

## **THE CONSTITUTION OF THE WEMMER PAN ROWING CLUB**

### **SECTION ONE: THE CLUB**

1.01 The Wemmer Pan Rowing Club shall be a voluntary association whose members are members as defined in article 4 of this Constitution and whose affairs are conducted and whose objects shall be as set out in this Constitution.

### **SECTION TWO: NAME, COLOURS AND BADGE**

2.01 The name of the Club shall be the Wemmer Pan Rowing Club, hereinafter referred to as the Club.

2.02 The Club colours are Royal Blue and White;

2.03 The Club uniform is a Navy Blue blazer with Club badge embroidered in Silver on the left breast pocket; the alternate may be Royal Blue with double White stripes each 5 mm wide and 10 mm apart appearing every 75 mm.

2.04 The Club badge shall be a broad apex 'W' incorporating a rower and blade at front stops rowing as if to the right, embroidered in Silver; the alternate may be the badge depicting a sculler with mine headgear and mine dump in background.

2.05 The Club racing uniform is in Royal Blue and White top with the Club badge prominently on the chest, with black, blue or white shorts.

2.06 The Club badge shall be as registered with the Department of Education, Arts and Science, Pretoria, in terms of the Protection of Names, Uniforms and Badges Act of 1935.

### **SECTION THREE: OBJECTS OF THE CLUB**

3.01 The objects of the Club shall be to promote the sport of rowing and all matters incidental thereto and to do all such things and carry out all such undertakings as may be necessary for or incidental to the objects of the Club, including but not limited to the following:

3.01.01 To fulfill all the usual objects of a social and sports club and, to that end, to promote social activities and to foster and support the sport of rowing and associated forms of sport and pastime amongst members of the Club and between the Club and members of other sporting bodies.

3.01.02 To arrange and hold sports meetings, matches tournaments and competitions.

3.01.03 To purchase, sell, exchange, lease or otherwise acquire and dispose of immovable property.

3.01.04 To purchase, sell or otherwise acquire, dispose of and deal in all kinds of movable property including provisions, liquid and solid, required by members and other persons frequenting any premises and grounds of the Club.

- 3.01.05 To sell, lease, mortgage, give in exchange, turn to account or otherwise dispose of and deal with all or any part of the immovable property and rights of the Club.
- 3.01.06 To borrow and raise money by means of subscriptions, donations, loans or otherwise and as security for any money so borrowed or raised to mortgage, pledge or charge the whole or any part of the property, assets or revenue conditions as may be deemed fit.
- 3.01.07 To invest moneys not immediately required for the purpose of the Club and vary or realize any such investment.
- 3.01.08 To apply for and take out any license required by law for the purpose of carrying out the objects of the Club.
- 3.01.09 To enter into arrangements or contracts with any persons, clubs or bodies for the promotion of the objects of the Club.

#### **SECTION FOUR: STATUS**

- 4.01 The Wemmer Pan Rowing Club shall be a voluntary association, having perpetual succession, capable of suing and being sued in its own name and of holding property of all kinds, movable and immovable, corporeal and incorporeal apart from its members, whose liabilities are limited to the amount unpaid on their subscriptions.
- 4.02 The Club is the owner of the Surface Rights Permit Number A13/1960, reference M.C.A. 35/6077 M.T. 220/490/1, issued by the Department of Mines of the Union of South Africa.
- 4.03 The Club recognizes that the control of the use of the water at Wemmer Pan and the management of the site over which the Club holds Surface Rights Permit Number A13/1960 is vested in the Wemmer Pan Aquatic Clubs and the Club recognizes the authority of the Wemmer Pan Aquatic Clubs in these areas and agrees to abide to rules set down by the Wemmer Pan Aquatic Clubs from time to time.

#### **SECTION FIVE: MEMBERSHIP**

- 5.01 The following persons shall be eligible for ordinary membership:
  - 5.01.01 Full Member
  - 5.01.02 Family Member
  - 5.01.03 Student Member
  - 5.01.04 Junior Member
  - 5.01.05 Non-Active Member
  - 5.01.06 Life Member
  - 5.01.07 Honorary Member
  - 5.01.08 Honorary Life Member

- 5.02 Definition of members:
- 5.02.01 All Full Member is a person having full use of all equipment and premises.
  - 5.02.02 A Family Member is a member of a family that has been accepted together as members, with each member of the family having full use of all equipment and premises.
  - 5.02.03 A Student Member is a person who is engaged in full time study at a tertiary institution having full use of all equipment and premises.
  - 5.02.04 A Junior Member is a learner at secondary school, younger than 19 years of age on 31 December in any year.
  - 5.02.05 A Non-Active Member is a person who may use rowing equipment on an occasional basis, being a maximum of 12 times per annum.
  - 5.02.06 A Life Member is a member who took out Life membership by subscription prior to 1980. The category of Life Membership is not open to additional members.
  - 5.02.07 An Honorary Member is a member who is afforded membership status by the Committee to recognize an association or relationship between the Club and another organisation.
  - 5.02.08 An Honorary Life Member is a member who is awarded Life Membership by the members of the Club at an Annual General Meeting in recognition of out-standing service to the Club over many years.
- 5.03 The Committee shall have the power to invite certain persons to become Honorary Members of the Club for such periods as the Committee may determine and to determine or waive any entry fee and annual subscription.
- 5.04 Applications for membership shall be made in writing on the appropriate application form and forwarded to the Honorary Secretary who shall submit every application so received to the Committee at its next meeting or so soon thereafter as is practicable which shall decide whether the applicant shall be admitted.
- 5.05 Except in the case of expulsion, in terms of article 12, any member who ceases to be a member for any reason and who is eligible for membership, may be reinstated, at the discretion of the Committee, upon application in terms of this constitution and as from a date to be determined by the Committee.
- 5.06 Any member intending to resign his or her membership of the Club shall notify such intention by letter to the Honorary Secretary at least 30 days prior to the date upon which his or her next subscription becomes due, otherwise he or she shall be liable for the payment of his or her subscription for the ensuing period.

- 5.07 The Committee shall cause a register of members to be compiled and kept up to date.
- 5.08 Except as provided for in 5.09 all members who have paid their subscriptions shall have a right to vote at General Meetings of the Club and shall be eligible for membership of the Committee.
- 5.09 Honorary members shall not have any right of voting at General Meetings of the Club, nor shall they be eligible for membership of the Committee. They shall be entitled, however to take part in all discussions at General Meetings of the Club.
- 5.10 Honorary members shall not have the privileges of introducing a guest to the Club.
- 5.11 Membership does not and shall not give to any member any right, title, interest, claim or demand in or to any of the money, property or assets of the Club, but shall confer upon such member only the right and privilege of participating in and enjoying the facilities provided by the Club, and of entering in and upon the premises and grounds of the Club, and of using the same in accordance with the use to which the same are devoted by the Committee of the Club; subject to such reasonable restrictions as the Committee may from time to time impose and subject to the Constitution and Rules and Bye-Laws of the Club from time to time in force.
- 5.12 At no time, especially in the event of the Club being wound up, shall any liability be incurred by any member other than in respect of his or her unpaid subscriptions and any money he or she may owe to the Club.

#### **SECTION SIX: ENTRANCE FEE**

- 6.01 Each candidate may be required to pay an entrance fee on applying for membership of the Club.
- 6.02 The Committee shall determine the amount of entrance fee and the class of membership to which it shall apply by the from time to time.
- 6.03 The Committee shall have power to increase, reduce or suspend entrance fees for such period as it may deem advisable.

#### **SECTION SEVEN: SUBSCRIPTIONS AND ACCOUNTS**

- 7.01 The annual subscriptions shall be determined by the vote of the members at the Annual General meeting each year.
- 7.02 The following members shall be liable for annual subscriptions:
- 7.02.01 Full Members
  - 7.02.02 Family Member
  - 7.02.03 Student Member
  - 7.02.04 Junior Member
  - 7.02.05 Non-Active Member

- 7.03 Honorary Life Members shall not be liable for subscriptions.
- 7.04 All members elected between 1<sup>st</sup> June and 31<sup>st</sup> December in any year shall pay the full annual subscription for that year and those members elected between 1<sup>st</sup> January and 31<sup>st</sup> May in any year shall pay for that year a pro-rated annual subscription, or as the Committee may determine from time to time.
- 7.05 The name of any member who has not paid his or her subscription within two months from due date thereof may be posted by the Committee on the notice board of the Club, and should the subscription not be paid within one month after the date of posting, he or she at the discretion of the Committee shall cease to be a member. Nothing contained in this article shall restrict the Club's right to adopt such measures as the Committee may deem desirable for the recovery of any overdue subscriptions.
- 7.06 The financial year of the Club shall end on 31<sup>st</sup> May in each year.
- 7.07 The Committee shall cause true accounts to be kept of the monies received and expended by the Club and of the matters in respect of which such receipts and expenditure take place and of the assets, credits and balances of the Club.
- 7.08 Every member wishing to transfer from one class of membership to another shall give due notice in writing to the Honorary Secretary. No member shall be so transferred without the approval of the Committee.

#### **SECTION EIGHT: MANAGEMENT OF THE CLUB**

- 8.01 The management and control of the Club shall be vested in a Management Committee herein called the Committee. The Committee shall consist of at least six and not more than ten elected members and the Rowing Captain all to be elected at the Annual General Meeting.
- 8.01.01 Each elected member shall hold office for two years.
- 8.01.02 The period of office of at least three members shall be staggered so that they shall expire in one year and the periods of office of the other members shall expire the following year.
- 8.01.03 Any member co-opted in terms of article 8.11.16 or who filled a casual vacancy in terms of article 8.11.17 shall hold office until the subsequent Annual General Meeting at which their term of office shall expire. Such members may present themselves for re-election at the Annual General Meeting in terms of this Section.
- 8.01.04 At each Annual General Meeting there shall be election of members to take place of those members whose periods of office expire in terms of article 8.01.02 and who shall be eligible for re-election. The members elected or re-elected shall hold office until the expiry of the second Annual General Meeting following that at which they were elected.

- 8.01.05 The Rowing Captain shall be elected annually at the Annual General Meeting.
- 8.02 The Committee shall, at its first meeting after the Annual General Meeting elect a Chairperson, Vice-Chairperson, Honorary Secretary and an Honorary Treasurer from among its members. Such officers shall become the Chairperson, Vice-Chairperson, Honorary Secretary and Honorary Treasurer of the Club and shall hold office as such during their period of office as members of the Committee.
- 8.03 The Chairperson of the Club and, in his or her absence the Vice-Chairperson shall *ex officio* be a member and Chairperson of any subcommittee duly appointed by the Committee. In the event of both being absent from any meeting of a sub-committee, a Chairperson to act shall be elected from among members of the sub-committee present at the meeting.
- 8.04 Any member of the Committee who is absent from three consecutive meetings, without leave of absence, shall cease to be a member of the Committee.
- 8.05 The Committee shall meet for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. In the event of both the Chairperson and Vice-Chairperson being absent from any meeting of the Committee, a Chairperson to act shall be elected from among the members of the Committee present at meeting.
- 8.06 The Honorary Secretary, on the instructions of the Chairperson, or on a written request of at least three members of the Committee, shall convene a Committee meeting.
- 8.07 The quorum at a Committee meeting shall be one half of the number of members of the Committee plus one.
- 8.08 The accidental omission to notify any member of the Committee of the time, date and place of any meeting shall not invalidate the proceeding of a Committee meeting.
- 8.09 Questions arising at any meeting of the Committee shall be decided by a majority of votes and, in case of equality of votes, the Chairperson shall have a casting vote in addition to his deliberative vote.
- 8.10 The Committee shall cause Minutes of the appointment of Officers, and the names of members of the Committee present at each meeting, with the resolutions and proceedings of such meetings, and all resolutions and proceedings of General Meetings, to be duly entered in books provided for the purpose. Any such Minutes or an extract therefrom, signed by the Chairperson, shall be received as *prima facie* evidence of the matter stated in such Minute or extract.
- 8.11 The Committee shall have full power and authority to do any act, matter or thing which would or might be done by the Club, excepting such matters as are in this Constitution specially reserved to be dealt with at the General Meeting of the members; and in addition to the general powers and authorities hereby conferred on the Committee, and without in any way limiting such powers and authorities, the Committee shall have the following special powers:

- 8.11.01 To acquire, take on, lease or secure the use of any movable or immovable property for the Club calculated to benefit the Club and to advance its objects.
- 8.11.02 To borrow and raise money in such manner as the Committee may think fit up to an amount limited to one half of the value of members annual subscriptions for the current year and as security for any money so borrowed or raised to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Club present or future, upon such terms and conditions as the Committee may deem fit.
- 8.11.03 To secure the fulfillment of any contracts of engagement entered into by the Committee.
- 8.11.04 To sell, lease, alienate or otherwise dispose of part or parts of the movable and immovable properties of the Club as they may think fit and to apply the consideration arising therefrom in such manner and to such purpose as they may think most advantageous to the Club; but the Committee shall not have the power to dispose of the whole of the movable and immovable property of the Club without the consent of the members as provided by article 14.
- 8.11.05 To appoint such attorneys, agents, secretaries, officers, clerks and servants for permanent, temporary or special services, as they may think fit and vary their salaries or emoluments, if any, and to require security in such instances and to such amounts as they think fit, and to suspend or discharge any such persons at their discretion.
- 8.11.06 In the name of the Club, to institute, conduct, defend, compound or abandon any legal proceedings by or against the Club, or its officers, or otherwise concerning the affairs of the Club; and also to compound, and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Club.
- 8.11.07 To refer any claim or demand by or against the Club to arbitration, and to perform or refuse to perform, the award.
- 8.11.08 To make and give receipts, releases, and other discharges, for monies payable to the Club, and for the claims and demands of the Club. Except where otherwise provided in these Rules, such receipts shall be signed by the Honorary Treasurer or some person lawfully acting in the place of such Honorary Treasurer.
- 8.11.09 To open and operate a banking account in the name of the Club and to draw, accept, endorse, make and execute bills of exchange, cheques and other negotiable instruments connected with the business of the Club. Such bills of exchange, cheques and other instruments shall be signed by two members of the Committee duly authorized by resolution of the Committee. All moneys, donations and funds received by the Club shall be paid into this account and all disbursements on behalf of the Club or sections made therefrom.

- 8.11.10 To make, vary and repeal Rules, not in conflict with the Constitution, for the management of the affairs of the Club and the use of Club premises and generally for all matters connected with the Club.
  - 8.11.11 To invest and deal with any moneys of the Club not immediately required for the purposes of the Club upon such securities and on such terms as they may think fit, and from time to time vary, or realize, such investments.
  - 8.11.12 To grant consent to persons, not members of the Club, to use the Club's property or to enter the grounds or buildings used or owned by the Club, upon such terms as they may think fit, or to refuse consent at their discretion
  - 8.11.13 To hold sporting tournaments, and to make any special arrangements therefor, and to make and impose charges for entrance or admission to the Club's grounds, or any part thereof, for any limited time, for any special purpose whatsoever.
  - 8.11.14 To enter into contracts with other bodies for the promotion of sport, and for any other purposes incidental to the Club's objects.
  - 8.11.15 To appoint Sub-Committees for any purposes and to delegate to and withdraw from such Sub-Committees such powers as the Committee may deem desirable.
  - 8.11.16 To co-opt any member of the Club who, by reason of special qualifications, is able to assist it in the management of the Club as a member of the Committee or otherwise.
  - 8.11.17 To fill any casual vacancies on the Committee from amongst members of the Club during its period of office and until the next Annual General Meeting.
- 8.12 The Committee shall ensure that the Club is at all times actively represented in the management of the Wemmer Pan Aquatic Clubs.

## **SECTION NINE: GENERAL MEETINGS**

- 9.01 The Annual General Meeting of members of the Club shall be held before the 31st July in each year on a day to be fixed by the Committee.
- 9.02 At each Annual General Meeting the Committee shall submit a report and a certified balance sheet and statement of income and expenditure. With the notice convening each Annual General Meeting, there shall be circulated to members true copies of the certified balance sheet and statement of income and expenditure to be considered at the meeting, together with the report of the Honorary Scrutineer thereon.
- 9.03 The business to be transacted at any Annual General Meeting shall be:
  - 9.03.01 To receive and consider a report of the position of the Club, the statement of accounts to 31st May for each year and the report of the Honorary Scrutineer;



- 9.03.02 To elect members of the Committee in terms of article 8.01 for the ensuing year;
- 9.03.03 To elect an Honorary President, Honorary Vice-President, and such Patrons as may be deemed desirable;
- 9.03.04 To elect, for the ensuing year, Honorary Scrutineer for the Club, to be appointed in term of Rule 10;
- 9.03.05 To elect such Honorary Life Members, if any are proposed by the Committee, and
- 9.03.06 To consider any resolution, concerning the affairs of the Club, of which due notice has been given.

9.04 At least fourteen days notice of the day and hour of any Annual general Meeting shall be given. The accidental omission to send such notice to any member shall not invalidate the meeting. Subject to article 14, notice of any resolution to be proposed at the Annual General Meeting, other than the ordinary business, must be lodged with the Secretary at least four days before the date fixed for such meeting and the Secretary shall immediately notify members of such resolution.

9.05 The Committee may at any time call a Special General Meeting of members by giving no less than seven days notice, specifying the object for which the meeting is called. The Committee shall, in like manner and with 30 days call a Special General Meeting upon receipt of a requisition signed by 15 members of the Club, specifying the object for which such meeting is required. Subject to the provisions of the paragraph, no business other than that specified in the notice shall be transacted at such meeting.

The Committee may, however, at any General Meeting of members bring forward any business which it considers urgently requires decision or action by members, where such business is included in the notice of the meeting.

9.06 Except as provided in Section 13 and Section 14, a quorum for the Annual General Meeting or for a Special General Meeting shall be 25 percent of paid up members; provided that if no quorum be presented within fifteen minutes after the time fixed for the meeting, the meeting shall be postponed to the same day and hour in the following week, and at such adjourned meeting the members present shall be deemed to be quorum for the transaction of all business of the meeting. In the case of the Special General Meeting, called by requisition of members, if no quorum be present within fifteen minutes after the time fixed for the meeting, the meeting shall be dissolved.

9.07 The Chairperson of the Club, or in his absence the Vice-Chairperson of the Club shall be the Chairperson at all General Meetings of the Club. In the event of both the Chairperson and Vice-Chairman being absent from any General Meeting, a Chairperson to act shall be elected from members of the Committee present at the meeting.

- 9.08 The Chairperson of any General Meeting may, with the consent of meeting adjourn the same from place to place and from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.09 Every question submitted to a General Meeting, except where a ballot is demanded shall be decided in the first instance by a show of hands, the Chairperson having a second or casting vote in the case of equality, and unless a ballot be demanded, the declaration by the Chairperson of the result shall be conclusive. A ballot may be demanded by at least 5 members present at the meeting and shall be taken in such manner and at such time and place as the Chairperson directs.

#### **SECTION TEN: SCRUTINEER**

- 10.01 There shall be one Honorary Scrutineer of the Club, appointed at the Annual General Meeting and who shall hold office until the next Annual General Meeting when she or he shall retire, but shall be eligible for re-appointment.
- 10.02 It shall be the duty of the Honorary Scrutineer to examine the books and accounts of the Club and to report, at each Annual General Meeting and at such other times as she or he may think fit, upon the finances of the Club.

#### **SECTION ELEVEN: PROPERTY, LEGAL PROCEEDINGS AND POWERS OF ATTORNEY**

- 11.01 All movable and immovable property of the Club shall be registered in the name of the Club.
- 11.02 All actions and legal proceedings instituted by or against the Club shall be conducted in the name of the Club.
- 11.03 Except as otherwise specifically provided in these Rules, powers of attorney and other documents required for the purposes of the Club shall be signed in the name of and on behalf of the Club by two members of the Committee, duly authorized thereto by a resolution of the Committee.

#### **SECTION TWELVE: MISCONDUCT OF MEMBERS**

- 12.01 Should any member in the opinion of the Committee, commit any willful breach of the Rules of the Club or be guilty of improper, dishonest or unsportsmanlike conduct or fail to make payments of monies due to the Club after due notice, or be guilty of conduct in any way offensive to members or to introduce to the Club any person whose presence therein shall be prejudicial to the interests or reputation of the Club or objectionable to the members or should any member be guilty, in the opinion of the Committee, of conduct unbecoming or prejudicial to the interest and reputation of the Club or be in breach of the RowSA Code of Conduct, whether within the Club's precincts or outside them, the Committee shall have the power to enforce Rules and the RowSA Code in a manner considered appropriate, including:

12.01.01 To call upon such member to appear before the Committee and there explain his or her conduct, and shall such member fail to appear when called upon, to suspend and otherwise deal with such member in terms of this article; or

12.01.02 To expel such member if after due hearing, as specified in article 12.01.01 it is found necessary; or

12.01.03 To suspend the rights of membership of such member for a period determined by the Committee.

12.02 The Committee shall post a notice on the Club's notice board within 7 days of the conduct of a hearing in terms of article 12.01 setting out the reason for the hearing and the content of the decision and actions taken by the Committee.

### **SECTION THIRTEEN: ALTERATION OF ARTICLES OF CONSTITUTION**

13.01 No article of this Constitution shall be altered, amended or rescheduled, nor any new article made, except by a majority of two thirds of the members present and voting in a General Meeting.

### **SECTION FOURTEEN: DISSOLUTION OF THE CLUB**

14.01 The Club shall be dissolved by a resolution passed by a majority of three-quarters of the members present and voting in a Special General Meeting.

14.02 The meeting called in terms of article 14.01 shall appoint three members of the Club who are members in good standing to wind up the affairs of the Club.

14.02.01 Any liabilities of the Club shall be met by proceeds of sale of Club assets.

14.02.02 Any surplus assets of the Club remaining after liabilities have been met shall be donated to RowSA or its assessor in title, or to a Club or association whose objects are similar to those of the Club.

### **ADOPTION OF THE CONSTITUTION**

The Constitution replaced the Rules of the Club adopted in revised form on the 1<sup>st</sup> of July 1983 and was adopted unanimously at the Annual General Meeting of the Wemmer Pan Rowing Club held on the 4<sup>th</sup> of July 2004 at Wemmer Pan, Pioneers Park, Johannesburg.

Certified a true copy



\_\_\_\_\_  
R.A.E MACKINNON  
CHAIRPERSON

4<sup>th</sup> July 2004

\_\_\_\_\_  
DATE