

**CONSTITUTION  
OF THE  
VARSITY OLD BOYS RUNNING CLUB**



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## ANNEXURE A (ROLE DESCRIPTIONS)

## 1 NAME

The name of the club is Varsity Old Boys Running Club referred to henceforth as K-Way VOB Running Club for the duration of the K-Way sponsorship agreement where after it will revert back to Varsity Old Boys Running Club.

## 2 DEFINITIONS

2.1 In this Constitution, unless the context otherwise indicates,

- (1) “**Act**” means the Income Tax Act, 1962;
- (2) “**Club**” means Varsity Old Boys Running Club duly constituted in terms of this Constitution;
- (3) “**Committee**” means the committee of the Club comprising the Committee Members;
- (4) “**Committee Member**” means a member of the Committee, elected in terms of section 17 of this Constitution;
- (5) “**Day**” means a calendar day;
- (6) “**Disciplinary Action**” means the cancellation or suspension of a Members membership, or any other disciplinary action which the Disciplinary Panel deems necessary to impose on a Member in terms of section 20;
- (7) “**Disciplinary Panel**” means the panel appointed in terms of section 19;
- (8) “**Member**” means a member as defined in section 8 of this Constitution;
- (9) “**Member in good standing**” means a member of the Club:
  - (a) who is not serving a period of suspension as a consequence of Disciplinary Action being taken against him/her in terms of section 20; and
  - (b) whose subscription for the current year is fully paid-up;
- (10) “**Post**” means by ordinary mail to the last known address of the member, or sending by e-mail to the last known e-mail address, or informing by telephone or the collection from the club and notice shall be deemed to have been given two days after the date on which the notice is posted;
- (11) “**Special Resolution**” means a resolution passed by the Members by at least 75% of the voting rights able to be exercised at an annual general meeting, or a special general meeting of the Club;

words in the singular number include the plural, and words in the plural number include the singular, where the context so indicates.

### **3 LEGAL PERSONALITY**

3.1 The Club shall have legal personality and shall, through its authorised representatives:

- (1) have an independent existence;
- (2) be entitled to acquire, encumber or dispose of movable or immovable property;
- (3) be entitled to enter into legal transactions and to institute or defend legal proceedings.

3.2 The Club shall continue in existence notwithstanding changes in the composition of its membership or office- bearers.

### **4 OBJECTIVES**

4.1 The objects objectives of the Club are the following:

- (1) to develop and foster the sport of athletics amongst its Members;
- (2) to encourage its Members to participate in athletics at all levels;
- (3) to provide coaching and facilities to enable Members to participate at all levels;
- (4) to represent the interests of its Members at all levels;
- (5) to promote non-racialism and combat unfair discrimination at all levels;
- (6) to promote the development of athletics amongst Members of previously disadvantaged communities.

### **5 MEANS OF ACHIEVING THE OBJECTIVES**

5.1 In order to achieve the objectives of the club, it may:

- (1) be affiliated to any body if such affiliation could assist it in pursuing and attaining its objectives;
- (2) employ such persons as are appropriate to the needs and resources of the Club;
- (3) enter into any contracts and/or acquire such assets which will serve the purpose of achieving those objectives.

### **6 ASSETS OF THE CLUB AND NON-PROFIT OBJECTIVE**

6.1 The Club shall not engage in any transaction with a view to the pecuniary gain or profit of its Members.

6.2 No Members shall have any personal claim on the income or property of the club or make any profit out of her or his membership, save where such Member is also a duly-appointed and salaried employee of the Club.

6.3 The Club shall conduct its financial affairs through a banking account.

## **7 INCOME TAX STATUS**

7.1 The Club is a recreational club as contemplated in section 30A read with section 10(1)(cO) of the Act and approved as such by the South African Revenue Service. To ensure the retention of this status, this Constitution will at all times be applied such that:

- (1) there will at all times be at least three persons, who are not connected persons in relation to each other, who accept the fiduciary responsibility of the Club;
- (2) no single person will directly or indirectly control the decision making powers of the Club;
- (3) the activities of the Club will be carried out in a non-profit manner;
- (4) no surplus funds will be directly or indirectly distributed to any person other than as contemplated in 7.2 below;
- (5) the Club will not pay remuneration to any person which is excessive, having regard to what is generally considered reasonable in relation to the services rendered, nor may any remuneration be determined as a percentage of any amounts received by or accrued to the Club;
- (6) membership will be annual or seasonal and no member will be allowed to sell their membership rights or any entitlement in terms of their membership rights.

7.2 On dissolution the Club will transfer its assets and funds to:

- (1) any other recreational club approved under section 30A of the Act; or
- (2) any public benefit organisation contemplated and approved in terms of section 30 of the Act.

7.3 Any business undertaking or trading activity of the Club will be integral and directly related to the provision of amenities and facilities to members, will be carried out substantially on a cost recovery basis and will not result in unfair competition to taxable entities.

## **8 MEMBERS**

8.1 Any person who subscribes to the objectives of this constitution and who agrees to abide by the rules and regulations of the Club may apply for ordinary membership of the Club.

8.2 An application for ordinary membership shall be submitted to the secretary, on such membership application form as may be prescribed by the Committee from time to time.

8.3 The appropriate subscription for the current membership year shall accompany the application form.

8.4 The Committee shall have the right to refuse any application for ordinary membership in its entire discretion and shall not be required to furnish reasons for its action.

8.5 The rights, duties and privileges of membership shall only become effective after payment of the relevant annual subscription fee.

- 8.6 An honorary life Member shall be a person proposed by the Committee and who has been so elected at an Annual General Meeting of the Club on the grounds of outstanding service to the Club or to the sport of athletics.
- 8.7 All Members will be entitled to annual membership, which runs from 1 January to 31 December of any given year.
- 8.8 Members are prohibited from transferring the rights or entitlements afforded to them by virtue of their membership to any other party.

## **9 CLUB COLOURS**

9.1 The Club kit to be worn by Members when competing in official events shall consist of:

- (1) A top approved by the Club from time to time which shall:
  - (a) consist of royal blue and white vertical stripes, each to be 4.5cm wide;
  - (b) display an image of the Club "Running Man" logo; and
  - (c) display the Club name;
- (2) Royal blue bottoms, provided that if:
  - (a) it is a requirement of any principal sponsor of the Club that the logo and/or the Club name be removed from the vest so as not to conflict with its own logo and/or name; and
  - (b) the general membership of the club believes that this is in the best interest of the Club,

then the provisions in 9.1(1) and 9.1(2) above shall be waived for the period of such sponsorship.

9.2 It is mandatory for all Members to be appropriately attired in the Club Colours as described in section 9.1 above when competing in all official events. The Sanction for any Member who fails to do so shall be the following:

- (1) a first time offender shall be given a written warning;
- (2) a second offense may result in the offending Member being placed on probation; and
- (3) any subsequent offense in the same year may result in the offending Member being suspended or have the renewal of their membership for the following year denied, at the sole discretion of the Disciplinary Panel.

## **GENERAL MEETINGS OF THE CLUB**

### **10 ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

- 10.1 A meeting of the Club may be either the Annual General Meeting or a Special General Meeting.
- 10.2 Notice of the date, time and place for all meetings shall be posted to each Member at least seven days before the meeting.
- 10.3 A Special General Meeting may be convened at the written request of at least 25 Members of the Club or by four Committee Members. The request to convene a Special General Meeting shall state the business to be considered at the meeting.
- 10.4 All meetings of the Club shall be presided over by the Chairperson of the Club.
- 10.5 In the absence of the Chairperson, all the powers and duties of the Chairperson shall devolve on the Vice-Chairperson and if the Vice-Chairperson too is absent, then the said power and duties shall devolve on the Secretary, in whose further absence the said power and duties shall devolve on a member elected by the remaining members of the meeting, during such absence.
- 10.6 The presiding officer at any meeting shall have both a deliberative and a casting vote.

### **11 QUORUM FOR GENERAL MEETINGS OF THE CLUB**

- 11.1 The quorum for a meeting shall be 25 Members of the Club.
- 11.2 In the absence of the required quorum at any meeting, the meeting shall be adjourned. Notice shall thereafter be given to all the Members of the Club of the date and time on which the meeting shall be reconvened, which shall not be less than seven days and not more than 21 days after the meeting at which a quorum was not reached. When the meeting reconvenes, it shall conduct all business which was on the agenda for the initial date regardless of the existence or not of a quorum.

### **12 VOTING AT GENERAL MEETINGS**

- 12.1 Only Members in good standing may vote at any General Meeting of the Club.
- 12.2 Voting shall be by:
  - (1) show of hands;
  - (2) if the meeting so decides, by ballot; and
  - (3) Members may vote electronically provided it is done on the Club's secure network.
  - (4)
- 12.3 Except where otherwise provided in this Constitution all matters determined by vote shall be decided by a majority of those present.

### **13 ANNUAL GENERAL MEETING**

- 13.1 An Annual General Meeting of the Club shall be held each year and not more than 18 months shall elapse between such meetings.
- 13.2 The Committee for the ensuing year shall be elected at the Annual General Meeting.
- 13.3 The agenda for the Annual General Meeting shall include:
- (1) the notice of the meeting;
  - (2) register and apologies;
  - (3) minutes of the previous;
  - (4) Annual and Special General Meetings;
  - (5) the Chairperson's report;
  - (6) the audited annual financial statements;
  - (7) recommendations from the committee;
  - (8) election of the Committee;
  - (9) appointment of the auditor;
  - (10) motions; and
  - (11) general.
- 13.4 Any motions submitted to the Secretary by no later than two days prior to the meeting shall be considered.

### **THE COMMITTEE**

#### **14 TERM OF OFFICE OF COMMITTEE MEMBERS**

- 14.1 The Committee shall serve until the completion of the next Annual General Meeting.
- 14.2 Any person shall cease to be a Committee Member if:
- (1) that Member ceases to be a Member of the Club;
  - (2) that Member is no longer a member in good standing;
  - (3) that Member is excluded or suspended from the Club;
  - (4) that Member tenders a resignation in writing and such resignation is accepted by the Committee; or



- (5) that Member misses two consecutive Committee meetings without advancing good cause and/or without giving notice of such non-attendance to the Secretary, and, after having received written notice from the Secretary, misses a further meeting.

## **15 FUNCTIONS OF THE COMMITTEE**

15.1 The functions of the Committee shall be the following:

- (1) to convene meetings of the Club;
- (2) to deal with matters of urgency;
- (3) to co-opt any Member of the Club to assist the Committee in carrying out any role or duty expressed in Annexure A of this Constitution;
- (4) to conduct, generally, the affairs of the Club, save in respect to any matters listed on the Reserved Matters list;
- (5) to create and constitute such sub-committees as may be necessary for the better running of the affairs of the Club, which sub-committee shall report directly to the Committee;
- (6) to open such accounts as are necessary for the better conducting of the affairs of the Club and to nominate the Members who are permitted to draw upon such accounts;
- (7) to make, amend and suspend rules and regulations for the Club in terms of section 22 hereof;
- (8) to recommend the annual subscription, payable by the Members of the Club; and
- (9) to maintain discipline within the Club, subject to section 18 and 19 of this Constitution;
- (10) to employ coaches and/or other staff required for the furthering of the objects of the Club.

## **16 MEMBERS OF COMMITTEE**

16.1 The Committee shall consist of the following Members:

- (1) Chairperson
- (2) Vice Chairperson
- (3) Club Captain
- (4) Vice-Club Captain
- (5) Treasurer
- (6) Race Convener

- (7) Secretary
  - (8) Such additional members as the Club decides, at a General Meeting, are necessary for the efficient running of the Club.
- 16.2 The positions of Chairperson and Vice-Chairperson shall be filled by separate persons. The Chairperson and Vice-Chairperson may not hold any other position referred to in section 16.1.
- 16.3 Upon the resignation of a Committee Member, or a Committee position becoming vacant for whatever reason, the Committee shall notify the Members of such resignation and request nominations from the Members to fill the vacant position. Such notification shall be made within two weeks of the resignation by posting to the Club's official web site and by email notification to all Members. The Committee shall also post such notice in the clubhouse.
- 16.4 A person co-opted to the Committee shall not have the right to vote, as a Committee Member, in addition;
- (1) co-opted persons may not exceed more than one third of the Members of the Committee membership;
  - (2) only Members of the Club may be co-opted to the Committee;
  - (3) the term of office of a co-opted person shall not exceed that of the Committee.
- 16.5 No officer of the Club shall serve more than five consecutive years on the Committee. However, an officer having served five consecutive years on the Committee may make themselves available for re-election should there be no candidates from the membership willing to stand for election. This will continue on a year to year basis.

## **17 NOMINATION AND ELECTION OF COMMITTEE MEMBERS**

- 17.1 Nomination for any position referred to in section 16.1 shall be in writing and be signed by at least two Members in good standing at the time of nomination. Such nominations should also be accepted in writing by the nominee and be handed to the Chairperson before the Annual General Meeting of each year.
- 17.2 No nomination shall be required in respect of Committee Members who make themselves available for re-election. All Committee Members shall be deemed to have been nominated for re-election unless any such Committee Member shall have notified the Chairperson, in writing, before the meeting of his/her intention not to seek re-election.
- 17.3 Any Member nominated for position referred to in section 16 or any Committee Member seeking re-election in terms of section 17.2 shall have his/her nomination declared invalid if, on the 30 November of that year he/she was not a member in good standing.
- 17.4 Where only one valid nomination has been received by the Chairperson before the Annual General Meeting in respect of any particular position on the Committee, such nominee(s) shall be declared duly elected by the Chairperson at the Annual General Meeting.

- 17.5 Where more than one valid nomination has been received by the Chairperson before the Annual General Meeting in respect of any particular position on the Committee, the Chairperson shall put the matter to the Annual General Meeting for decision by a vote of the meeting.
- 17.6 In the event of no valid nomination having been received in respect of one or more of the positions referred to in section 16.1, the Annual General Meeting shall have the right to fill such vacancy subject to the following:
- (1) the Chairperson shall call for nominations in respect of each such vacancy;
  - (2) any person nominated shall be a Member in good standing; both the proposer and seconder shall be Members in good standing;
  - (3) the Chairperson shall not accept any nomination unless the member so nominated indicates that he/she is prepared to accept nomination, or if absent from the General Annual Meeting, has previously so indicated in writing;
  - (4) if not more than one valid nomination is received in respect of any vacancy or not more than two valid nominations in respect of the additional Members in the event of all these positions being vacant, the Chairperson shall declare such nominee(s) duly elected;
  - (5) if more than one valid nomination is received in respect of any vacancy or more than two valid nominations in respect of the additional Members in the event of these positions being vacant, the Chairperson shall put the matter to the meeting for decision by a vote of the meeting.
- 17.7 In the event of a vacancy occurring on the Committee during its term of office the Committee shall fill such vacancy by calling a Special General Meeting for that purpose.
- 17.8 If the Committee calls a Special General Meeting to fill a vacancy such a course of action shall comply with the procedures, set out in this section 17, except that:
- (1) the purpose of such Special General Meeting shall be clearly set out in the notice thereof; and
  - (2) the closing date for nominations shall be seven days prior to the date of the Special General Meeting.
- 17.9 In the event of an officer being removed from office by a Special General Meeting, duly constituted for that purpose, such meeting shall be entitled to fill the resulting vacancy in terms of the provisions of this section 17.
- 17.10 Any Member appointed to fill a vacancy on the Committee shall hold office until the next Annual General Meeting subject to the provisions of this Constitution.

## **18 MEETINGS OF THE COMMITTEE**

- 18.1 All meetings of the Committee shall be presided over by the Chairperson. In the absence of the Chairperson, all the powers and duties of the Chairperson shall devolve on the Vice-

Chairperson, in whose further absence the said power and duties shall devolve on a Member elected by the remaining Members of Committee, during such absence.

- 18.2 The Chairperson may convene a meeting of the Committee whenever she or he deems it necessary.
- 18.3 The Chairperson shall sign every approved amendment to this Constitution, a copy of which shall be contained in the Club's Minute Book.
- 18.4 Meetings of the Committee shall be held regularly, but no less than four times during any Committee's normal term of office.
- 18.5 Notice of Committee meetings shall be given to all its Members by the Secretary.
- 18.6 The quorum for a meeting of the Committee shall be one half of the Committee.
- 18.7 Every decision of the Committee shall require a vote, with a simple majority of the Members present voting in its favour.
- 18.8 A meeting of the Committee shall also be convened at the request of the Chairperson or four of its Members.
- 18.9 In the event of a matter of urgency arising between meetings of the Committee, such matter may be attended to by the Chairperson, in conjunction with any or all of the Committee members affected by such decision; provided that any action taken or decision taken shall be ratified by the Committee at the next meeting of the Committee, failing which any decision taken shall lapse.
- 18.10 In the absence of the required quorum at any Committee meeting, the business of the meeting may be conducted without the necessary quorum, provided that the minutes of the meeting are posted to all the Members of the Committee within seven days of the meeting. On posting such matters as are reflected in the said minutes shall be considered to have been dealt with by the Committee. In the event that the said minutes are not posted timeously such meeting shall be considered to have not been held and all decisions taken thereat shall be void.
- 18.11 Any Member of the Committee may, within 14 days object to any decision taken at a meeting where the required quorum was not present, in which event a meeting shall be held within 14 days to reconsider that decision. In the event of the meeting not being held within 14 days of the objection being received the decision shall lapse. In the event of there again not being a quorum, the meeting shall be adjourned until such time as a quorum can be obtained.

## **DISCIPLINARY MATTERS**

### **19 THE DISCIPLINARY PANEL**

- 19.1 The Disciplinary Panel shall be constituted on an ad hoc basis and shall consist of three Members nominated by the Chairperson and approved by the majority of the Committee provided that neither the Chairperson nor Vice-Chairperson may be on the Disciplinary Panel.
- 19.2 The functions of the Disciplinary Panel shall be to:

- (1) address and/or investigate any complaints from Members or allegations of misconduct or abuse of Club rules by any other Member;
- (2) convene disciplinary meetings; and
- (3) to take such Disciplinary Action against Members as it deem necessary, subject to section 20 of this Constitution.

## **20 TERMINATION OF MEMBERSHIP AND/OR REMOVAL OF COMMITTEE MEMBER**

- 20.1 The decision to discipline may be taken by the Disciplinary Panel against any Member failing to comply with or contravening this Constitution, any regulations or rules of the Club, any resolutions adopted and rulings made by the Club or the Committee, any contract entered into by the Club, or rules of the sport of athletics; and in general, to take such steps against any Member, whose actions, or lack of action in its sole opinion are/is detrimental to the best interests of the Club and the sport of athletics.
- 20.2 The Club Secretary shall inform a Member concerned of any complaint against him/her and call for any explanation or representations in writing he/she may wish to make to the Disciplinary Panel.
- 20.3 The Disciplinary Panel may by majority vote discipline a Member as they deem necessary, including the cancellation or suspension for an indefinite period of such Members membership (**Disciplinary Action**).
- 20.4 Any such decision shall be conveyed by the Club Secretary to the Member concerned in writing within 72 (seventy-two) hours of such decision, setting out in full the reasons for the Disciplinary Action.
- 20.5 Any Member against whom Disciplinary Action has been taken shall have the right to request that the matter be heard by the Chairperson within three weeks of the date of the notice whereby he/she was informed of such Disciplinary Action. The purpose of such meeting shall be to confirm, to amend or to cancel the Disciplinary Action taken against such Member.
- 20.6 Any Member wishing to exercise his/her right to request an appeal before the Chairperson as provided for in this Constitution shall do so in writing to the Disciplinary Panel within three days of receiving written notice of the Disciplinary Action taken against them.
- 20.7 The Committee shall not take steps to fill any vacancy on the Committee resulting from the termination or suspension of a Members membership, until such time as that member's right in terms of section 20.6 has lapsed or a meeting before the Chairperson as requested by such Member has been held.
- 20.8 Any award which may be made by the Chairperson shall be final and binding on the Parties.

## **21 SUBSCRIPTIONS**

- 21.1 An annual subscription payable by all Members of the Club, eligible to pay a subscription, may be fixed and varied by the Committee.

- 21.2 All subscriptions levied shall be subject to the approval of the Club in a General Meeting.
- 21.3 Any Member who fails to pay the subscription or any other debt to the Club with the time period laid down by the Committee shall be regarded as not being in good standing and shall cease to enjoy the rights of membership to the club until such debt is paid.

## **22 FINANCIAL MATTERS**

- 22.1 The financial year of the Club shall run from 1 January to 31 December every year.
- 22.2 The Chairperson in co-operation with the Treasurer will ensure that a bank account for the Club is opened and maintained during the duration of the Club's existence.
- 22.3 All monies received on behalf of the Club will be deposited into the Club bank account.
- 22.4 There shall be two authorised signatories at all times whose signatures shall be required in order to draw funds from the Club bank account.
- 22.5 The two authorised signatories shall be the:
- (1) Chairman; and
  - (2) Treasurer.
- 22.6 Should any of the positions for the authorized signatories become vacant for whatever reason on the Committee, the Committee shall by special resolution appoint a substitute from the Committee Members to hold the position until such a time that the position on the Committee has been filled.
- 22.7 The Committee shall ensure that an auditor is appointed for every financial year.
- 22.8 The Chairperson in co-operation with the Treasurer shall ensure that for every Annual General Meeting a financial report, including the budget for the new financial year is prepared and presented at the Annual General Meeting.
- 22.9 The appointed auditor shall, at the Committees discretion audit the financial report presented at the Annual General Meeting and such audited statements shall be circulated to all Members within four months of the end of the financial year.

## **23 RULES AND REGULATIONS**

- 23.1 The Committee may make such by-laws for the Club as it deems to be in the best interest of the control and management of the Club.
- 23.2 The Committee may, in the interests of the Club, amend or suspend the by-laws.
- 23.3 Any by-laws made or the amendment or suspension of by-laws by the Committee shall not be inconsistent with this Constitution and are subject to the approval of the Club by special resolution.

## **24 CONSTITUTION**

- 24.1 A copy of the Club's approved Constitution shall be kept in the Club's Minute Book.
- 24.2 Any amendment to this Constitution shall be done in accordance with the provisions of this Constitution.
- 24.3 After the amendment has been approved it shall be entered in the copy of the Constitution in the Minute Book of the Club under the signature of the Chairperson of the Club.

## **25 DISSOLUTION OF THE CLUB**

- 25.1 Should the Club be unable to achieve the objectives for which it was formed, the decision to dissolve the Club will be taken in accordance with the provisions of this Constitution.
- 25.2 Should such a decision be taken, the meeting shall appoint a receiver, who may or may not be a Member of the Club, to wind up the affairs of the Club.
- 25.3 Once the receiver has finalised the winding up of the Club, it shall cease to exist.
- 25.4 Any asset remaining after all the Club's liabilities have been met must be transferred to another non-profit organisation having similar objectives.

## **26 RESERVED MATTERS**

- 26.1 Despite anything to the contrary in this Constitution, no decision which deals with a matter set out in clause 26.2 below, whether that decision must be made by the Committee or the Members shall be valid and binding, except if the Members have passed a special resolution for that decision.
- 26.2 The matters in respect of which the provisions contained in clause 26.1 above shall apply are the following:
  - (1) the making of any material amendments or alterations to the Club's Constitution or constitutional documents;
  - (2) the dismissal of the Club's auditors and/or the appointment of different auditors;
  - (3) the changing of the Club's financial year;
  - (4) the changing of the name of the Club;
  - (5) the changing of the Club colours;
  - (6) the changing of the Running Man Logo;
  - (7) the proposal of incurring any unbudgeted expenditure that is outside the ordinary course of operations of the Club which exceeds R100 000 in any one financial year;
  - (8) the increase/decrease of the subscription fee payable by Members;

- (9) the proposal of a levy, in addition to the annual subscription fee payable by Members;
- (10) the entry into (or termination) by the Club, of any material partnership, association, or collaboration;
- (11) any proposal that the Club be wound-up or dissolved;
- (12) the entry into by the Club of any contract, liability or commitment which has a duration in excess of 12 months or is outside the ordinary scope of the Club's objectives;
- (13) any decisions relating to the conduct (including the settlement) of material legal proceedings to which the Club is a Party.

This is the official Constitution of Varsity Old Boys Running Club, and includes amendments in terms of the directive of the Members given at the Annual General Meeting of the Club held on \_\_\_\_\_ at \_\_\_\_\_.

Signed \_\_\_\_\_

Name of Chairperson \_\_\_\_\_

AT CAPE TOWN ON THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 2016