

# **GREEN POINT TENNIS CLUB**

## **CONSTITUTION**

Adopted at the Special General Meeting of Members on 10 March 2010 and amended by a Special Resolution of Members at the Annual General Meeting on 11 July 2015.

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# **GREEN POINT TENNIS CLUB**

## **CONSTITUTION**

### **1. NAME**

- 1.1 The name of the Club shall be GREEN POINT TENNIS CLUB (hereinafter referred to as “the Club”);
- 1.2 For administration purposes only, an acceptable alternative name shall be GREEN POINT LAWN TENNIS CLUB

### **2. MAIN PURPOSE**

The Club shall operate as a RECREATIONAL CLUB in terms of section 30A of the Income Tax Act, 1962, for the provision of tennis and related social amenities or facilities for the members of the Club, in a non-profit manner.

### **3. OBJECTIVES**

The main objectives of the Club are –

- 3.1 to provide social tennis amenities and facilities in the community in which it is situated, through membership of the Club; and to other persons who may wish to apply for membership, as well as, subject to Committee approval and only if the interests of existing members are not unduly disadvantaged, to persons and organisations who may wish to use the tennis facilities on an ad-hoc basis;
- 3.2 to provide competitive play for members, including through the inter-club leagues facilitated by Western Province Tennis and through the arranging of internal tournaments;
- 3.3 to endeavour to provide environmentally-friendly facilities and a social environment for the enjoyment of members;
- 3.4 to encourage members to improve their standard of play, by the facilitation of appropriate arrangements in this regard;
- 3.5 to encourage the sport of tennis, especially amongst junior players. This includes making its facilities available to schools and to other bodies catering for junior players, subject to Committee approval and only if the interests of existing members are not unduly disadvantaged;

- 3.6 to manage the finances of the Club effectively to enable the attainment of its objectives;
- 3.7 generally, to do anything that facilitates the achievement of the Club's objectives.

#### 4. **LOCATION**

The Club shall be situated in the Green Point Urban Park, on premises leased from the City of Cape Town.

#### 5. **COLOURS AND EMBLEM**

The main colour shall be Green. The emblem shall be as shown in Annexure "A" to this Constitution and the colours shall be Green, Gold and Maroon.

#### 6. **AFFILIATION**

Subject to the requirements of WESTERN PROVINCE TENNIS for affiliation and the proviso that such affiliation is beneficial to the Club's interests, the Club shall be affiliated to that body and, through it, to TENNIS SOUTH AFRICA.

#### 7. **RULES OF PLAY**

The rules of play of the Club shall be those adopted by Western Province Tennis.

#### 8. **MEMBERSHIP**

- 8.1 The membership of the Club shall be on an annual or seasonal basis, according to the following categories –
  - 8.1.1 Honorary
  - 8.1.2 Honorary Life
  - 8.1.3 Such other categories as may be approved from time to time by the Annual General Meeting of members.
- 8.2. An Honorary, or Honorary Life member, shall be one who by reason of the holding of public office, or the provision of exemplary services to the Club over a long period, has been elected to such membership at a meeting of members, where due notice has been given and the proposal to elect such member is stated;
- 8.3. The privileges attaching to each category of membership shall be determined by the Committee and any changes shall be subject to ratification by members at the next Annual General Meeting;

- 8.4 Applications for membership shall be in writing, shall be considered by the Committee and be subject to the majority approval of the full Committee at the time. The Committee shall be entitled to refuse membership, without providing reasons for the decision;
- 8.5 Members shall be deemed to have accepted the conditions of membership and shall be bound by this Constitution, a copy of which shall be provided to members on request;
- 8.6 Members are prohibited from selling their membership rights or any entitlement to them;
- 8.7 The liability of a member is limited to the amount owing in respect of the member's unpaid subscriptions and any other moneys owing by the member to the Club.

## **9. OFFICE BEARERS**

- 9.1 The members may, at each Annual General Meeting, elect an Honorary President and Honorary Vice-President who, by virtue of their exemplary status, shall be worthy of the office and shall be able to advise the Club on various matters, but shall not carry any executive powers;
- 9.2 The Club shall be managed by an executive Committee consisting of the following, elected at each Annual General Meeting and holding office (without remuneration) until the next election –
  - 9.2.1 Chairman
  - 9.2.2 Secretary
  - 9.2.3 Treasurer
  - 9.2.4 League Secretary
  - 9.2.5 Tournament Secretary
  - 9.2.6 Groundsman

9.2.7 a minimum of two and a maximum of six additional members without portfolio. In the event of a person being elected to more than one of the offices specified in 9.2.1 to 9.2.6, the minimum number of additional members shall be increased accordingly;
- 9.3 All members of the Committee shall retire annually, but shall be eligible for re-election at the Annual General Meeting;
- 9.4 The Committee is empowered to fill any vacancy resulting from the failure of the Annual General Meeting of Members to elect members to all the required Committee posts, as well as in respect of any temporary vacancy occurring during the year, until the next Annual General Meeting.

## 10. **GENERAL MEETINGS**

### 10.1 **ANNUAL GENERAL MEETING**

- 10.1.1 The Annual General Meeting of Members shall be held no later than four months after the end of the financial year, which shall end on 30 April each year;
- 10.1.2. Not less than seven days notice of an Annual General Meeting shall be given to members, by post or e-mail and a copy shall be placed on the notice board in the clubhouse, except that in respect of any proposed alteration to the Constitution of the Club and any matter which requires a special resolution by Members, fourteen days notice shall be given. The genuine oversight to send a notice of the Annual General Meeting to any member entitled to vote at the Meeting shall not invalidate the Meeting.

### 10.2 **SPECIAL GENERAL MEETING**

- 10.2.1 A Special General Meeting of Members may be called at any time by the Committee, or shall be called within 14 days of the receipt by the Secretary of a requisition signed by at least ten members, stating the purpose for which they wish the meeting to be called;
- 10.2.2 Not less than fourteen days notice of a Special General Meeting shall be given to members, by post or e-mail and a copy shall be placed on the notice board in the clubhouse. The genuine oversight to send a notice of the Special General Meeting to any member entitled to vote at the Meeting shall not invalidate the Meeting;
- 10.2.3 The business of the meeting shall be limited to the specific purpose for which it has been called, as well as such business directly related to that purpose.

### 10.3 **QUORUM**

The quorum at any General Meeting of Members shall be 15 members, personally present. Should a quorum not be present within 30 minutes after the time fixed for the meeting, the meeting shall, in the case of the Annual General Meeting, or a Special General Meeting called by the Committee, be postponed to the same day and time in the following week. At such postponed meeting, the Members present, whatever their number, shall be deemed to be a quorum. In the case of a Special General Meeting called by a requisition of Members, if no quorum is present, the meeting shall be dissolved without a postponement.

### 10.4 **VOTING**

At all General Meetings, all Members, excluding those membership categories which relate to Monthly Members and Scholars, as determined from time to time by the Annual General Meeting of members, and those Members who are not in

good financial standing with the Club, shall be entitled to one vote. At the Annual General Meeting, a simple majority of votes by those present and entitled to vote will be required to pass a resolution. In the event of a tie in the number of votes, the Chairman shall have a casting as well as a deliberative vote. At all General Meetings, any proposed alteration to the Constitution of the Club and any matter which requires a special resolution by Members, will require a two-thirds majority of votes by those present and entitled to vote to pass a resolution.

#### **10.5 CHAIRMAN**

All General Meetings shall be chaired by the Chairman of the Committee, or, in his absence, by a member of the Committee appointed by the Committee.

#### **11. COMMITTEE**

##### **11.1 POWERS**

The Committee shall have power to -

- 11.1.1 implement any decision and to act in respect of any matter, but subject to those matters set out in this Constitution which shall be dealt with in the manner prescribed;
- 11.1.2 receive moneys and make payments on behalf of the Club, open and operate banking accounts in the name of the Club, buy, sell and deal in any items required in the normal course of the Club's operations and enter into any transaction in regard to these functions. The signatories in respect of any document required in this respect shall be any two of three Committee members appointed by the Committee for that purpose;
- 11.1.3 invest the Club's money in such manner as it may deem prudent, with the sole purpose of accumulating funds for future expenditure;
- 11.1.4 arrange and hold events, competitions and tournaments and to make any special arrangements therefor, and to allow the Club's facilities to be used by any party, including the setting aside of any of the Club's facilities for any specific purpose whatsoever, subject to ensuring that the interests of the existing members are not unduly disadvantaged;
- 11.1.5 appoint a Selection Committee for the league teams, to be headed by the League Secretary, and comprising the number of members deemed necessary, including , as ex-officio members, the captains of the league teams;
- 11.1.6 determine the privileges attaching to each category of membership. Any changes shall be subject to ratification by members at the next Annual General Meeting. (Refer clause 8.3);

- 11.1.7 reprimand a member or, after due consideration of any input by the member, either suspend membership privileges, or terminate, by means of a two-thirds majority resolution of the full Committee at the time, the membership of any member whose conduct is deemed by the Committee to be injurious to the character, reputation or interests of the Club. Where deemed appropriate, the member may be requested in writing to resign. The unexpired portion of the subscription of the member whose membership has been suspended, or terminated, may be reduced, or refunded, if considered appropriate by the Committee;
- 11.1.8 reduce the subscription of any specific member, notwithstanding the resolution by Members at the Annual General Meeting, after due consideration of the circumstances relating to the specific member;
- 11.1.9 make, vary, implement, suspend and repeal bye-laws as it deems appropriate for the regulation of the Club's operations, provided that such bye-laws shall not conflict with the Constitution of the Club;
- 11.1.10 in addition to the subscription charge, levy any reasonable annual, seasonal, or ad-hoc charge per member, or per specific member, or per group of members, in respect of any operational expenditure incurred, or event arranged by the Club.

## 11.2 **MEETINGS**

- 11.2.1 All Meetings shall be chaired by the Chairman, or, in his absence, by a member of the Committee elected by the Committee Members present;
- 11.2.2 Four members personally present shall form a quorum;
- 11.2.3 A simple majority of votes by those present will be required to pass a resolution. In the event of a tie in the number of votes, the Chairman shall have a casting as well as a deliberative vote;
- 11.2.4 The Committee shall meet at intervals not exceeding three months;
- 11.2.5 At least four days notice of Committee Meetings shall be given to Committee Members, unless the majority of the full Committee at the time agrees to accept shorter notice;
- 11.2.6 Any Committee Member who fails to attend any three consecutive meetings of the Committee, without giving satisfactory reasons for such absence, shall automatically cease to be a member of the Committee.

### **11.3 FIDUCIARY RESPONSIBILITY**

- 11.3.1. The full Committee at the time, or at least three unconnected Committee Members appointed by the Committee, shall accept fiduciary responsibility for the Club. No single person may have the ability or authority to directly or indirectly control the decision-making powers of the club;
- 11.3.2. The full Committee at the time shall ensure that any books of account, records or other documents of the Club are retained for a period of five years from the date on which the income tax return for that year was received by the South African Revenue Service;
- 11.3.3. The full Committee at the time shall ensure that the main registers, books of account and reports of the club are retained safely to ensure that the history of the Club is preserved;
- 11.3.4. Annual financial statements of the Club are not required to be compiled by a qualified accountant, or audited by an independent auditor, unless so resolved by a special resolution of Members;
- 11.3.5. Members of the Committee shall be absolved from responsibility for acts and omissions of any other Committee member or Member of the Club, as well as visitors to the Club which adversely affect it and its general member body, unless it is due to the willful neglect or willful default of that Committee Member.

### **12. ENTRANCE FEES AND SUBSCRIPTIONS**

- 12.1 The entrance fees and subscriptions for the following season in respect of the various classes of membership shall be subject to the approval of the members at the Annual General Meeting, having due regard to the recommendations of the outgoing Committee;
- 12.2 The entrance fees and subscriptions may be reduced or waived at the discretion of the Committee, after due consideration of the circumstances relating to a member, or an applicant for membership (Refer clause 11.1.8);
- 12.3 The entrance fee is payable together with the application for membership and shall be refunded to the applicant should the application be rejected. In the case of a Monthly membership category being determined by the Annual General Meeting of members, the entrance fee shall be waived;
- 12.4 Subscriptions are payable in advance at the beginning of the subscription year commencing on 1 July and ending on 30 June. At the discretion of the Committee and on application by the member, subscriptions may be paid in instalments. In this case, any prompt-payment discount will be forfeited.

- 12.5 Members, other than Temporary / Monthly members, who join the Club during a subscription year, shall pay a pro-rata subscription amount for the remaining period of the subscription year;
- 12.6 Members who join, or rejoin the Club for only a period within a subscription year shall pay a subscription based on the lesser of a Temporary / Monthly membership subscription, or a full-year subscription. Any capitation fees relating to league play shall be payable in addition to the subscription amount;
- 12.7 Any Member whose subscription has not been paid in full –
  - 12.7.1 in the case of a full annual subscription, within five months of the amount becoming due, and
  - 12.7.2 in the case of a member, other than a Temporary / Monthly member, who joins during a subscription season, within two months of the amount becoming due, or
  - 12.7.3 in the case of a Temporary / Monthly member, within one month of the amount becoming due,

shall, in the absence of any special arrangement with the Secretary or the Treasurer, automatically cease to be a member of the Club and the Secretary shall advise the member accordingly. If the member wishes to be re-instated, an application for membership must be submitted together with the payment of all outstanding amounts and the Committee shall have the power to reinstate the member on consideration of the circumstances;
- 12.8 Should a member resign, or should a member's membership be terminated in terms of this Constitution, at the discretion of the Committee the member shall remain liable for the outstanding subscription amount due and for any other outstanding amounts due by the member to the Club, or incurred by the Club in respect of the member, at that date.

**13. GENERAL**

- 13.1 The Club shall not pay excessive remuneration to any person, having regard to what is generally considered reasonable for recreational tennis clubs and in relation to the service rendered;
- 13.2 The Club shall not knowingly be party to, or knowingly permit itself to be used as 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.

**14. DISSOLUTION**

14.1 The Club may be dissolved only by a resolution of the majority of the Members at the time, at a Special General Meeting and provided that the proposed dissolution has been stated in the notice of the meeting;

14.2 After the settlement of all liabilities of the Club, the remaining assets may be transferred only to -

14.2.1 any other recreational club which is approved by the Commissioner under section 30A of the Income Tax Act, 1962; or

14.2.2 a Public Benefit Organisation formed, incorporated or established in the Republic as a company incorporated under section 21 of the Companies Act, or as a trust or an association of persons and, which has been approved by the Commissioner as a Public Benefit Organisation under section 30(3) of the Income Tax Act, 1962;

14.3 The Club shall not directly or indirectly distribute any surplus funds, other than on dissolution.

**15. AMENDMENTS TO THE CONSTITUTION**

All amendments to the Constitution shall be submitted to the Commissioner for the South African Revenue Service as soon as they have been effected.

This Constitution –

- was adopted at the Special General Meeting of Members held on Wednesday 10 March 2010 and came into effect from the close of that meeting;
- was amended by a Special Resolution of Members at the Annual General Meeting on 11 July 2015 which came into effect immediately.

T. Adam

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CHAIRMAN

N. Retief

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SECRETARY