



STELLENBOSCH

1904

**STELLENBOSCH GOLF CLUB
CONSTITUTION**

As amended and adopted at the Annual General Meeting held on 23 October 2024.



1. NAME

The name of the club is **Stellenbosch Golf Club**.

2. NUMBER OF MEMBERS

The club shall consist of at least 35 Full Members.

3. AIM OF CLUB

The aim of the Club is to promote, advance and encourage the game of golf by:

- 3.1 fulfilling the bona fide general objectives and functions of a Golf Club and Sports Club and by undertaking such activities as may be reasonably necessary and/or incidental to such objectives;
- 3.2 generally protecting the common interests of its members and taking all possible steps necessary to satisfy this aim;
- 3.3 arranging tournaments, competitions and championships for and on behalf of its members;
- 3.4 affiliating to one or more recognised Golf Unions and/or Golf Associations;
- 3.5 leasing and/or purchasing land and/or equipment suitable for the purposes and functions of the Club;
- 3.6 selling and dealing in liquor, tobacco, refreshments, foodstuffs, golfing equipment, apparel and other related products, as well as providing related services;
- 3.7 investing financial reserves, as envisaged in paragraph 4.5;
- 3.8 carrying out its activities in a non-profit manner entirely directed at promoting its aim. It shall not otherwise undertake any business such as ordinary trading activities, speculative transactions and the purchase of property with the intention of, inter alia, obtaining rental income.

4. LEGAL CAPACITY

The Club is a voluntary organisation and shall be a legal person and an entity separate from its members. The liability of each member shall be limited to the amount of his unpaid annual subscription for a current financial year as well as any other monies owing by the member to the Club

The Club shall be the owner of its own assets and shall be entitled, in its own name, to:

- 4.1 act as Plaintiff, Defendant, Applicant or Respondent in any legal proceedings involving itself or in which it has a vested interest;
- 4.2 acquire any fixed or movable property and to undertake any legal proceedings involving such property;
- 4.3 manage its own affairs and business;
- 4.4 accept and receive donations and contributions of any kind. Donations and contributions above a stipulated value to be determined by the Committee from time to time, must be approved and recorded in the Gifts Register kept by the Club;
- 4.5 invest any funds it may possess, but only with registered financial institutions as defined in Section 1 of the Financial Institutions (Protection of Funds) Act, 28 of 2001 and in securities listed

on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1 of 1985 as amended;

- 4.6 conclude loans of any kind and to give any security that may be necessary for this purpose; and
- 4.7 rent any fixed or movable property.

5. UTILISATION OF RESERVES

Reserves shall be used solely for investment or for the aims for which the Club was founded.

6. DEFINITIONS

- 6.1 "Club" includes the club house; club personnel, club equipment and club grounds.
- 6.2 "Committee" means Stellenbosch Golf Club Committee as elected and constituted in accordance with paragraph 14 of this Constitution.
- 6.3 "Ladies Section" means a sub-section of the club, constituted by the female members of the club.
- 6.4 "Ladies Committee" means a separate sub-committee responsible for the arrangement of affairs of the Ladies section as described in paragraph 12.
- 6.5 "Management of the Club" means the full-time management of the Club and its personnel as appointed by the Club.
- 6.6 "Members or Membership" as defined in paragraph 9.
- 6.7 Any reference to male, includes female.

7. RULES OF THE GAME

The rules of the game of golf shall be those of the Royal and Ancient Golf Club of St. Andrews. This is subject to such modifications, alterations and additions as may be necessary, in the opinion of the Committee, to suit local circumstances and conditions.

8. COMPLIANCE WITH STATUTORY PROVISIONS

The terms of this Constitution are subject to the provisions of all statutory requirements.

9. MEMBERSHIP

- 9.1 All membership shall be annual, except for Honorary Life Members, Life Members and Temporary Members as defined below.
- 9.2 Members are not allowed to sell, cede or assign their membership rights or any entitlement in terms thereof.

9.3 HONORARY LIFE MEMBERS

The Committee may recommend a person as an Honorary Life Member in recognition of such a person's particular service or contribution to the Club. Such a person shall be elected as an Honorary Life Member by a majority of members present and entitled to vote at a General Meeting. Honorary Life Members have all the rights and privileges of Full Members without paying entrance fees and annual subscriptions.

9.4 HONORARY MEMBERS

The Committee may invite a person to become an Honorary Member of the Club due to such a person holding a public office or in recognition of such a person's particular service to the Club. Such Honorary Membership shall not continue for longer than one year unless renewed at the end of the year. There may not be more than three Honorary Members at any given time who are not members of the Town Council of the Municipality of Stellenbosch, except with the approval of a General Meeting. Honorary Members have all the rights and privileges of Full Members without

paying entrance fees and annual subscriptions, but have no voting rights and are not eligible for election to the Committee or any other office of the Club.

9.5 **LIFE MEMBERS**

Life Members are members who were accepted as such before 29 October 2008. No further Life Membership shall be granted. Life Members are entitled to all the rights and privileges of Full Members, without payment of annual subscriptions.

9.6 **FULL MEMBERS**

Full Members are members entitled to the full benefits and facilities of the Club, with the rights and privileges as set out in this Constitution.

9.7 **SIX DAY MEMBERS**

These members have the same rights and privileges as Full Members, except that they shall not have voting rights, not be eligible for election to any office of the Club and may only use the course on Saturdays on the same conditions as applicable to visitors who are members of affiliated golf clubs within the Republic of South Africa, at the fees payable by such visitors, and will only have access to the 1904 Lounge as a guest of a Full member.

9.8 **FIVE DAY MEMBERS**

These members have the same rights and privileges as Full Members, except that they shall not have voting rights, not be eligible for election to any office of the Club and may only use the course on Wednesday afternoons and Saturdays on the same conditions as applicable to visitors who are members of affiliated golf clubs within the Republic of South Africa, at the fees payable by such visitors and will only have access to the 1904 Lounge as a guest of a Full member.

9.9 **SENIOR FULL MEMBERS**

A person, who has attained the age of sixty years and has been a Full Member of the Club for at least ten years, may on application become a Senior Full Member. Such members have the same rights and privileges as Full Members.

9.10 **SENIOR SIX DAY MEMBERS**

A person, who has attained the age of sixty years and has been a Full Member of the Club for at least ten years, may, on application, become a Senior Six Day Member. Such members shall have the same rights and privileges as Six Day Members.

9.11 **SENIOR FIVE DAY MEMBERS**

A person, who has attained the age of sixty years and has been a Full Member of the Club for at least ten years, may, on application, become a Senior Five Day Member. Such members have the same rights and privileges as Five Day Members.

9.12 **UNDER 30-YEAR MEMBERS**

A person, who on the first day of the financial year of the Club has not attained the age of thirty years, may, on application, become an Under 30-Year Member. Such membership ends at the close of the financial year of the Club during which the member turns thirty years of age. At this point the member automatically becomes a Full Member, unless he, on application, is admitted to another membership category. These members shall have the rights and privileges as determined by the Committee from time to time.

9.13 **LADY MEMBERS (prior to 29/10/2008)**

Lady members are members who joined the Club as such members before 29 October 2008. No further separate Lady Membership shall be granted.

9.14 TEMPORARY MEMBERS

The Committee may grant temporary membership privileges to any person who has applied for membership to the Club and whose application for membership has not yet been approved or turned down by the Committee.

9.15 NON-PLAYING MEMBERS (ALSO CALLED SOCIAL MEMBERS)

Any person may on application become a Non-Playing Member of the Club. Non-Playing Members may use the Club's facilities, including the practice facilities, but can only use the course on the same conditions, and at the same tariff, as applicable to visitors.

9.16 SCHOLAR MEMBERS

These members must be full-time scholars. Scholar Members may use the facilities and the course under such conditions as the Committee may determine from time to time.

9.17 STAFF MEMBERS

Any person in the employ of the Club or who is associated with the Club as a professional player, or is in the employ of a long term contractor that is contracted to the Club, may, with the approval of the Committee, make use of the facilities of the Club on such terms and conditions as the Committee may determine. Such a person shall be known as a Staff Member, and shall remain a member only for as long as he is in the employ of the Club or associated with the Club as a professional player or is in the employ of the aforesaid long term contractor and this long term contractor is contracted to the Club. Staff Members do not pay entrance fees and annual subscriptions, unless the Committee decides otherwise.

9.18 CHANGE IN MEMBERSHIP

Any application for a change in membership must be submitted in writing by the member with a clear indication of the category of membership to which the member wants to change. In the case of an upgrade of membership the member pays, on a pro rata basis, the difference in the annual subscription applicable at the time.

10. ADMISSION OF NEW MEMBERS

- 10.1 Application for membership must be made in writing on the prescribed form as determined by the Committee from time to time.
- 10.2 The Committee will consider each application and will determine the extent of the information they require to make an informed decision.
- 10.3 The Committee may, at its discretion, request that an applicant for membership appears before the Committee in order to consider his application.
- 10.4 An applicant whose application has been accepted will be officially notified and will be provided with a copy of this Constitution and the bylaws of the Club. Joining as a member of the Club is regarded as the candidate's acceptance of the binding powers of this Constitution and bylaws. Non-receipt of these documents shall not be an excuse for any contravention of the Constitution or bylaws.
- 10.5 An applicant whose application has been rejected will be officially notified and will be provided with the reasons why the application was unsuccessful.
- 10.6 Should it appear at any time that a member has acquired membership of the Club in a dishonest manner, the matter will be referred to the Disciplinary Committee.

11. ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

- 11.1 The entrance fee and annual subscription payable in respect of Full Members will, on proposal by the Committee, be determined by a General Meeting from time to time. This will serve as a basis for the Committee to determine the entrance fees and annual subscriptions for the other membership categories.
- 11.2 The annual subscription for members who join the Club after the beginning of the financial year shall be determined on a pro rata basis. Pro rata annual subscription fees may also be charged due to an extended medical problem of a member during a financial year as approved by the Finance Committee of the Club.
- 11.3 Annual subscriptions are payable on or before 31 July each year, but not later than the last day of August, except in the case of non-playing members or other members who can, under exceptional circumstances and with the approval of the Committee, pay off their annual subscriptions on a monthly basis. Monthly payments shall always be made in advance.
- 11.4 Payments made after 31 August shall be subject to a surcharge equivalent to the prevailing prime overdraft lending rate of the Standard Bank of South Africa, plus three per centum per annum, compounded and calculated monthly.
- 11.5 If the annual subscription of such a member and penalty surcharge, as provided in paragraph 11.5, have not been paid before or on the last day of October and monthly payment has not been approved by the Committee as per paragraph 11.3 above, the Committee must terminate the membership of such a member. These persons shall be informed in writing by the Committee of the termination of their membership.
- 11.6 The Committee may, in its sole discretion, decide to re-instate the membership of a member who defaulted on his payments in terms of paragraph 11.5, if such a person pays the annual subscription and the surcharge within thirty days after notification of the termination of membership is given.

12. LADIES SECTION

- 12.1 The female members of the Club shall form the Ladies Section. This Section must function according to the Constitution and bylaws of the Club, unless the Committee approves a written proposal from the Ladies Committee motivating why and how they wish to deviate. Any approved deviation must be properly recorded by both committees.
- 12.2 An Annual General Meeting shall be held by die Ladies Section at which the prescribed office bearers shall be elected. The same procedures followed for election of the Committee, discussed under paragraph 14.2 (a)–(g), must be followed by the Ladies Section unless amendments have been approved.
- 12.3 During her term of office, the Ladies Captain, who must be a Full Member, shall be an *ex officio* member of the Committee and shall have voting rights on this Committee. If so requested by the Ladies Captain, the Ladies Committee may nominate another member of the Ladies Committee, also being a Full Member of the Club, to serve in her place on the Committee. The Ladies President must also be a Full Member.
- 12.4 The composition of the Ladies Committee may vary to that of the Committee, but this composition must be approved by the Committee.
- 12.5 The Ladies Committee shall have the right to make rules for the management of the Ladies Section. Minutes of all its meetings must be available to the Committee and must be properly stored by the Club.
- 12.6 For the Ladies Section a quorum at their General meetings will include five and six day lady members who will have voting rights at these meetings.

13. REGISTER OF MEMBERS AND NOTICES TO MEMBERS

- 13.1 The Club shall keep an official register of the names and contact details of each Club member.

- 13.2 Notices to members shall be posted on the Club notice board and, together with the newsletters or specific e-mails containing these notices, shall be regarded as sufficient notice to each individual Club member.
- 13.3 Any notice shall be considered to be properly delivered if it is posted, faxed or electronically transmitted to a Member at an address recorded in the abovementioned register.
- 13.4 It is the duty of every Club member to advise the Club immediately of any change in their contact details referred to in paragraph 13.1 above.

14. CONTROL OF THE CLUB

14.1 COMPOSITION OF COMMITTEE

- a. The Club shall be controlled by a Committee of seven elected members who shall be elected from Full Members, Life Members and/or Honorary Life Members. This Committee shall consist of the following: Captain, Vice-Captain and five Additional Committee Members. In addition, the Ladies Captain and the Club President shall also serve on the Committee.
- b. The Committee may invite any member of the Club or management to attend a meeting or meetings of the Committee or its Sub-committees. Such persons do not have voting rights at these meetings.

14.2 ELECTION OF THE COMMITTEE

- a. The seven Committee members are elected at the Annual General Meeting by a majority vote of the members present and eligible to vote.
- b. Candidates for election are nominated in writing by a proposer and seconder, and this nomination is accepted in writing by the candidate. Any nomination must be posted on the Club's notice board at least seven days before the Annual General Meeting.
- c. If a vacancy occurs on the Committee, the Committee has the right to fill such a vacancy by co-opting a person and such co-opted person shall be taken as elected at the Annual General Meeting at which the person in whose place he has been co-opted, was elected. Such a co-opted person remains a member of the Committee until the first Annual General Meeting after his co-option.
- d. At each Annual General Meeting of the Club at least two Additional Committee Members must retire. Furthermore, any Additional Committee Member who has served on the Committee for three consecutive years, must retire. However, such retiring members are eligible for re-election without nominations. The Additional Committee Members to retire shall be designated by the Committee in order to determine fairness of the basis for retirement by rotation.
- e. The Captain and Vice-Captain are elected annually before the Additional Committee Members are elected and must be specifically nominated for these offices.
- f. Any person nominated for the office of Captain but not elected as such is eligible as Vice-Captain or as an Additional Committee Member. Any person nominated for the office of Vice-Captain but not elected as such is eligible as an Additional Committee Member.
- g. No member may serve for longer than six consecutive years as a member of the Committee.

14.3 PRESIDENT

Candidates for President, who must be Honorary Life Members, Life Members or Full Members, are nominated by the Committee and elected in the same manner as Committee Members as described in paragraph 14.2 above. The President holds office for a term of two years and may serve a maximum of two terms. While the President holds office he is an *ex officio* member of the Committee and has voting rights on the Committee. The President takes the chair at all General Meetings of the Club and in his absence the immediate Past President, or in his absence, the Captain takes the chair. If the Captain is also absent, the meeting shall elect a chairman from among those members present and eligible to vote. Should the President not complete his term, the office of the President shall not be filled until the next General Meeting.

14.4 COMMITTEE MEETING PROCEDURES

- a. The Committee shall hold regular meetings and shall remove from office any member:
 - (i) who misses three consecutive meetings without leave of absence, or
 - (ii) who is disqualified as a person that can be a Director of a Company as described in Section 69 of the Companies Act, 71 of 2008.
- b. Four members shall form a quorum at a Committee Meeting.
- c. The Captain shall be the Chairman or, in his absence, the Vice-Captain. If both are absent, a chairman shall be elected from among the members present.
- d. Matters arising at any Committee Meeting shall be decided by a majority vote. The Chairman shall have a casting vote in the case of a tie.
- e. A person appointed by the Committee shall keep proper minutes of its meetings, which shall be kept permanently. All approved minutes shall be signed by the Chairman.

15. POWERS OF THE COMMITTEE

- 15.1 The control of the Club, the management of its affairs and the execution of the objectives for which it was established are vested in the Committee. The Committee may exercise all powers, except those which can only be exercised by a General Meeting. A General Meeting may from time to time give directives to the Committee regarding matters on the agenda for that particular meeting of which proper notice was given in terms of this Constitution. However, no such directive shall invalidate any previous Committee decision validly made. To assist the Committee in the consideration of any matter or matters arising from the Club's affairs, the Committee may from time to time co-opt any person, as an Assessor Member of the Committee. A person co-opted in this manner is entitled to participate in meetings and other Committee activities, and has such rights as the Committee may determine, except that he shall not be entitled to vote at Committee Meetings.
- 15.2 The Committee may in its own discretion delegate any of its powers to a sub-committee consisting of one or more of its own members and/or other members of the Club and/or knowledgeable persons in a specific field. In the execution of the powers thus delegated to it, the sub-committee shall comply with any instruction/mandate laid down by the Committee but shall be entitled to determine its own proceedings and actions within the parameters of this Constitution. The Captain is an *ex officio* member of all sub-committees and may also nominate somebody as described above as his representative if circumstances in his opinion warrant this.
- 15.3 The Committee will appoint a General Manager for the Club, who shall be responsible for the daily operations of the Club in accordance with a Committee Resource Manual, which shall be adopted and revised by the Committee from time to time.
- 15.4 Without limiting the general powers of the Committee in any way, it shall also have the powers to:
 - a. Open cheque, savings or any other accounts at banks or other financial institutions and to operate these as may be determined, by, inter alia, effecting electronic fund transfers (EFT's), and to draw, sign, accept, endorse, negotiate and issue bills, promissory notes, cheques, and other negotiable or transferable instruments. All cheques, EFT's or documents relevant to the finances or property of the Club shall be signed by at least two employees in accordance with the Committee Resource Manual.
 - b. Utilise the Club funds for the normal maintenance of the course and for the general expenses related to the running of the Club, with the understanding that alterations to the layout of the course and extensive structural changes to the Club's buildings shall be approved by two-thirds of the votes cast at a General Meeting of members who are present and entitled to vote. The Committee has the right to borrow money on behalf of the Club from financial institutions for the purpose of meeting the above objectives.
 - c. Make, amend or repeal bylaws for the management of the Club, provided that such bylaws, amendments or repeals are posted on the Club's notice board and published in the newsletter at least fourteen days before they come into force.
 - d. Institute, defend, proceed with, compromise on, dismiss or refer for arbitration on behalf of the Club any matter affecting the Club's interests, lawsuits, actions, processes, claims, warnings or appeals.
 - e. Buy, sell and deal in all equipment and provisions, required by persons frequenting the Club as well as to operate, or allow to be operated, the business of a restaurant and/or refreshment rooms.

- f. Appoint, suspend or dismiss any official and/or worker of the club and to determine their salaries, benefits and duties.
- g. Propose entrance fees, annual subscriptions as well as green fees for Full Members for approval by a General Meeting.
- h. Fix and adjust, as necessary, entrance fees and annual subscriptions for categories of members, other than Full Members, as well as visitors and guests.
- i. Fix and adjust any discount on entrance fees, annual subscriptions and green fees for which certain members or categories of members or other persons may qualify.
- j. Grant permission to non-members to use the Club on any conditions it deems fit.
- k. Arrange and hold competitions and tournaments and make any special arrangements therefore.
- l. Arrange terms of reciprocity with other clubs.
- m. Admit new members and terminate the membership of any member who has failed to pay any debt due to the Club or whose termination of membership has been recommended by the Disciplinary Committee.
- n. Settle all complaints and disputes that arise between members, officials and/or workers of the Club, provided that the Committee is requested in writing to do so by one or more of the parties involved. In such cases the substance of the complaint or the nature of the dispute shall also be stated in writing.
- o. Formulate any local rules for the control of the game. These rules shall be posted on the notice board or other suitable place and may at any time be amended at the Committee's discretion.
- p. Convene a Special General Meeting of members by giving not less than fourteen days' notice of the meeting and the purposes for which the meeting is to be convened.
- q. Determine which categories of members may invite guests, who may qualify as guests and the conditions upon which such guests may be invited and play.

16. GENERAL MEETINGS

General Meetings of the Club consist of:

- a. Annual General Meetings
- b. Special General Meetings

16.1 ANNUAL GENERAL MEETING

- a. The financial year shall end each year on 31 July, after which the Annual General Meeting shall be held at a time and place determined by the Committee, but in any event, not later than 31 October of each year. At such a meeting the Committee shall present audited financial statements of the Club as well as report on the Club's activities.
- b. The Ladies AGM shall be held not less than one week before the Club AGM with the same general procedures applying, subject to paragraph 12.

16.2 SPECIAL GENERAL MEETING

Such a meeting is convened by the Committee on its own initiative or after a written request to do so has been received. Such a request shall be signed by at least ten members entitled to vote at such meeting and shall clearly specify the purpose of the proposed meeting.

16.3 NOTICE OF GENERAL MEETINGS

- a. A notice stating the day, hour, place and agenda for a General Meetings shall be posted on the notice board of the Club fourteen days before such meeting. A similar notice must be given to each Club member.
- b. Members must be notified of the impending General Meeting and that any points to be discussed at the General Meeting must be submitted to the General Manager at least fourteen days before the notice of the General Meeting is distributed.

16.4 QUORUM AT GENERAL MEETINGS

A quorum at any General Meeting shall be five per centum of members with voting rights and no meeting shall be held unless a quorum is present. If no quorum is present fifteen minutes after

the convened starting time for the meeting, the meeting shall be adjourned until the same time and place the following week. The members present at this second meeting shall constitute a quorum and the meeting will proceed.

16.5 POWERS AND PROCEDURES AT GENERAL MEETINGS

- a. A General Meeting may pass a resolution by voting on any of the points on the agenda but may not override or amend the powers of the Committee. Where such a vote is in conflict with the decisions of the Committee, the General Meeting may refer the matter back to the Committee for reconsideration.
- b. A General Meeting has the power to approve entrance fees and annual subscriptions as well as green fees of Full Members.
- c. The Annual General Meeting elects the President as well as the Committee in accordance with the provisions set out in this Constitution.
- d. The Annual General Meeting elects an auditor and fixes the remuneration for the past year's audit.
- e. The Annual General Meeting elects the Honorary Life Members and members are informed who are the Honorary Members for the year ahead, as invited by the Committee.
- f. At a General Meeting only the matters for which it was convened and that appear on the agenda, shall be discussed. No other matter shall be dealt with during any General Meeting, except if a discussion on a matter is unanimously approved by all members present or should the Chairman of the meeting, in his discretion, permit a brief discussion. However, no voting shall take place on such matters.
- g. No motions shall be dealt with under "General Discussion".

16.6 VOTING AT GENERAL MEETINGS

- a. Only Honorary Life Members, Life Members and Full Members shall be entitled to vote at General Meetings, but other members may attend the meetings and may be permitted by the Chairman to speak.
- b. Matters shall be decided by a show of hands. However, if the Chairman or at least five members present with voting rights request a ballot, the meeting shall vote by means of a ballot. The election of office bearers shall be by ballot.
- c. The Chairman has a casting vote in the event of a tie.

17. DISCIPLINE

The Disciplinary Committee is appointed as a sub-committee by the Committee and shall be responsible for the discipline in the Club.

- a. Apart from the President, it should be comprised of at least two other Committee members and the General Manager.
- b. If it appears, on receipt of a written complaint referred to it by the Committee, that any member may have contravened or broken any of the provisions of this Constitution or the bylaws, or be guilty of unsportsmanlike, improper or dishonest conduct or any conduct which is unbecoming, or is regarded as injudicious to the interest of the Club, the Disciplinary Committee shall in writing notify the member involved of the charge against him and give him at least seven days' notice to respond in writing and/or appear before the Disciplinary Committee in order to defend himself against the charge.
- c. The Disciplinary Committee shall determine its own procedure in reaching its decision on any complaint referred to it by the Committee.
- d. The Disciplinary Committee's decision may be to:
 - i reprimand the member involved and/or;
 - ii fine the member involved and/or;
 - iii suspend or limit the rights and privileges of the member involved temporarily for a period it considers appropriate and/or;
 - iv expel the member involved permanently.
- e. No member shall be expelled unless he has had the opportunity to appear before both the Disciplinary Committee and the Committee and furthermore, subject thereto that at least two-thirds of the Committee members present vote in favour of the expulsion.
- f. In the event of termination of membership in terms of this paragraph, such person shall have no right to a refund of any monies or fees paid by him. The decision of the

Disciplinary Committee and the Committee regarding any disciplinary steps as set out herein is final.

18. RESIGNATIONS

Any member resigning from the Club must give written notice.

19. REMUNERATION

Remuneration of personnel will be fair, competitive and affordable and is decided upon by the Finance Committee.

20. AMENDMENTS TO THE CONSTITUTION

20.1 Amendments to this Constitution are possible only at a General Meeting and provided that at least two-thirds of the votes cast by members, who are present and entitled to vote, vote in favour. The procedures of such a meeting as described in paragraph 16 above must be adhered to at all times.

20.2 In the event of any amendment to the Constitution resulting in a change to the non-profit status of the Club as described in Clause 3.8, such amendment shall be submitted to the Receiver of Revenue and the Stellenbosch Municipality.

21. DISSOLUTION OF THE CLUB

21.1 The Club may be dissolved only if at least two-thirds of the votes cast at a Special General Meeting by members who are present and entitled to vote, approve thereof.

21.2 In case of the dissolution of the Club the remaining assets of the Club shall be transferred to another society or organisation with goals similar to those of the Club and which is also exempted from payment of Income Tax in terms of the relevant section of the Act.

22. GENERAL

22.1 Proper financial administration will be adhered to at all times.

22.2 Any member of the Club is entitled to raise a complaint about any aspect of the Club, provided that he submits it in writing to the Manager of the Club.

22.3 Any unlawful undertaking of any kind whatsoever is strictly forbidden on the Club's premises.

22.4 All cups and trophies remain the property of the Club and may not be removed from the Club's premises unless otherwise determined by the Committee.

22.5 The Club is not or has not knowingly been a party to, or does not knowingly permit or has not knowingly permitted itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any entity under the Income Tax Act or any other Act administered by the Commissioner for the South African Revenue Service.

22.6 This constitution is the only constitution of the Club and replaces all previous versions.

22.7 No funds, assets or property of the Stellenbosch Golf Club are distributable to any member or office bearer of the Club save for reasonable remuneration for work done. Furthermore, no member or office bearer shall have any right in and to the property, or any other asset of the Club by virtue of them being members or office bearers of the Club.

22.8 Subject to clause 21.1 the Club will continue to exist despite a change of membership and/or office bearers.

- 22.9 Proper minutes of General Meetings must be kept permanently, and all approved minutes shall be signed by the Chairperson of the General Meeting.
- 22.10 The Club's financial transactions shall be conducted by means of a banking account."