification thereof by the Executive Committee, provided that no act of the Chairmen's Council in terms of any regulation properly made, shall be invalid by virtue of the non-ratification thereof by the Executive Committee;

13.3 Meetings of the Chairmen's Council may at any time be called:

13.3.1 by the President;

13.3.2 by the President on the written request of at least 3 (three) members of the Chairmen's Council;

13.3.3 by notice to members of the Chairmen's Council, such notice to reach the addressees at the latest 5 (five) days before the date set for the meeting concerned, if not delivered personally and by hand.

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13.4 A quorum for meetings of the Chairmen's Council shall be 12 (twelve) of the persons entitled to vote and referred to in *clause 13.1*, personally present at the commencement of the meeting concerned.

13.5 The chairman of meetings of the Chairmen's Council:

13.5.1 shall be a member of the Executive Committee appointed by the Executive Committee, or in his absence, a chairman elected by the meeting concerned;

13.5.2 shall not have any voting rights at such meetings, provided that should an equality of votes occur at any meeting, the matter concerned shall be referred to the Executive Committee, whose determination shall bind the Chairmen's Council.

13.6 Proper minutes shall be kept of the proceedings at each meeting of the Chairmen's Council and shall before the next meeting be circulated amongst the members of the Chairmen's Council.

#### Sub Committees

13.7 In order to promote the efficient conduct of their business and affairs, the divisions of the Union may from time to time, either of their own accord or at the instance and request of the Executive Committee, form committees and assign such duties thereto as may be determined by the Executive Committee. All committees shall consist of one or more of the members of the Executive Committee and/or the Chairmen's Council, and may include other persons who have suitable specialist skills and experience.

13.8 The Committees referred to in *clause 13.7* shall have such powers as shall from time to time be delegated to them by the Executive Committee, which powers may at any time be revoked or modified by the Executive Committee.

13.9 Committees referred to in *clause 13.7* shall:-

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13.9.1 convene at such times and venues as the Executive Committee may determine; and

13.9.2 keep proper minutes of all proceedings at their meetings.

13.10 The Committees shall execute their businesses and affairs within:-

13.10.1 the policy framework of the Union as from time to time determined by General Meetings;

13.10.2 the parameters of powers delegated to them; and

13.10.3 the annual budgetary and business plan constraints of the Committee concerned, as determined by the Executive Committee in consultation with the Golden Lions Rugby Sports Trust.

## **14 HONORARY AND LIFE MEMBERS**

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14.1 The Union shall have:

14.1.1 a maximum of 6 (six) life members; and

14.1.2 a maximum of 30 (thirty) honorary members

who shall hold office in terms of the provisions of this constitution.

14.2 Life members and honorary members shall surrender their membership and shall vacate their offices when they:

14.2.1 leave the jurisdictional area permanently; or

14.2.2 are taken up in the management of any other rugby union or an entity related thereto; or

14.2.3 join any other rugby union or an entity related thereto.

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- 14.3 Life members and honorary members shall only be elected at an Extraordinary General Meeting called for that purpose, provided that the candidates shall be elected with a 2/3 (two thirds) majority of the members present and eligible to vote.
- 14.4 Nominations for the offices of life members and honorary members shall be done *mutatis mutandis* in accordance with the provisions of *clause 10.3* subject to the approval thereof by the Executive Committee in terms of *clause 11.6.7* above.
- 14.5 Life members and honorary vice presidents shall be entitled to such privileges as determined in this constitution or, in the absence thereof, as may be determined by the Executive Committee from time to time.

## **15 SUB-COMMITTEES AND AD HOC COMMITTEES**

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- 15.1 The Executive Committee may delegate in writing any of its powers which may in law be delegated, to sub- or ad hoc committees established from time to time for a specific purpose and for a specific period of time, which committees shall be administered, accounted for and controlled under the auspices of the Union.
- 15.2 Sub-committees of the Executive Committee shall consist of such member or members of the Executive Committee as the Executive Committee deems fit. Ad hoc committees of the Executive Committee, established from time to time, may consist of persons who need not be members of the Executive Committee.
- 15.3 Any sub-committee or ad hoc committee so appointed shall, in the exercise of the powers so delegated, conform to any instructions and/or restrictions given to or imposed on it by the Executive Committee.
- 15.4 Meetings of Committees- A sub-committee or ad hoc committee of the Executive Committee of the Union may meet and adjourn as it thinks proper. The majority of the members constituting any such committee of the Union shall constitute a quorum for any meeting of such committee. Issues arising at any meeting of any
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committee of the Union shall be determined by a majority of votes of the members present and voting, and in the case of an equality of votes the Chairperson shall have a second or casting vote, provided he has exercised his deliberative vote.

## **16 FINANCES AND BOOKKEEPING**

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- 16.1 The financial year of the Union shall end on 31 December each year.
  - 16.2 The Executive Committee shall open such bank accounts and/or savings accounts with such banking or other financial institutions in the name of the Union as the Executive Committee may determine, and shall procure that all funds of the Union shall be deposited therein without delay.
  - 16.3 All cheques or other instruments of payment (duly supported by properly completed and signed requisitions in accordance with the provisions of the relevant regulations), agreements and other legal acts to which the Union shall be a party, shall be signed, made or executed, as the case may be, on behalf of the Union, by 2 (two) persons duly authorised thereto by the Executive Committee.
  - 16.4 The Executive Committee shall procure that all business transactions of the Union shall duly and regularly be recorded in the books of account of the Union.
  - 16.5 The Annual General Meeting shall annually appoint an auditor to the Union and shall determine his remuneration. The procedure to be followed for the appointment of an auditor shall be determined in the regulations.
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## **17 BORROWING POWERS AND SPECIAL AUTHORISATION**

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- 17.1 The borrowing powers of the Union shall be limited to the extent of the total assets of the Union, which shall include the aggregate of membership or affiliation fees which may from time to time be payable to the Union, unless a General Meeting of the Union otherwise resolves.
- 17.2 The alienation or encumbrance of any immovable property of the Union constituting more than half of the value of the total assets of the Union shall be subject to the approval of a simple majority of a General Meeting of the Union called specially for such purpose.

## **18 REVISION / REPEAL OF RESOLUTIONS**

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- 18.1 Save for the Union, the Executive Committee and the Chairmen's Council's powers to make, amend or to repeal any regulations from time to time, a resolution of the Executive Committee, the Chairmen's Council or the Union may be revised or repealed by resolution adopted by the requisite majority at a duly convened meeting of the meeting at which the resolution concerned originally had been adopted, provided that the Union in a General Meeting may with prior notice and by resolution repeal or revise any resolution of any subordinate organ of the Union.

## **19 QUALIFICATIONS OF OFFICE BEARERS**

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- 19.1 No employee of the Union may stand for nomination, or election to any post, new or vacant, on any committee of the Union or committees under the jurisdiction of the Union.
- 19.2 An Employee may only be appointed to such committee by the express approval of the Executive Committee, who may devolve any such powers as it deems necessary.
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- 19.3 Save for the Chief Executive Officer, no employee of the Union who serves on any committee of the Union shall have any voting rights at meetings of such committee, unless otherwise confirmed by the Executive Committee as stipulated in *clause 19.2* above.
- 19.4 Save for representation of the auditor of the Union on an audit committee of the Union, no member of any committee of the Union shall act as auditor of the Union.

## **20 EXCLUSION OF LIABILITY AND INDEMNITY**

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- 20.1 Neither the Union nor the members of the Executive Committee shall be responsible or may be held liable for any loss, damage or injury including consequential losses, suffered by or caused to any person or property anywhere on or about the Union's property or premises, whether or nor such loss, damage or injury is occasioned by any act or omission of the Union or the members of the Executive Committee or anyone else for whose actions they or any of them would be liable in law, or by reason of *vis major, casus fortuitus*, rain or other water, riots, strikes, theft or burglary with or without forcible entry, or by reason of any condition on or off the grounds of the Union or any building structures, or any defective facilities of the Union or by any other cause of whatsoever nature and howsoever arising.
- 20.2 Each member of the members the Union shall, at all times hold the Union indemnified against and harmless from and shall in no manner whatsoever seek to hold any of them liable for any injury, loss or damage suffered by such member of the members of the Union, as a result of personal injury or patrimonial loss arising directly or indirectly from any activity organised under the auspice of the Union or any other whatsoever activity of the Union whether or not such injury, loss or damage can attributed directly or indirectly to negligence
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of whatsoever nature or degree on the part of the Union and/or any of their officials, employees and/or agents.

## **21 NOTICES**

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- 21.1 All notices of the Union shall be given by hand, or by post or by electronic communication to members of the Union at their addresses registered in the members' register of the Union. Any required period of notice shall not include the day upon which such notice was dispatched.
- 21.2 A meeting of the Union shall, subject to contrary provisions of the constitution, be called by at least 21 (twenty one) days' written notice to the persons entitled to such notice. The notice shall furnish the place, day and hour of the meeting, and in the event of special matters, the general nature thereof, in a manner as determined by the Executive Committee.
- 21.3 An General Meeting of the Union shall, notwithstanding that it is called by shorter notice than provided for in *clause 9.4.1* hereof, be deemed to have been duly called if it is so agreed by all persons attending the meeting and entitled to vote thereat, provided that the number of persons thus agreeing constitute not less than seventy – five per cent (75%) of all persons entitled to attend and vote at the meeting concerned.

## **22 AMENDMENTS TO THE CONSTITUTION**

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- 22.1 The constitution of the Union or any part thereof as contained herein shall not be rescinded, added to or amended, save by a resolution, adopted by a majority of two thirds of the members of the Union, entitled to vote, present at an Annual General Meeting or at an Extraordinary General Meeting of members for which due and proper notice has been given.
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- 22.2 The quorum for the meeting shall be members personally present or represented representing 75% (seventy five per cent) of all members entitled to vote.
- 22.3 Notice of the intention to rescind, add to or amend the Constitution, shall be given in writing, by the intending mover thereof, to the Union not later than 21 (twenty one) days prior to the date fixed for such meeting. The Secretary of the Union shall give written notice of the intended amendment, rescission or addition to all its members referred to in *clause 9.1.3*, at least 14 (fourteen) days prior to the date of the relevant meeting.
- 22.4 Each amendment or substitution of the Constitution, together with the Notice, Agenda and Minutes of the General meeting where such decision was taken, shall be lodged with the Registrar of Companies and a copy of any amendment shall also be submitted to the Commissioner of Inland Revenue for purposes of Section 30 of the Income Tax Act, or as amended.

### **23 DISSOLUTION OF THE UNION**

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- 23.1 In the case of a proposal for the dissolution of the Union the Executive Committee shall at least 21 (twenty one) days prior to the date of the Annual General Meeting of Extraordinary General Meeting notify all members of the proposal to dissolve, and shall simultaneously give written notice of the date and place of the meeting to consider the proposal for dissolution.
- 23.2 The quorum for the meeting shall be members personally present or represented representing 75% (seventy five per cent) of all members entitled to vote.
- 23.3 The Union shall be dissolved by a majority vote of two thirds of the members of the Union, entitled to vote, present at an Annual General Meeting or at an Extraordinary General Meeting of members for which due and proper notice has been given.
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23.4 At the General Meeting where it was voted for the dissolution of the Union, one (1) or more liquidators shall be appointed to take possession of the assets of the Union and to administer the liquidation of its estate. The liquidator(s) shall sell such assets by public auction, public tender or private treaty as may be necessary to settle the debts of the Union. The balance of the assets of the Union shall thereupon be paid and/or delivered to an organisation or association with the same or similar objects as the objects of the Union, and the Executive Committee subject to clause [7.5](#) shall nominate organisation or association.

## **24 GENERAL**

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24.1 A copy of this Constitution and any rules and regulations and of any rescinding, addition or amendment thereto or new rule or regulation effected from time to time shall be available for the inspection of members upon request to the Secretary.

**READ, APPROVED AND ADOPTED ON THIS \_\_\_<sup>TH</sup> DAY OF MAY 2007 AT JOHANNESBURG.**

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President: Prof. J Ferreira

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Secretary: Mr. P Buys

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