



BRIMSTONE
INVESTMENT CORPORATION LIMITED



ITHEKO SPORT ATHLETIC CLUB

CONSTITUTION

(As amended on 8 December 2024)

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A) PREAMBLE

a. The sport of running is deemed to have significant capacity to contribute to nation building and to promote healthier societies and communities. In order to achieve this it is necessary to transform the structures within which running is organised at National, Provincial and Club level as well as to spell out in clear and unequivocal terms the constitutional basis for membership of running clubs throughout South Africa. This, in turn, must contribute significantly to the national imperatives of nation-building. This goal clearly compels all clubs to develop and adopt organisational imperatives for membership that embrace the ideals of membership being open to all regardless of ethnicity, age, gender, political or religious affiliation. Any action that contradicts these goals will be deemed to be divisive and contrary to the spirit of nation building whether this spirit is reflected or not in the constitutions of the national and provincial structures that govern the sport of running or of the clubs that fall within their jurisdiction.

b. ITHEKO SPORT ATHLETIC CLUB is a non-profit running club that falls within the jurisdiction of Western Province Athletics (WPA) which in turn is mandated by Athletics South Africa (ASA) to administer and control the sport within the Western Cape Province of South Africa. It follows that the thrust of this

constitution must be supportive of the goals of WPA, ASA and the national imperatives described above. Where conflict between this constitution and that of WPA or ASA emerges or where this constitution is silent on issues affecting the club or its members, then the constitutions of the controlling bodies will take precedence. The Constitution of the Republic of South Africa, however, is the ultimate determinant.

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1. CHAPTER 1: INTRODUCTION

1.1. DEFINITION OF TERMS: In this entire Constitution, the following shall apply:

1.1.1. "Administrator" means the Administration Commissioner as provided for in clause 2.1.1.6;

1.1.2. "ASA" means Athletics South Africa;

1.1.3. "Athletics" means the disciplines of road running, cross country running (including trail running), track & field sports and race walking;

1.1.4. "Chairperson" means the relevant Chairperson of the Council and/or a Commission, save where it refers to the chairperson of a specific meeting;

1.1.5. "Club" or "Itheke" or "Itheke SAC" means the Itheke Sport Athletic Club;

1.1.6. "Clubhouse" means the premises where the club normally conducts its activities;

1.1.7. "Constitution" means the Constitution of Itheke SAC, as amended;

1.1.8. "Council" means the Governing Council referred to in clause 2.1;

1.1.9. "Days" mean calendar days;

1.1.10. "Member" mean members of the club;

1.1.11. "Notice" means notification of a meeting or any other notification to members. Written notice may include post or

any other notification by electronic media. The period of notice shall be measured to include the day of sending notice to the day before the meeting or proceedings;

1.1.12. "President" shall mean the club president referred to in clause 2.1.1.1;

1.1.13. "Public Officer" means the club representative responsible for matters relating to the club under the various Tax Acts;

1.1.14. "SARS Commissioner" means the South African Revenue Services (SARS) Commissioner; and

1.1.15. "Sub-committees" means the sub-committees appointed in accordance with clause 2.3;

1.1.16. "The Act" means Income Tax Act No. 58 of 1962

1.1.17. "Voting members" means any member of the club 18 (eighteen) years and older;

1.1.18. "WPA" means Western Province Athletics, the provincial body of ASA;

1.1.19. Where applicable the male pronoun refers to all genders and the singular shall include the plural and vice versa.

1.2. NAME OF THE CLUB

1.2.1. The name of the club shall be ITHEKO SPORT ATHLETIC CLUB.

1.3. MISSION OF ITHEKO SPORT ATHLETIC CLUB

1.3.1. To develop a broad-based community of people focused on the development of a healthy lifestyle through the medium of running and walking.

1.4. OBJECTIVES OF ITHEKO SPORT ATHLETIC CLUB

- 1.4.1. To assist its members to develop healthy lifestyles through proven, well-structured and well implemented training programmes;
- 1.4.2. To assist its members to fulfil their athletic potential through proven, well-structured and well-implemented training programmes;
- 1.4.3. To provide input on nutrition, physical strength conditioning and other health-related topics in support of the enhancement of the members' quality of life; and
- 1.4.4. To maintain cohesion in the Itheko SAC community by developing and maintaining platforms for social interaction amongst its members.

1.5. MEANS OF ACHIEVING OBJECTIVES

- 1.5.1. In support of these objectives there is a need for the creation of clearly defined focus areas supported by appropriate structures. At this stage of Itheko SAC's development these focus areas are defined as:
 - 1.5.1.1. Athletic Development;
 - 1.5.1.2. Lifestyle guidance;
 - 1.5.1.3. Social interaction;
 - 1.5.1.4. Commercial activities; and
 - 1.5.1.5. Administration.

- 1.5.2. The management and organisation of these focus areas is by way of separate Commissions, headed up by appropriately skilled Commissioners and supported by administrative staff. Certain of these Commissions involve a significant range of activities which requires the existence of sub-structures to support these functions;
- 1.5.3. This approach creates the opportunity to involve a greater number of people in the management and organisation of the club. The structure to give effect to this is set out in Chapter 2; and
- 1.5.4. As club membership grows, further focus areas may be identified and require appropriate amendments to the club's management structure and Constitution.

2. CHAPTER 2: STRUCTURE AND ORGANISATION OF THE CLUB

2.1. GOVERNING COUNCIL

2.1.1. The governing body of the club requires the involvement of a wide range of appropriately skilled members. The Council will be composed of:

2.1.1.1. The Club President;

2.1.1.2. The Athletic Development Commissioner;

2.1.1.3. The Lifestyle Commissioner;

2.1.1.4. The Social Commissioner;

2.1.1.5. The Commercial Commissioner; and

2.1.1.6. The Administration Commissioner.

2.1.2. Each of the above posts will also have an elected deputy. The Council will thus consist of 12 (twelve) elected members;

2.1.3. Each of the above office bearers may only hold a single portfolio within the club's management structure;

2.1.4. Should any position within the Council become vacant during the 3 year term, the council must fill the vacancy within 60 days by means of adhering to all of the procedures as follows:

2.1.4.1. The Council must call for nominations from members.

2.1.4.2. The Council can only fill the vacancy from the nominated list.

2.1.4.3. A quorate Council meeting must consider the nominees and vote on the nominated candidates.

2.1.4.4. The successful candidate must receive at least 50% of the votes of the members of the Council present at the meeting.

2.1.5. A member of the Council appointed in terms of clause 2.1.4 shall hold office until the first AGM at which Council members are elected by the voting members.

2.2. KEY RESPONSIBILITIES OF GOVERNING COUNCIL MEMBERS

2.2.1. The Club President (including the Vice President) and the Commercial Commissioner shall not be connected persons to each other and together accept the fiduciary duties of the club.

2.2.2. The Club President

2.2.2.1. To represent the club in official interactions with external persons and/or organisations; and

2.2.2.2. To provide strategic direction and ensure that the commissions are functioning effectively to promote and fulfil the mission of the club.

2.2.3. The Athletic Development Commissioner

2.2.3.1. To ensure the optimal development of the athletic ability of all members, including novices, junior members, elite athletes, track and field athletes and other members.

2.2.4. The Lifestyle Commissioner

2.2.4.1. To assist members in their pursuit of a healthier lifestyle through the provision of guidance on nutrition, strength conditioning and other health-related topics.

2.2.5. The Social Commissioner

2.2.5.1. To engender and enhance club spirit, loyalty and bonding through the organisation of events and selected post-race refreshments.

2.2.6. The Commercial Commissioner

2.2.6.1. To ensure the financial viability and sustainability of the club and the funding of its operations.

2.2.6.2. The Commercial Commissioner shall serve as the Public Officer of the club.

2.2.7. The Administration Commissioner

2.2.7.1. To implement professional administration in accordance with good corporate governance and to communicate with members effectively.

2.2.8. Commissions shall function independently and shall report to the Council on their activities.

2.3. SUB-COMMITTEES OF COMMISSIONS

2.3.1. Sub-Committees of Commissions which reflect the support needed for wider-ranging involvement by the broad membership of the club shall be nominated by the Commissioners and ratified by the Council;

2.4. EMPLOYEES

2.4.1. In recognition of the growing administrative burden and the obligation to exercise prudent control over finance and corporate governance, paid employees may be appointed

by Council. In filling these vacancies, the Council must ensure that the Labour Relations Act No. 66 of 1995 is adhered to.

2.5. STANDING COMMITTEE

2.5.1. The following standing committee shall exist for the purpose stated:

2.5.1.1. Standing Committee on Disciplinary Matters

2.5.1.2. The Committee will consist of 4 (four) members elected at the AGM and shall hold office for a period of 3 (three) years.

3. CHAPTER 3: MEMBERSHIP AND MEMBERS' FEES

3.1. DEFINITION OF MEMBERSHIP

3.1.1. The members of the club shall be all those who are already members at the date of adoption of this Constitution and all persons who are subsequently admitted to membership of the Club;

3.1.2. Applications for membership shall be considered from any person who is not disqualified or suspended by either ASA or WPA or any other body governing athletics. Any person desirous of becoming a member shall submit the relevant application form to the Administration Commissioner; and

3.1.3. The liability of a member shall be limited to the amount of his annual membership fees and any other amount which he may owe to the club.

3.2. CATEGORIES OF MEMBERSHIP

3.2.1. There shall be the following Categories of members:

3.2.2. Ordinary members, Student members, Junior members, Social members and Life members.

3.3. DEFINITIONS OF CATEGORIES

3.3.1. Ordinary members shall be those members of the club not falling into any of the classes below;

3.3.2. Student members shall be those members of the club older than 19 (nineteen) years of age and studying full-time at a recognised University or College for tertiary education;

3.3.3. Junior members shall be those members of the club who are 19 (nineteen) years of age or younger as at 31 December of the applicable year of membership;

3.3.4. Social members shall be those members of the club who choose not to obtain a WPA licence.

3.4. LIFE MEMBERS

3.4.1. Life members shall be entitled to all the privileges of membership of the club but shall not be required to pay any membership fee. The conferring of life membership shall be an exceptional event and will require extraordinary service over a significant period of time as an athlete, an administrator or both. Such appointment must be motivated at the AGM and will be by popular acclaim of a majority of those members present in a secret ballot.

3.5. MEMBERS FEES

3.5.1. Members' fees shall be proposed annually by the Commercial Commissioner and approved by the Council.

3.5.2. Annual members fees for existing members shall be due and payable on or before 01 January of any calendar year;

3.5.3. Should any member fail to pay any fees when due, the member shall after:

3.5.3.1. 1 (one) month, automatically cease to be a member in good standing and shall automatically forfeit his rights to attend, speak, call for or vote at any meeting of the club. These

restrictions shall continue until the member has brought their members fees fully up to date;

- 3.5.3.2. 3 (three) months, automatically cease to be a member;
- 3.5.3.3. Life members shall not be required to pay members fees; and
- 3.5.3.4. Council may decide if and when to discount members fees for members joining later in the year.
- 3.5.3.5. Members are prohibited from selling their membership rights or any entitlement thereof.

3.6. CESSATION OF MEMBERSHIP

- 3.6.1. A member shall cease to be a member of the club if the member:
 - 3.6.1.1. Resigns in writing to the Administration Commissioner.
 - 3.6.1.2. Is expelled from the club; and
 - 3.6.1.3. The members fees is outstanding for a period of more than 3 (three) months.

3.7. DISCIPLINARY MATTERS

- 3.7.1. The Standing Committee on disciplinary matters contemplated in clauses 2.5.1.1 and 3.8 (hereinafter referred to as "the Disciplinary Committee") shall investigate any complaint received by the club in writing accusing any member of misconduct (whether on or outside the premises of the club) which is or was:
 - 3.7.1.1. Injurious or contrary to the objects, best interests, character or reputation of the club;

- 3.7.1.2. Contrary to the Constitution of the club;
- 3.7.1.3. Offensive or objectionable to any member or group of members; and
- 3.7.1.4. Improper, dishonest or unsportsmanlike.
- 3.7.2. The Disciplinary Committee shall inform the member concerned of the misconduct of which the member has been accused within 7 (seven) days of the matter being reported in writing to the Disciplinary Committee;
- 3.7.3. Should the member be accused of a serious misconduct (which includes but not limited to assault, theft and other criminal offences), the Disciplinary Committee may suspend the member until he has appeared before it and the said committee has reached a decision;
- 3.7.4. The Disciplinary Committee shall grant the member an opportunity to appear before it to explain the member's conduct and/or lead evidence in rebuttal of the conduct of which the member is accused;
- 3.7.5. In the event of the Disciplinary Committee finding a member to have been guilty of conduct of the nature described herein, it shall have the power and if deemed appropriate, to:
 - 3.7.5.1. Reprimand the member;
 - 3.7.5.2. Levy a fine not exceeding R1000 (one thousand Rand) on the member;

- 3.7.5.3. Suspend the member from enjoying the privileges of membership of the club for a period not exceeding 1 (one) year; and
- 3.7.5.4. Expel the member from the club.
- 3.7.6. A member appearing before the Disciplinary Committee at a disciplinary hearing as contemplated herein shall be entitled to legal representation (at his own cost, regardless if the member is acquitted) and/or be assisted by another member who consents to assist the accused member. The member shall have the right to call witnesses;
- 3.7.7. In the event of a fine being levied upon a member, the member shall pay the fine to the club within a period not exceeding 30 (thirty) days after the member is informed of the decision of the Disciplinary Committee, failing which the member shall automatically be suspended from membership of the club until the fine is paid in full;
- 3.7.8. Any member of the Disciplinary Committee who may be personally involved in conduct of which a member is accused or is unable for any other reason to participate in an unbiased, fair and reasonable inquiry, shall recuse himself from the Disciplinary Committee for the duration of the hearing concerned and the remaining members shall have full authority to proceed with the hearing;

- 3.7.9. The member will have the right of appeal to the Council for a review or mitigation of sanctions imposed by the Disciplinary Committee;
- 3.7.10. Appeal and the review thereof must take place within 14 (fourteen) days of the decision being available to the member and the Council's decision made known within a further 7 (seven) days of the appeal;
- 3.7.11. There will be no further right of appeal within the club;
- 3.7.12. Any member of the Council who may be personally involved in conduct of which a member is accused or is unable for any other reason to participate in an unbiased, fair and reasonable review, shall recuse himself from the deliberations by the Council on the issue; and
- 3.7.13. The Council may, in accordance with the rules of WPA, refuse to grant any member not in good standing with the club a clearance certificate to join another club affiliated to ASA.

3.8. THE DISCIPLINARY COMMITTEE

- 3.8.1. The Disciplinary Committee will be elected at the AGM and will comprise at least 4 (four) members in good standing. Such members need not necessarily be members of any of the formal club structures but must carry the necessary status, knowledge and experience for their decisions to be seen as equitable, reasonable and capable of being respected.

4. CHAPTER 4: ADMINISTRATION

4.1. PROCEEDINGS OF GOVERNING COUNCIL MEETINGS

- 4.1.1. The Council shall meet at least 4 (four) times per annum to dispense with club matters;
- 4.1.2. The Administration Commissioner shall inform the Council members at least 14 (fourteen) days in advance of the date, place and time of the Council meeting via email or other appropriate effective means (the notice);
- 4.1.3. All Council members may email the Administration Commissioner within 3 (three) days of receipt of the notice items which the Council member wishes to place on the Agenda;
- 4.1.4. The Administration Commissioner shall within 7 (seven) days prior to the Council meeting email the Council members the Agenda for the meeting; and
- 4.1.5. Proper minutes shall be taken by the Administration Commissioner.

4.2. QUORUM FOR GOVERNING COUNCIL MEETINGS

- 4.2.1. The quorum for a Council Meeting shall be more than 50% of the elected Council members;
- 4.2.2. No Council meeting shall take place without the Administration Commissioner present or another person appointed by the Council to fulfil the secretarial role for the meeting;

- 4.2.3. The Chairperson of the Council meeting shall be the club President, or in his absence, the Deputy President. Should neither the club President nor the Deputy President be present, then the chairperson shall be a Council member nominated and seconded by other Council members present; and
- 4.2.4. It is mandatory for Council members to submit apologies (with compelling reasons) timeously to the Administration Commissioner should he not be able to attend.

4.3. VOTING AT GOVERNING COUNCIL MEETINGS

- 4.3.1. All decisions that are taken by the Council may only be taken at a duly quorated Council meeting;
- 4.3.2. Each member of the Council shall only have 1 (one) vote;
- 4.3.3. The Chairperson of the Council meeting shall read out the resolution/s to be voted on as described on the agenda where-after Council members present shall vote either for or against;
- 4.3.4. The members shall vote via a show of hands which shall be recorded by the Administration Commissioner;
- 4.3.5. Should there be an even number of votes for and against, then the chairperson shall have a casting vote;
- 4.3.6. The results shall be recorded by the Administration Commissioner; and
- 4.3.7. Voting via proxy shall be allowed.

4.4. PROCEEDINGS AT COMMISSION MEETINGS

- 4.4.1. Each Commission will be comprised of the Commissioner and a Deputy, and the representative of the sub-committee (as appropriate);
- 4.4.2. The Administration Commissioner shall assist each Commission with regards to legal, administrative and secretarial aspects where applicable;
- 4.4.3. All Commissions shall meet separately to dispense with matters within their specific portfolios;
- 4.4.4. The Commission Administrator shall inform Commission members at least 7 (seven) days in advance of the date, place and time of the Commission meeting via email or other appropriate effective means (the notice);
- 4.4.5. All Commission members may, within 3 (three) days of receipt of the notice items, email the Commission Administrator items which he wishes to be placed on the agenda;
- 4.4.6. The relevant Commission Administrator shall then within 3 (three) days prior to the Commission meeting email the Commission members the agenda for the Commission meeting which shall include, but not be limited to the following items:
 - 4.4.6.1. Adoption of previous minutes;
 - 4.4.6.2. Resolutions to be discussed and voted on; and
 - 4.4.6.3. Status report of the Commission.

4.5. COMMISSIONS TO REPORT TO GOVERNING COUNCIL

4.5.1. Each Commission shall provide a written report to the Council (the report) not less than 7 (seven) days in advance of the Council meeting, dealing with the following:

4.5.1.1. Progress of their portfolios; and

4.5.1.2. Finances.

4.6. FUNDING FOR COMMISSIONS

4.6.1. Operational funds for each Commission is set aside according to the annual budget; and

4.6.2. Should any Commission require additional funding, the relevant Commissioner may submit a well-motivated written request to the Council via the Commercial Commissioner.

4.7. SALARIED EMPLOYEES

4.7.1. Salaried employees of the club shall be appointed by the Council.

4.7.2. Salaried employees must be paid a fair market salary reasonable for this sector.

4.7.3. Employees may not be remunerated as a percentage of any amounts received or accrued to the club.

4.8. PROCEDURES AT ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

- 4.8.1. An Annual General Meeting (AGM) shall take place once a year where *inter alia*, members of the club may interact with the Council and Commissions, and where new office bearers are voted in;
- 4.8.2. The AGM shall be held within 4 (four) months after the club's financial year end;
- 4.8.3. Written notice of the AGM stating the date, time and place of the meeting, shall be sent to all members at least 30 (thirty) days before the date set for the meeting;
- 4.8.4. Matters for inclusion on the agenda at the meeting for which resolution by the members is required shall be submitted, in writing, by any member, to the Administration Commissioner not less than 21 (twenty-one) days before the date of the meeting;
- 4.8.5. The agenda for the AGM shall be sent to the members at least 14 (fourteen) days before the day fixed for the said meeting;
- 4.8.6. A quorum for the AGM shall be 50 voting members in good standing present at the meeting;
 - 4.8.6.1. The business of the AGM shall be:
 - 4.8.6.2. Administration Commissioner to read the notice convening the meeting and confirm that notice of the meeting was properly given;

- 4.8.6.3. Welcome to the members by the President;
- 4.8.6.4. Apologies;
- 4.8.6.5. To receive, consider and approve the minutes of any Special General Meeting which might have been held in the past year;
- 4.8.6.6. To receive, consider and approve the minutes of the last AGM;
- 4.8.6.7. To receive and consider the report of the President;
- 4.8.6.8. To receive and consider the audited Annual Financial Statements for the preceding financial year and the report of the Commercial Commissioner and Auditor;
- 4.8.6.9. Election of all Office Bearers for the Governing Council.
- 4.8.6.10. Election of life members;
- 4.8.6.11. Election of club auditor;
- 4.8.6.12. Standing Committees as appropriate; and
- 4.8.6.13. Annual budget to be tabled at AGM for information and discussion.

4.9. SPECIAL GENERAL MEETINGS

- 4.9.1. The Council may summon a Special General meeting at any time. It shall further summon a Special General meeting on receipt by the Administration Commissioner of a written request from at least 50 voting members in good standing, stating the object of the meeting;
- 4.9.2. Written notice stating the purpose of a Special General meeting shall be sent by the Administration Commissioner, to

all members, at least 14 (fourteen) days before the day chosen for the meeting; and

- 4.9.3. Only the business stated in the notice may be discussed at such a meeting.

4.10. CHAIRPERSON AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- 4.10.1. The President and/or his Deputy, or in their absence, a Commissioner nominated and seconded by a fellow Commissioner, shall take the chair at Annual and Special General meetings of the club; and

- 4.10.2. In the absence of the all Council members, a Chairperson shall be appointed by an open vote of all members present.

- 4.10.3. All Annual and Special General meeting's shall be minuted by the Administration Commissioner. In the absence of the Administration Commissioner, a minute taker shall be appointed by the meeting Chairperson.

4.11. VOTING AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- 4.11.1. Quorum at an Annual General Meeting and Special General meetings shall be 50 voting members in good standing present at the meeting;

- 4.11.2. In the absence of the required quorum at an Annual General meeting or Special General 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 7(seven days) and not more than 21(twenty) 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.

- 4.11.3. Every voting member in good standing shall have 1 (one) vote.
- 4.11.4. All matters referred to Annual General Meetings and Special General meetings of the club shall be decided by a majority of votes of the voting members present, except as otherwise provided for in this Constitution;
- 4.11.5. By a simple majority of voting members present, the decision will be taken as to whether any item shall be by secret ballot;
- 4.11.6. Scrutineers to count the votes shall be appointed by the Council;
- 4.11.7. In the case of an equality of votes, there shall be a re-vote after further discussion of the matter:
- 4.11.8. If the votes are then still tied the chairperson shall:
 - 4.11.8.1. Adjourn the meeting for a period of 15 (fifteen) minutes after which a further vote shall be taken;
 - 4.11.8.2. If there is still equality of votes the meeting shall dispose of all other matters and then stand adjourned for 7 (seven) days;
 - 4.11.8.3. At the adjourned meeting, voting shall be determined by a show of hands;

- 4.11.8.4. In the case of an equality of votes there shall be a re-vote after further discussion of the matter;
- 4.11.9. If the votes are then still tied the chairperson shall:
- 4.11.10. Adjourn the meeting for a period of 15 (fifteen) minutes after which a further vote shall be taken;
- 4.11.11. If there is still equality of votes the chairperson shall make the final decision; and
- 4.11.12. Voting by proxy shall not be permitted.

4.12. ELECTION OF OFFICE BEARERS

- 4.12.1. Election of office bearers, which shall be that of the Council, shall take place at an Annual General meeting. Such appointees shall fulfil the role for 3 (three) consecutive years and shall retire at the end of that period. They will be eligible for re-election at subsequent AGM's for two additional consecutive 3(three) year terms;
- 4.12.2. Nominations with a proposer and seconder must take place in advance of the AGM and be organised in the following manner:
 - 4.12.2.1. The Administration Commissioner shall simultaneously post a notice on the club's notice board and on the club's website and notify members via e-mail calling for nominations 21 (twenty-one) days before the AGM;

- 4.12.2.2. Nominations signed by a proposer and seconder and countersigned by the nominee to signify acceptance are to be submitted to the Administration Commissioner;
- 4.12.2.3. A 1-page profile of the nominees compiled by nominees and their proposers outlining their suitability for the role must accompany the nomination and will be circulated to the members by the Administration Commissioner immediately after nominations close;
- 4.12.2.4. Nominations will close 7 (seven) days before the AGM;
- 4.12.2.5. The chairperson at the AGM shall advise the meeting of nominees for a specific position;
- 4.12.2.6. All proposers, seconders, and nominees should attend the AGM or SGM at which the voting will take place unless an apology has been submitted to the President;
- 4.12.2.7. Full motivation for the nomination shall be carried out from the floor by the proposer, who shall do so based on the pre-circulated credentials of the nominee;
- 4.12.2.8. In the event of there being 2 (two) or more nominations for the same position the outcome will be decided by a vote. A simple majority is sufficient to determine the successful candidate;
- 4.12.2.9. The nominees will recuse themselves from the meeting during the voting procedure;
- 4.12.2.10. The chairperson shall then put the nominations to a vote;

4.12.2.11. This process shall continue until all positions are filled; and

4.12.2.12. The Administration Commissioner shall minute each nomination from start to completion.

4.13. DISCLOSURE OF INTERESTS

4.13.1. Any member of the Council, sub-committees, standing committee, permanent employees, club auditor, who has a financial and/or other interest in any of the transactions and/or dealings of the club, shall so disclose that interest in writing to the Council and shall not vote on the matter at hand.

4.14. REMOVAL OF PERSONS FROM OFFICE

4.14.1. A member of the Council may be removed from office only through a Special General Meeting;

4.14.2. The criteria for removal shall be determined by the Standing Committee on Disciplinary Matters other than where criminal or similar issues are involved; and

4.14.3. Any member of any sub-committee may be removed from office by the respective Commissioner.

4.15. AMENDMENTS TO THE CONSTITUTION AND SCHEDULES

4.15.1. Any amendment to this Constitution shall be considered only at the Annual General Meeting or at a Special General Meeting of the Club in accordance with the provisions of this clause;

- 4.15.2. Any amendment to this Constitution requires a vote in favour thereof of at least 2/3 (two thirds) of the voting members present; and
- 4.15.3. After the amendment has been approved, the revised Constitution shall be posted on the club's website.

5. CHAPTER 5: GENERAL

5.1. FINANCIAL MATTERS

- 5.1.1. The club's financial year shall run from 1st January to 31 December and its audited accounts distributed with the AGM notice;
- 5.1.2. The club's finances shall be conducted by means of various bank accounts;
- 5.1.3. All club property, banking accounts and other investments shall be in the name of the Itheko Sport Athletic Club, or in the name of the particular sporting event, or other name as approved by the Council from time to time;
- 5.1.4. Withdrawal from banking and other accounts, electronic funds transfers shall require the signature or electronic approval of the Commercial Commissioner and another official delegated with this authority by the Council. In the absence of the Commercial Commissioner, the Commercial Commissioner will designate a signatory on his behalf.
- 5.1.5. Adequate insurance cover (as determined by the Commercial Commissioner in consultation with the Council) shall be effected on the club property and assets;
- 5.1.6. The financial records of the club shall be reviewed annually. The Independent Reviewer shall be appointed at the AGM;

- 5.1.7. Where the club engages in paid services from a member, these services must be pre-approved by the Commercial Commissioner.
- 5.1.8. The club may not transfer, directly or indirectly, any surplus funds to any person other than on the terms set out under paragraph 5.9. Dissolution of the Club.

5.2. TAX ADMINISTRATION

- 5.2.1. The club has been granted income tax exemption in terms of section 10 (1)(cN) of the Act. The Council will ensure that the club complies with the requirements of section 30 of the Act.
- 5.2.2. The club will abide by the following:
 - 5.2.2.1. No activity will directly or indirectly promote the economic self-interest of any member of the club, otherwise than by way of reasonable remuneration.
 - 5.2.2.2. The funds of the club will be used solely for the objects for which it was established. Refer to clause 1.3 and 1.4 of the Constitution.
 - 5.2.2.3. The President, Vice President and Commercial Commissioner ("fiduciary duty officers") will accept fiduciary responsibilities for the club. Should any of these positions be vacant, the Council will appoint another Council member to accept fiduciary responsibilities during the vacancy period. They will not be connected persons in relation to each other, and no

single person directly or indirectly controls the decision making powers of the club.

5.2.2.4. No funds will be distributed to any person, other than in the course of undertaking any approved club activities.

5.2.2.5. The club will not be party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as a part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the SARS Commissioner.

5.2.2.6. No club resources will be used, directly or indirectly, to support, advance or oppose any political party.

5.2.3. The Council must inform SARS in writing within 21 working days of any change in registered particulars (e.g. representative, change of name, address, fiduciary duty officers as per clause 5.2.2.3, office bearers, etc.).

5.2.4. The Council has delegated the Commercial Commissioner to be the club's representative with SARS.

5.3. POLICIES AND PROCEDURES

5.3.1. The Council shall have the power to make, alter or revoke policies or procedures for the regulation of the affairs of the club as may be from time to time found necessary, provided

such policies and procedures are not inconsistent with the Constitution and any other applicable legislation; and

- 5.3.2. All such policies and procedures shall be binding upon members until repealed by the Council or set aside by resolution of a General Meeting of the club.

5.4. CLUB INSIGNIA AND APPAREL

- 5.4.1. A quorate Council will determine the club's logo and/or any amendment of the logo;

- 5.4.2. The colours of the club shall be White, Black and Red;

- 5.4.3. The competition kit of the club may be amended in accordance with any agreement with a sponsor, subject to the appropriate rules of WPA and ASA;

- 5.4.4. The sponsorship agreement must be in writing, signed and legally enforceable before any logos/markings of the sponsor can be carried on the competition kit or on any club assets; and

- 5.4.5. Any changes to the competition kit for athletics shall be submitted to WPA for approval before being implemented.

5.5. SPONSORSHIP

- 5.5.1. The Council may at its discretion procure sponsorship for the club and the races and/or other races or events organised by the club and may, as a condition of any such sponsorship being extended or granted to the club, consent to the

sponsor's name being added to the name of the club or any of such races or events, either as a prefix or suffix;

5.5.2. All sponsorship agreements must be in writing, signed and legally enforceable before any logos/markings of the sponsor can be carried on the competition kit or on any club assets;

5.5.3. The club shall not procure sponsorships that promote gambling or the consumption of alcohol or nicotine products.

5.6. CLUB REPRESENTATION AND EXTERNAL RELATIONSHIPS

5.6.1. The club shall be represented in its dealings with the public, press, WPA, ASA and all persons external to the club only by the President/Deputy President or such representatives as may be appointed by the Council from time to time.

5.7. AWARDS

5.7.1. Awards for athletic performance, major contributions to club, administrative excellence or recognition of external party contributions (e.g. sponsors) will be made at the annual awards function which will be held no later than 3 (three) months after the end of the calendar year;

5.7.2. A sub-committee, namely the Awards Committee shall be appointed by the Council each year, no later than 1 October, to determine the recipients of the awards contemplated in clause 5.7.1; and

5.7.3. The various award categories and their respective selection criteria will be placed on the club's website.

5.8. REVENUE GENERATING VENTURES

5.8.1. The selection of service providers for any revenue generating activity of the club will be via a tender process.

5.9. ANNUAL CLUB RACE

5.9.1. The selection of the race organiser / events' management company for the club's annual race will be via a tender process which tender process will be conducted every 3 years.

5.9.2. The race organiser / events management company must produce the audited Financial Statements for the race within 3 (three) months of the race date.

5.10. DISSOLUTION OF THE CLUB

5.10.1. Should the club be unable to achieve the objectives for which it was formed, the Council shall call a General Meeting for the sole purpose of deciding whether to continue with the club. At least 14 (fourteen) days' notice of such meeting shall be given and the notice shall state the purpose of the meeting and those entitled to a vote. At the meeting, a vote may be taken to dissolve the club. A 75% (seventy five percent) majority is required to effect the decision;

5.10.2. Should such a decision be taken, the Council must wind up the affairs of the club within 90 (ninety) calendar days. Once the Council has finalised the winding up of the club, it shall cease to exist; and

- 5.10.3. Any asset remaining after all the club's liabilities have been met must be transferred to any of the following:
- 5.10.3.1. Another public benefit organisation or club which has been approved in terms of section 30 of the Act.
- 5.10.3.2. Any institution, board or body which is exempt from payment of income tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or
- 5.10.3.3. Any department of state or administration in the national or provincial or local sphere of government of the Republic contemplated in section 10(1)(a) or (b) of the Act.

5.11. AUTHORITY OF THE CONSTITUTION

- 5.11.1. Every member shall be bound by this Constitution enacted from time to time and shall, on request, be entitled to receive a copy of this Constitution;
- 5.11.2. The Constitution may be amended as follows:
- 5.11.2.1. Notice in writing of any proposed amendment to the Constitution shall be lodged with the Administration Commissioner;
- 5.11.2.2. On receipt of the proposed amendment to the Constitution, the Administration Commissioner shall immediately refer it to the Council for its immediate consideration;
- 5.11.2.3. No amendment to the Constitution shall be made except at an Annual General meeting or at a Special General meeting

called for that purpose, and then only if at least 2/3 (two thirds) of the voting members present, vote in favour thereof; and

5.11.2.4. In the event of a conflict between this Constitution and the rules/constitution of ASA, WPA, World Athletics or any other body governing the sport, the rules of such body shall prevail as appropriate to that sport.

5.12. INDEMNITY AND LIABILITY OF THE CLUB

5.12.1. Subject to the provisions of any relevant statute, members of the Council, sub-committees, standing committees and other office bearers are hereby indemnified by the club for all acts or omissions carried out by them in their *bona-fide* duties with the club; and

5.12.2. The club shall not be liable to any member for any loss or damage suffered by such member or his dependants due to any act or omission by another member, or by the office bearers, or any official acting for, or on behalf of the club.

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