

Summary of amendments to the Constitution of Varsity Old Boys Running Club

New section reference	Old section reference	Description	Amendments
1	1	Name	No substantive changes.
2	2	Definitions	<p><u>The following definitions have been included:</u></p> <ul style="list-style-type: none"> (1) “Act” means the Income Tax Act, 1962; (2) “Committee” means the committee of the Club comprising the Committee Members; (3) “Committee Member” means a member of the Committee, elected in terms of section 17 of this Constitution; (4) “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; (5) “Disciplinary Panel” means the panel appointed in terms of section 19; (6) “Member in good standing” means a member of the Club: <ul style="list-style-type: none"> (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; and

			(7) “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.
3	3	Legal personality	No substantive changes.
4	4	Objectives	<u>The following objective of the Club was included:</u> “to promote the development of athletics amongst Members of previously disadvantaged communities.”
5	5	Means of achieving objectives	No substantive changes.
6	6	Assets of the Club and non-profit objective	No substantive changes.
7	none	Income tax status	<u>New section included:</u> 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;

			<p>(4) no surplus funds will be directly or indirectly distributed to any person other than as contemplated in 5.2 below;</p> <p>(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;</p> <p>(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.</p> <p>7.2 On dissolution the Club will transfer its assets and funds to:</p> <p>(1) any other recreational club approved under section 30A of the Act; or</p> <p>(2) any public benefit organisation contemplated and approved in terms of section 30 of the Act.</p> <p>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.</p>
8	7	Members	<p><u>The following provisions have been included:</u></p> <p>(1) The appropriate subscription for the current membership year shall accompany the application form.</p> <p>(2) All Members will be entitled to annual membership, which runs from 1 January to 31 December of any given year.</p> <p>(3) Members are prohibited from transferring the rights or entitlements afforded to them by virtue of their membership to any other party.</p>

9	8	Club colours	<p><u>Section 9.1(2)(b) has been amended as follows:</u></p> <p>9.1 The Club kit to be worn by Members when competing in official events shall consist of:</p> <p>(2) Royal blue bottoms, provided that if:</p> <p>(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</p> <p>(b) the Committee <u>general membership of the club</u> believes that this is in the best interest of the Club,</p> <p>then the provisions in Error! Reference source not found. and 0 above shall be waived for the period of such sponsorship.</p> <p><u>The following provision has been added:</u></p> <p>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:</p> <p>(1) a first time offender shall be given a written warning;</p> <p>(2) a second offense may result in the offending Member being placed on probation; and</p> <p>(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.</p>
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10	9	Annual general meetings and special general meetings	No substantive changes.
11	10	Quorum for general meetings of the Club	No substantive changes
12	11	Voting at general meetings	<p><u>Section 12.1 amended as follows:</u></p> <p>12.1 Only members of the Club <u>Members in good standing</u> may vote at any General Meeting of the Club.</p> <p><u>Section 12.2 amended to include:</u></p> <p>“Members may vote electronically provided it is done on the Club’s secure network.”</p>
13	12	Annual general meeting	Section 13.3 amended to include “the Chairperson’s report” on the agenda for the Annual General Meeting.
14	13	Term of office of the Committee Members	Section 14.2 amended to provide that any person shall cease to be a Committee Member if “that Member is no longer a member in good standing”.
15	14	Functions of the Committee	<p><u>Section 15.1, relating to the functions of the Committee, amended as follows:</u></p> <p>(3) to co-opt any member of the Club to the committee either generally or for a special purpose <u>Member of the Club to assist the Committee in carrying out any role or duty expressed in Annexure A of this Constitution;</u></p> <p>(4) to conduct, generally, the affairs of the Club, <u>save in respect of any matters listed</u></p>

			<p><u>on the Reserved Matters list:</u></p> <p><u>The following provision was removed:</u></p> <p>“In the event of a vacancy on the Committee, the Committee may transfer the functions entrusted to the absent member to one or more of the remaining members of the Committee or to a co-opted member.”</p>
16	15	Members of the Committee	<p>Section 16.1 amended to include the “Secretary” as a Member of the Committee.</p> <p><u>Section 16.3 amended as follows:</u></p> <p>“Any vacancy on the Committee may be filled at a meeting of the Club or by co option. 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.”</p> <p><u>Section 16.4 amended as follows:</u></p> <p>16.4 A person co-opted to the Committee shall <u>not</u> have all the rights, including the right to vote, of <u>as</u> a Committee Member, <u>in addition</u>;</p> <ol style="list-style-type: none"> (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.

			<p><u>The following provision has been removed:</u></p> <p>“No member of the committee shall simultaneously be an employee of the club”.</p> <p><u>The following provision has been added:</u></p> <p>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.</p>
17		Nomination and election of Committee Members	<p><u>New section included:</u></p> <p>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.</p> <p>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.</p> <p>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.</p> <p>17.4 Where only one valid nomination has been received by the Chairperson before the</p>

			<p>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.</p> <p>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.</p> <p>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:</p> <ol style="list-style-type: none"> (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
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			<p>to the meeting for decision by a vote of the meeting.</p> <p>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.</p> <p>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:</p> <p>(1) the purpose of such Special General Meeting shall be clearly set out in the notice thereof; and</p> <p>(2) the closing date for nominations shall be seven days prior to the date of the Special General Meeting.</p> <p>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.</p> <p>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.</p>
18	16	Meetings of the Committee	No substantive changes.
19	17	The Disciplinary Panel	<p><u>New section included:</u></p> <p>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.</p> <p>19.2 The functions of the Disciplinary Panel shall be to:</p>

			<p>(1) address and/or investigate any complaints from Members or allegations of misconduct or abuse of Club rules by any other Member;</p> <p>(2) convene disciplinary meetings; and</p> <p>(3) to take such Disciplinary Action against Members as it deem necessary, subject to section 20 of this Constitution.</p> <p><u>The above mentioned section 19 has replaced the following provision, which has been removed:</u></p> <p>“The Committee shall have the power to take such steps as it may deem fit against any member.”</p>
20	17	Termination of membership and/or removal of Committee Member	<p><u>New section added:</u></p> <p>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.</p> <p>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.</p> <p>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).</p>

			<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>20.8 Any award which may be made by the Chairperson shall be final and binding on the Parties.</p> <p><u>The above mentioned section 20 has replaced the following provisions, which have been removed:</u></p> <p>(a) The Committee shall have the power to take such steps as it may deem fit 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</p>
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			<p>detrimental to the best interests of the Club and the sport of athletics.</p> <p>(b) The Committee may delegate its powers in terms of this paragraph to a committee, established from time to time, or for a specific purpose.</p> <p>(c) The Committee may issue rules as to the procedures to be observed in the conduct of hearings, the right to appeal and other matters which it deems necessary or expedient to achieve the objectives of this paragraph.</p> <p>(d) The term such steps shall include expulsion, suspension and reprimand.</p>
21	18	Subscriptions	No substantive changes.
22	19	Financial Matters	<p><u>The following provisions were included:</u></p> <p>22.1 The financial year of the Club shall run from 1 January to 31 December every year.</p> <p>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.</p> <p>22.3 All monies received on behalf of the Club will be deposited into the Club bank account.</p> <p>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.</p> <p>22.5 The two authorised signatories shall be the:</p> <p>(1) Chairman; and</p> <p>(2) Treasurer.</p>

			<p>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.</p> <p>22.7 The Committee shall ensure that an auditor is appointed for every financial year.</p> <p>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.</p> <p>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.</p>
23	20	Rules and regulations	<p><u>Section 23.3 amended as follows:</u></p> <p>“Any by-laws made <u>or the amendment or suspension of by-laws</u> by the Committee shall not be inconsistent with this Constitution <u>and are subject to the approval of the Club by special resolution.</u>”</p>
24	21	Constitution	<p><u>Section 24.2 amended as follows:</u></p> <p>“Any amendment to this Constitution shall be considered only at a General Meeting of the Club done in accordance with the provisions of this clause Constitution.”</p> <p><u>The following provisions were removed:</u></p> <p>(1) At least seven days notice must be given of the meeting at which an amendment of this Constitution will be considered.</p>

			<p>(2) The quorum of the meeting at which an amendment to the Constitution is to be considered shall be the same as for meetings subject to paragraph 10 hereinabove.</p> <p>(3) Any amendment to this Constitution requires a vote in favour thereof of at least two thirds of the members present and voting at the meeting.</p>
25	22	Dissolution of the Club	<p><u>Section 25.1 included:</u></p> <p>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.</p> <p><u>The abovementioned section 25.1 has replaced the following provisions, which have been removed:</u></p> <p>(a) Should the club be unable to achieve the objectives for which it was formed, the committee shall call a general meeting for the sole purpose of deciding whether to continue with the club.</p> <p>(b) At least 14 days notice of such meeting shall be given and the notice shall state the purpose of the meeting.</p> <p>(c) At such meeting a decision may be taken by two-thirds of those present to dissolve the club.</p>
26	none	Reserved matters	<p><u>New section included:</u></p> <p>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.</p>

			<p>26.2 The matters in respect of which the provisions contained in clause 0 above shall apply are the following:</p> <ol style="list-style-type: none"> (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
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			<p>a duration in excess of 12 months or is outside the ordinary scope of the Club's objectives;</p> <p>(13) any decisions relating to the conduct (including the settlement) of material legal proceedings to which the Club is a Party.</p>
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