

# CONSTITUTION

## Of

### TSHWANE SPORTS COUNCIL

accepted at its FOUNDING Meeting in Eersterust, Gauteng on 08 October 2011, **as amended by a** Resolution of its Provincial Council taken on 08 October 2011 regarding the Dissolution of the Executive Committees and Board of Directors of the three (3) Regional Sports Council's in Tshwane elected on 27 November 2009 , 24 February 1992 and 26 March 2011 respectively to engage in a re-engineering process that will culminate in the launch of a new and more representative, inclusive and widely consulted Regional Executive Committee (Tshwane Sport Council), which resolution that was implemented with immediate effect informed by the following facts:

- The existence of three Regional Sport Councils in Tshwane.
- The challenges and negative impact that this has had on sport development in Tshwane and
- Concerns raised by SASCOC regarding the limited number of provincial/regional federations that have applied for Sport Council Membership;

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## 1. PREAMBLE

WHEREAS the Gauteng North Sports Council in the province of Gauteng South Africa was established on 24 February 1992;

AND WHEREAS the Tshwane Sports Council was established on 27 November 2009;

AND WHEREAS the Metsweding Sports Council was established at a meeting held on 26 March 2011

AND WHEREAS a Resolution of its Regional Councils taken on 08 October 2011 regarding the Dissolution of the Regional Executive Committees and Board of Directors of the three (3) Regional Sports Councils elected on 24 February 1992, 27 November 2009 and 26 March 2011 respectively to engage in a re-engineering process that will culminate in the launch of a new and more representative, inclusive and widely consulted Regional Executive Committee (Tshwane Sport Council);

AND WHEREAS the existing constitutions of Gauteng North, Tshwane and Metsweding, Sports Councils, which was adopted on 24 February 1992, 27 November 2009 and 26 March 2011 respectively and amended from time to time thereafter, requires to be replaced because of the need for the restructuring of Tshwane Sports Council in order to promote and effect:

- the good governance of Tshwane Sports Council;
- the transformation of Tshwane Sports Council into an association reflecting the spirit and values of the Bill of Rights (Chapter 2 of the Constitution of the Republic of South Africa); and
- the provincial administration and general development of all sport codes within the boundaries of the Tshwane Metropolitan;

AND WHEREAS it is the mission of Tshwane Sports Council to promote and provide effective control and management of all sport codes for all the people of the Region of Tshwane within Gauteng;

AND WHEREAS it is a special commitment of Tshwane Sport Council:

- not to discriminate on the grounds of race, gender, sex, origin, color, sexual orientation, religion, conscience, belief, culture or birth;
- to pursue special pro-active measures and/or interventions for the benefit and development of the disadvantaged communities and/or disadvantaged individuals;
- for the development of human and other resources,
- for the building of capacity and for the empowerment of all sport codes and clubs from advantaged and disadvantaged communities;
- in order to redress the imbalances of the past; and
- to strive for a representation of the diversity and composition of the Tshwane Region population at all levels in all sport codes;

NOW THEREFORE the Regional Sports Council of Tshwane, convened under the Constitution of the GSC as guideline accepted at its inaugural meeting held in Eersterust on 08 October 2011, as well as the members of the Tshwane Sports Council listed in Schedule 2 to this DRAFT Regional Constitution, hereby adopt this Regional Constitution as the new constitution for Tshwane Sports Council and agree on the following articles as the basis for the future association between the members of Tshwane Sports Council:

2. **NAME**

2.1 The name of the organization to which this Constitution relates shall be the Tshwane Sports Council hereinafter referred to and known by the acronym TSC.

3. **INTERPRETATION**

In this Constitution, in the absence of the express provision or statement to the contrary -

3.1. the headings are used for reference and convenience only and shall in no way be used to explain, amplify or modify or aid in the interpretation of this Constitution;

3.2. when any number of days is prescribed in this Constitution, same shall be reckoned exclusively of the first and inclusively of the last day unless the last day falls on a Saturday, Sunday or officially recognized South African public holiday, in which case the last day shall be the next succeeding day which is not a Saturday, Sunday or officially recognized South African public holiday, and "business day" is any day which is not a Saturday, Sunday or officially recognized South African public holiday;

3.3. where figures are referred to in numerals and in words, if there is any conflict between the two, the word shall prevail;

3.4. where any term is defined within the context of any particular clause in this Constitution, the term so defined, unless it is clear from the clause in question that the term so defined has limited application to the relevant clause, shall bear the meaning ascribed to it for all purposes in terms of this Constitution, notwithstanding that that term has not been defined in this interpretation clause;

3.5. the expiration or termination of this Constitution shall not affect such of the provisions of this Constitution as expressly provide that they will operate after any such expiration or termination or which of necessity must continue to have effect after such expiration or termination, notwithstanding that the clauses themselves do not expressly provide for this; and



3.6. words importing any one gender shall include the other two, words importing the singular shall include the plural and *vice versa* and words importing natural person shall include created entities (whether corporate or not) and *vice versa*.

#### 4. **DEFINITIONS**

- 4.1. "the Act" the Non-Profit organization Act 71 of 1997(as amended);
- 4.2. "Articles of Association " means SASCOC's Articles of Association (as amended);
- 4.3. "Annual General Meeting " means the highest decision making gathering of members of the Tshwane Sport Council comprising of the Members of the Tshwane Sports Council;
- 4.4. "Executive Committee" means the Executive Committee of the Tshwane Sports Council as constituted from time to time in terms of this constitution.
- 4.5. "CAS" means the court of Arbitration for Sport, presently constituted and domiciled in Switzerland;
- 4.6. "Calendar Year" means in each year, the period commencing 1 July ending 30 June of the relevant year;
- 4.7. "Constitution" means this constitution of the Tshwane Sports Council;
- 4.8. "Constitution of the Republic" means the Constitution of the Republic of South Africa Act 108 of 1996 (as amended);
- 4.9. "Delegate" means a delegate appointed by a Member to represent it at any General Meeting;

- 4.10. "General Assembly" means the general assembly of the Tshwane Sports Council as contemplated by clause 2.1;
- 4.11. "General Meeting" means any general meeting of the Members and includes an annual general meeting, a special general meeting or an ordinary general meeting;
- 4.12. "MEC" means the Member of the Executive Council responsible for Sport and Recreation in the Province;
- 4.13. "Member" means a member of the Tshwane Sports Council in terms of this Constitution, regional sport federations, associate members, special organization members, ex-officio members, individual sport members, sub-regional sport council members, athletes commission members and honorary members.
- 4.14. MFMA Municipal Financial Management Act
- 4.15. "National Sports Act" means the National Sports and Recreation Act, no 18 of 2007 as amended or any other Act which replaces it;
- 4.16. "National Sports Federation" means a national sports association that is recognized as such by SASCOG and or in terms of the Rules and Regulations of SASCOG
- 4.17. "Notice" shall unless the context indicates otherwise, mean a written communication which has to be delivered to the addressee by ordinary or registered post to its address as notified by it and recorded in the records of the TSC, sent by post or tele-faxed transmission or e-mail, to the number or e-mail address provided by the addressee and recorded in the records of the TSC. Any notice sent by post shall be deemed to have been received by the addressee within 5 (five) days of the proven date of posting. Any notice sent by tele-faxed transmission shall be deemed to

have been received by the addressee on the day after the {proven date of tele-fax transmission. Any e-mailed notice shall be deemed to have been received by the addressee on the day after the proven date of the e-mail transmission.

- 4.18. PFMA Provincial Financial Management Act
- 4.19. “Province” means the jurisdictional area of the Gauteng Government of South Africa;
- 4.20. “Tshwane Sports Federations” means a sports organization recognized as such and affiliated to a Provincial Sports Federation, and organizing and managing a sports code in the region;
- 4.21. “Regional Sport Council” means the Region within the Province as defined by the Geo-political boundaries.
- 4.22. “SASCOC” means the South African Sports Confederation and Olympic Committee as defined in the Sports and Recreation Act, 1997 (as amended)
- 4.23. “South Africa” means the “Republic of South Africa” as defined in the Constitution of the Republic of South Africa, 1996.
- 4.24. In this constitution unless inconsistent with the context, the singular included the plural and vice versa and persons shall include bodies corporate.

## 5. **OBJECTIVES OF THE TSHWANE SPORTS COUNCIL**

- 5.1. The mandate of the Tshwane Sport Council is to:
- 5.1.1. Apply for membership of GSC.
- 5.1.2. Act as a structure recognized by

GSC as a coordinating and monitoring structure of sport in the communities of Tshwane Metropolitan Area, Gauteng.

- 5.1.3. Act as a structure recognized by GSC as a coordinating and monitoring structure for Tshwane based federations of sport codes within the boundaries of Tshwane Metropolitan Area, Gauteng.
- 5.1.4. Promote, advance, develop sports initiatives in the Tshwane Metropolitan Area, Gauteng, in furtherance of mandates delegated to it by GSC and SASCOC;
- 5.1.5. Promote, advance, develop and co-ordinate all sporting codes at Regional level, in line with the Articles of Association, sporting programmes, rules, policies and directive of GSC and SASCOC;
- 5.1.6. Act as an advisory body to all sport structures in Tshwane.
- 5.1.7. Participate in the Planning Process of Tshwane Sports Recreation Arts and Culture Department and in collaboration with Gauteng Department of Sport, Arts, Culture and Recreation.
- 5.1.8. Promote transformation of the sport sector and to facilitate sports development in the Region
- 5.1.9. Co-operate, liaise and work with Tshwane Federations, Tshwane MMC of Sports and Recreation, Local Government, and with any other organization established to promote Sports & Recreation in the Region;
- 5.1.10. Initiate partnerships with the private and public sector regarding resources needed to support sporting programmes.
- 5.1.11. Establish strategic partnership with Municipalities on the building needs and usage of facilities within Tshwane Metropolitan Area.

- 5.1.12. Be recognized by GSC and Tshwane department of SRAC and its Members as the coordinating body of sport in the Region;
- 5.1.13. Promote the creation of sports structures and efficient management and assist with the creation of non-racial and non-sexist sport with unitary structures in all sporting codes at a Tshwane Regional level;
- 5.1.14. Foster co-operation and build partnership amongst all sectors of society that are committed to sports development within the Tshwane Region; and
- 5.1.15. Co-ordinate and implement the funding policy as determined by GDSSCR, SRAC AND GSC in assisting its members for the protection, promotion, and advancement of sport.
- 5.1.16. Adhere and comply with the principles and guidelines of the PFMA, MFMA and Treasury regulations.

## 6. **ROLE OF TSHWANE SPORTS COUNCIL**

The Role of the Tshwane Sports Council is the following:

- 6.1. To serve and function in furtherance of the SASCOC's, GSC and SRAC aims and objectives as the co-ordination structure for sport development at Tshwane Regional level across all sporting codes;
- 6.2. Promote and foster the spirit of co-operation and collaboration amongst all role players of sport in the Province and the Region;
- 6.3. Assist and co-operate with Regional, Provincial Sports Federations and sub-regional sport council in developing Sports codes and in the implementation of sports development programs, including competitive sporting events and mass participation programs;
- 6.4. Promote and advocate for increased sports & recreation development across the region; and

6.5. Assist GSC and SASCOG with the identification of high performing sporting talent and support their development.

7. **STATUS**

**Tshwane Sport Council herewith accepts that** the Gauteng Sports Council is established in terms of clause 6.6 of SASCOG's Articles of Association. Tshwane Sport Council therefore shall be an Association incorporated under Section 21 of the Companies Act.

8. **LEGAL PERSONALITY**

8.1. The Tshwane Sport Council is a voluntary association having a separate legal existence identity, from that of its Members , which is entitled to own property, whether movable or immovable or otherwise , and to sue and be sued in its own name, notwithstanding any change in the composition of its membership from time to time, shall have perpetual succession.

8.2. All movable property or other rights relating to immovable property which may be obtained by the Tshwane Sport Council from time to time shall be registered in the name of the Tshwane Sport Council.

8.3. The Tshwane Sport council is a non-profit organization.

9. **INDEMNITY**

9.1. Every office bearer, official or employee of the Tshwane Sport Council are indemnified by the Tshwane Sports Council and Gauteng Sports Council against all losses, charges, costs, damages and all other expenses and liabilities which he or she may incur or become liable for by virtue of any reason or any act, omission in the discharge of his or her duties, unless the loss in question is caused by his or her own negligence, dishonesty or bad faith.

9.2. Every office bearer, official or employee of the Tshwane Sport Council are indemnified by the Tshwane Sports Council against pecuniary loss sustained by reason of legal proceedings, arising out of whatsoever cause, instituted against the Tshwane Sports Council or against such office bearer, official or employee in his or her representative capacity, provided the indemnity conveyed herein has not extend to private personal acts of such office bearers, official or employee.

10. **OFFICIAL LANGUAGE**

The official language of the Tshwane Sport Council in case of any dispute shall be English.

11. **FINANCIAL YEAR**

The financial year of the Tshwane Sport Council shall be from 01 April to the 31<sup>st</sup> March of the next year.

12. **AREA OF JURISDICTION**

The area of jurisdiction shall be the Region called Tshwane Metropolitan Area as defined in the Republic of South Africa's Constitution.

13. **HEADQUARTERS**

The headquarters of the Tshwane Sport Council will be determined from time to time by the General Meeting. For the present the Head Office of the TSC shall be situated in Tshwane, as determined by the General Assembly.

14. **MEMBERSHIP**

14.1. The following entities/bodies/structures shall be eligible for membership of the Tshwane Sports Council:

14.1.1. The members of the TSC shall comprise of Regional Structures of members of Regional Sport federations and sub-regional sport councils and any other member whose applications for membership are ratified by the General Council.

14.1.2. Any other Sport Governing Body and Controlling Bodies prescribed by the National Sport and Recreation Act and Articles of Association in relation to sports activities in the Region;

14.1.3 The Tshwane Sports Council shall, in its discretion grant full, special or associate membership to applicants referred to under paragraph 14.1.2, provided that such applicants meet with any required guidelines as may be laid down by the Tshwane Sport Council and Gauteng Sport Council from time to time.

14.1.4 An application for membership shall only be considered on the following conditions:

14.1.4.1 A letter of application as well as the completed prescribed application form.

14.1.4.2 A copy of the constitution of the applicant.

14.1.4.3 A list of all affiliates of the applicant

14.1.4.4 That it be tabled at either an Annual General Meeting or a Special General Meeting and it appears on the Agenda of the meeting at which it is to be considered.

## 15. **Membership Recognition Criteria**

15.1. To be eligible for recognition, organizations which control the development of, and participation by Tshwane sporting codes must meet the following criteria:-

15.1.1. must be properly constituted and operate on democratic principles;

15.1.2 have a formal written constitution and acceptable democratically elected committee(s) or structure(s), which operates in a transparent, accountable, and responsible manner; and

15.1.3 demonstrate an agreed level of management and financial accountability and stability.

15.2 The sport body must abide by the anti-doping policy of the institute for Drug Free Sport, and WADA as adopted by SASCOG.

15.3 Participation must be available to all sections of the community and not be restricted for reasons of finance, gender or disability.



16. **SUBORDINATE STATUS OF MEMBERS**

- 16.1. Members shall be subordinate to the Tshwane Sport Council and must comply with this Constitution, the Regulations, the Rules and any directives issued by the Tshwane Sport Council and Gauteng Sport Council from time to time subject to the proviso that any directive shall not be in conflict with any requirement of SASCOG.
- 16.2. Members' constitutions and any rules or regulations formulated there under shall not be in conflict with the TSC, GSC and SASCOG Constitutions and government policies.

17. **MEMBERSHIP MATTERS TO BE REGULATED IN THE RULES**

- 17.1. The Rules may regulate any matter relating to Membership, including but not limited to the following matters:
- 17.1.1. the criteria and procedure for acceptance of Members;
  - 17.1.2. the colors and emblems of Tshwane Members;
  - 17.1.3. the membership fees and subscriptions to be paid by Members;
  - 17.1.4. the obligations of Members with respect to financial statements and books of accounts;
  - 17.1.5. the grounds on which Members may be suspended from membership to Tshwane Sports Council; and
  - 17.1.6. any amendment to any Federation and Sub-Regional Sports Council's constitution.
- 17.2. The criteria referred to in 15 above shall, include the following requirements:
- 17.2.1. No Member will be eligible to acquire or to retain membership of the Tshwane Sport Council unless it has a constitution which provides for:
- 17.2.1.1. open elections to be held at intervals of not more than four (4) years;
  - 17.2.1.2. minutes of meetings and annual financial statements to be presented to its membership;

17.2.1.3. the member must recognize the authority of TSC, GSC and SASCOC; and

17.2.1.4. it has complied fully with such provisions of its constitution and has provided proof of such compliance to the Tshwane Sports Council.

17.2.2. No Member may be affiliated to the Tshwane Sports Council unless it is entitled to take its own decisions on any matter connected with its affiliation independently of any external body;

17.2.3. No Member may be used as a source of profit for its officials or for those who have lent funds to it, provided that the payment of a normal rate of interest to the latter shall be permissible.

17.2.4. In the event of a Member wishing to enter into an agreement with any company, which may change the Member and its affiliation with the Tshwane Sport Council, it shall inform the Tshwane Sports Council of its intentions in writing and disclose all information of whatsoever nature to the Tshwane Sports Council, to enable it to consider the affiliation or continued affiliation of the said Member is in the best interests of sport in the Region.

## 18. **AFFILIATION**

18.1. The Tshwane Sport Council shall apply for affiliation to the GSC,

18.2. The provisions of this Constitution shall be subject to, and not in conflict with the GSC Articles of Association and any rules, policies or regulations of GSC. In the event of such conflict, the provisions of the GSC Articles of Association, or rules or policies or regulations shall prevail.

19. **POWERS OF THE TSHWANE SPORTS COUNCIL**

19.1. The Tshwane Sport Council shall have all powers as may be necessary or reasonably required in law to achieve its objectives as set out in clause 5 above, and for its proper and efficient functioning and administration, it shall have the following powers:

19.1.1. it shall be capable to exist on its own separate from its members and shall continue to exist even after its membership changes;

19.1.2. to purchase or acquire in any way land, buildings, agencies, shares, debentures and every other kind or description of movable and immovable property;

19.1.3. to manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any way otherwise deal with all or any part of its property and assets;

19.1.4. to accept donations and legacies and raise funds, subject to the express limitation that should the services of a fund raiser be used for collection of contributions, the expenses (remunerations and/or commission included) may not exceed 15% (fifteen per centum) of the total proceeds of the collection;

19.1.5. to secure loans;

19.1.6. to secure payment of loans secured in any manner including the mortgaging and pledging of property and without detracting from the generality thereof, in particular by the issue of any kind of debenture or debenture stock, with or without security;

- 19.1.7. to invest money in any legal manner as approved by the members;
- 19.1.8. to open and operate banking accounts such account with any registered bank or financial institution in the Republic;
- 19.1.9. to open a banking account and authorize those officials who may sign, issue, accept, endorse, draw and execute on behalf of the Tshwane Sport Council any negotiable instruments, powers of attorney or other deeds or instruments;
- 19.1.10. to make, draw, issue, accept, endorse and discount promissory notes, bills of exchange and any other kind of negotiable or transferable instruments;
- 19.1.11. to enter into indemnities, guarantees and suretyship and to secure payment there under in anyway;
- 19.1.12. to sue and to be sued in its own name;
- 19.1.13. as per prior agreement remunerate any person or persons in cash for services rendered in its formation or in the development of its objects;
- 19.1.14. to enter into contracts and to executed any contracts deeds and documents provided that the Tshwane Sports Council shall not have the powers to carry on any business, including ordinary operations in the commercial sense, speculative transactions, dividends stripping activities and the letting of property on a systematic or regular basis, no loans may be made to a patron member, donor or any of their relatives or any private company.

20. **FINANCE**

20.1. The activities of Tshwane Sport Council shall be conducted on a non-profit basis with the intent and purpose that its capital and income from whatever source, shall be applied solely towards the promotion of its objects, provided that nothing herein contained shall preclude the payment in good faith to an affiliate or any other person of:

20.1.1. reasonable agreed remuneration for the services actually rendered on behalf of the Tshwane Sports Council;

20.1.2. reimbursement of actual costs, expenses or other commitments incurred on behalf of the Tshwane Sports Council;

20.1.3. payment of such monies to affiliates as found advisable for the advancement of sport in the Region;

20.1.4. The signatories of the Tshwane Sports Council cheques / EFT signatories shall be any two (2) of three (3) duly authorized persons appointed by the Regional Executive Committee;

20.1.5. The Tshwane Sports Council may invest its funds in the manner contemplated in clause [19.1.7] of this constitution;

20.1.6. The Executive Committee shall open and maintain a bank account for the Tshwane Sport Council.

20.2. The Executive Committee shall from time to time determine whether, to what extent and at what times and places and under what conditions or regulations the accounting records of the Tshwane Sport Council or any of them may be open to inspection by Members not being Tshwane Executive members or by the Tshwane Sport Council General Meeting.

20.3. The Tshwane Sports Council is prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that -

20.3.1. The undertaking or activity is -

- 20.3.1.1. integral and directly related to the sole object of the Council;
- 20.3.1.2. carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost and which would not result in unfair competition in relation to taxable entities; or
- 20.3.1.3. if the undertaking or activity is not integral and directly related to the sole object of the Council it should be of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation.

## 21. **GOVERNING BODIES**

### 21.1. **The General Assembly**

The General Assembly shall be the supreme decision making body of the Tshwane Sports Council and shall comprise all Members meeting at the occasion of a General Meeting.

### 21.2. **Executive Committee**

21.2.1. There shall not be less than (11) (eleven) Executive Committee members who are not connected persons in relation to each other, and shall comprise the following Executive members:

21.2.1.1. The President, who shall not be entitled to serve for a period in excess of (three) 3 terms in that office and shall be for the purposes of the composition of the Executive Committee, deemed not to represent either Tshwane based sport federations and/or Tshwane Sub-Regional Sports Councils.

21.2.1.2. Two (2) Vice-Presidents who shall be referred to as the First and Second Vice-Presidents. The 1<sup>st</sup> Vice-President will be elected from nominations received from sport federations and 2<sup>nd</sup> Vice-President will be elected from nominations received from Sub-regional Sport Councils.

- 21.2.1.3. Eight (8) additional Executive Committee members of which four (4) shall represent the Tshwane based Sports Federations and four (4) the Sub-Regional Sports Councils.
- 21.2.1.4. Any co-opted members, as determined by the Executive Committee, shall not exceed (four) 4 in number and shall have the full powers to vote on any issues before them. It is specifically recorded that if and when such additional co-opted members are appointed, the Executive Committee shall take cognizance of any gender or other sensitivity matters which may arise out of the elections. It is further recorded that the 4 co-opted members MUST be an even split representing 2 members from the sport federations and 2 members from sub-regional sport councils.
- 21.2.2. The members of the Executive Committee shall be elected in terms of Clause 21.2.1 and shall hold office for a term of four (4) years, but shall not be entitled to serve for longer than three (3) successive terms in their current elected position. Save as aforesaid, all Executive Committee members shall be eligible for re-election and shall retain office until their successors have been elected.
- 21.2.3. Any person elected to a position on the Executive Committee must vacate his/her position and retire by no later than the end of the calendar year during which he/she attains the age of seventy (70) years.
- 21.2.4. The positions of secretary and treasurer shall be appointed by the elected Executive Committee from the elected members.

## **22. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

- 22.1. The powers of the Tshwane Sports Council shall be exercised by the Tshwane Regional Executive Committee, who shall have specified powers delegated to them by the General Meeting in addition to the general powers and authority

herein conferred on the Executive Committee and without in any way limiting such powers and authority, shall have the following powers and duties:

22.1.1. To oversee, and if necessary manage, the activities of the Tshwane Sports Council, which shall include and shall not be restricted to:

22.1.1.1. The activities of its Members;

22.1.1.2. Inquiring into the administrative and/or financial affairs of Members, and, where necessary, to recommend corrective measures in this regard, and if these measures are not implemented to make recommendations to take over the administrative and/or financial affairs of the Member until these are placed on a satisfactory footing;

22.1.1.3. Appointing such sub-committees or commissions upon such terms as it may consider necessary to give effect to its powers;

22.1.1.4. Suspend, fine and/or terminate the membership of any Member or individual affiliated through their respective Sporting organization or to suspend and/or fine any Member who infringes the Constitution, the Rules, the Regulations, directives or resolutions of Tshwane Sport Council, Gauteng Sport Council or of SASCOC engages in any act of misconduct, improper practices, misdemeanor, acts of defiance, or brings the TSC Gauteng Sport Council and/or SASCOC into disrepute;

22.1.1.5. The preparation and monitoring of a detailed business plan for the Tshwane Sports Council and its activities;

22.1.1.6. The approval of a budget and control of monies in terms thereof.

22.1.1.7. To appoint standing committees as and when the necessity arises, which standing committees shall consist



of a chairperson who shall preferably be a member of the Executive Committee and such other members as are deemed necessary. It is specifically recorded that such standing committees shall take cognizance of the composition of the Executive Committee in appointing the relevant members and more in particular shall be cognisant of any imbalances or sensitivities in respect of representivity or equity or disability issues;

22.1.1.8. In matters of mutual interest, the Tshwane Sports Council and any eligible Members may enter into a written agreement covering issues such as the establishment of a joint liaison committee, communication, competitions whether Regional or otherwise, compensation, levies, disputes, officials, coaches and the like;

22.1.1.9. To appoint sub-committees reporting to the Executive Committee;

22.1.1.10. Subject to the Constitution, Rules and Regulations, to delegate any of its powers or functions to the management committee, a standing committee, judicial committee or sub-committee.

22.1.1.11. To approve the budget and all intended expenditure of the Tshwane Sports Council. It is specifically recorded that in the event of such intended expenditure exceeding 10%, then such intended expenditure would need to be ratified and approved by the General Assembly at any General or Special Meeting.

22.1.1.12. To enact, repeal and amend the Regulations of the Tshwane Sports Council, provided that:

22.1.1.12.1. the Executive Committee may make no regulation which is inconsistent with this Constitution, and

22.1.1.12.2. any regulation made by the Tshwane Executive Committee shall be tabled at the next Annual General Meeting of the Tshwane Sports Council and will be of no force and effect beyond the date of that Annual General Meeting unless it is ratified at that Annual General Meeting.

22.1.1.13 the Executive Committee shall meet at least four (4) times per annum.

22.1.1.14 Subject to the provisions of this constitution and to any decision of the General Council, the Executive Committee shall have the authority to do anything or take any steps, which might be done by the TSC in the furtherance of its objectives and the policies decided upon by the General Assembly without limiting the generality of the a foregoing, this shall include the following:

22.1.1.14.1 To attend to all legal matters on behalf of the TSC;

22.1.1.14.2. To host, when applicable, any events in conjunction with the appropriate structures and organizations concerned;

22.1.1.14.2 To participate in the Gauteng Sports Trust and any other appropriate structures;

22.1.1.14.3 Generally to execute any legal act on behalf of the TSC, thus doing all that is necessary for the fulfillment of the objectives in the TSC, provided that such act is not contrary to the constitution or any instruction of the General Assembly.

22.1.1.14.4 No member of the Executive Committee who had any direct or indirect interest in or who would benefit from any contract to be entered into between the TSC and a third party, shall be present at the meeting at which such contract is considered, debated and decided.

22.1.1.14.5 the quorum for meeting of the Executive Committee shall be 50% plus 1 (one) of its members.

22.1.1.17 a simple majority shall be sufficient to carry any decision of the Executive Committee.

## 23. **ELECTION OF OFFICERS**

23.1. Subject to the provisions of this clause, the election of the Executive Committee members shall be by vote of Delegates present at a Quadrennial Annual General Meeting.

23.2. Only nominees of Members in Good Standing and who are citizens of the Republic shall be eligible for election as a member of the Executive Committee.

23.3. Employees of the City of Tshwane Sports, Recreation Arts and Culture and/or the Gauteng Sports, Arts, Culture and Recreation Departments are not eligible to stand for election onto the Executive Committee and executive Members of the Tshwane Sports Council are not eligible for full time employment by the City of Tshwane Sports, Recreation Arts and Culture Department and/or the Gauteng Department of Sports, Arts, Culture and Recreation. However when a position becomes available within the City of Tshwane Sports, Recreation Arts and Culture Department and/or the Gauteng Department of Sports, Arts, Culture and Recreation, it does not prohibit any Executive Committee member to apply for such position with the proviso that such application be made known to the

Executive Committee. If the application made is successful, such Executive Committee Member must vacate office with immediate effect.

23.4. Each Delegate present at the Annual General Meeting shall have a vote determined by the voting strength referred to in Clause 28 in any election of Executive Committee members, provided that no Delegate shall be entitled to vote unless the Member which he/she represents is a Member in good standing.

23.5. Any Member in Good Standing shall be entitled to submit nominations for the President, the two Vice-Presidents and the Executive Committee members referred as determined in clause 21.2.1.2

23.6. A candidate may be nominated for more than one office provided that if and when elected to a particular office, the candidate's remaining nominations shall lapse.

23.7. Sixty (60) days prior to the date of the Annual General Meeting the Secretary shall distribute nomination forms to Members per registered post.

23.8. Members shall submit the original nomination forms to the Tshwane Sports Council's auditor such that they are received at least thirty (30) days prior to the date of the Annual General Meeting. The closing date and time shall be specified in a circular distributed by the Secretary with the nomination forms.

23.9. No nomination form will be accepted by the Tshwane Sports Council unless:

23.9.1. The nomination form is signed by the president/chairperson and the secretary of the Member submitting the nomination; and

23.9.2. The nominee has submitted to the auditor his/her signed acceptance of the nomination on the form provided for this purpose, or on a copy or facsimile thereof, and this signed acceptance has been received by the auditor at least thirty (30) days prior to the date of the Annual General Meeting.

- 23.10. The onus shall be on the Member concerned to ensure that nominations and acceptances are received by the auditor on or before the closing date.
- 23.11. Within seven (7) days after the closing date for nominations, the auditor shall submit a list of those persons properly nominated to the Secretary. The original nomination forms shall be retained by the auditor.
- 23.12. The Secretary shall send the list of nominations as received from the auditor to all Members along with the agenda for the Annual General Meeting at least twenty one (21) days prior to the date of the meeting.
- 23.13. Prior to the commencement of the elections, the meeting shall appoint an electoral officer and two other persons who are not candidates for office, to conduct the elections.
- 23.14. Should there be fewer nominations than there are vacancies to be filled, those persons presently occupying office, shall continue in office for the further period.
- 23.15. The first person to be elected shall be the President. Should only one nomination be received, the candidate shall be declared duly elected.
- 23.16. Following the election of the President, the two Vice-Presidents shall then be elected. Should only two nominations be received, voting procedures will be followed to determine the 1<sup>st</sup> and second Vice President. Should more than two nominations for these positions be received, then such nominations will be determined by means of a ballot with the two candidates polling the most number of votes elected to the positions of Vice-Presidents. If the second and/or third ballot does not yield a candidate polling more votes than any other candidate the electoral officer will draw the name of one candidate who shall be declared the successful candidate.
- 23.17. If one candidate polled the highest number votes, he/she will be elected first Vice-President and there will be a second ballot in respect of all candidates who polled the second highest number of votes.
- 23.18. Following the election of the two Vice-Presidents, the Electoral Officer shall announce the names of the successful candidates.

- 23.19. Eight (8) additional Executive Committee members in accordance with clause 21.2.1.3 shall be elected using a single round of voting, with the four (4) candidates polling the highest number of votes from the Tshwane Federations and the Sub-Regional Sports Councils being elected. Where only four (4) nominations from the Tshwane Federations or the Sub-Regional Sport Councils are received, the nominated candidates shall be declared duly elected. Delegates may vote for a maximum of four (4) candidates, but may vote for less than four (4).
- 23.20. If there is a tie amongst more candidates than there are positions to be filled on the Executive Committee, there will be a second ballot in respect of those candidates. If the second ballot also results in a tie amongst any of those candidates, the electoral officer will draw the name of one or more candidates (as the case may be) who shall be declared the successful candidate/s.
- 23.21. Should any dispute relating to an election arise during the meeting, the electoral officer shall rule thereon, and his/her ruling shall be final and may not be challenged by any candidate, Delegate or Member.
- 23.22. Subject to the provisions of these Clauses, Executive Committee members hold office until their successors have been elected at an Annual General Meeting.
- 23.23. A vacancy in any office of the Executive Committee shall occur:
- 23.23.1. Upon the death of a member;
  - 23.23.2. If a member is absent from three (3) consecutive meetings of the Regional Executive Committee without prior permission unless the Regional Executive Committee upon good cause being shown, otherwise decides; or
  - 23.23.3. If a member is found guilty of having conducted himself/herself in any manner likely to prejudice the objective or activities of the Tshwane Sports Council, Gauteng Sport Council or SASCOC and/or whose conduct has the effect of bringing the Tshwane Sports Council, Gauteng Sport Council and/or SASCOC and/or sport into disrepute.
  - 23.23.4. If a member becomes of unsound of mind;

- 23.23.5. If a member is sequestrated;
  - 23.23.6. If a member proposes a compromise with his/her creditors generally;
  - 23.23.7. If a member resigns his/her office by notice in writing to the Tshwane Sports Council; and
  - 23.23.8. If a member becomes an employee of the City of Tshwane Department of Sports, Arts, Culture and Recreation or Gauteng Sports Department of Sports, Arts, Culture and Recreation Department.
- 23.24. Should the office of any member of the Executive Committee become vacant, the remaining members of the Executive Committee shall have the power to co-opt a member in his/her place until the next Annual General Meeting provided that should the office of the President become vacant, the Tshwane Executive Committee shall, at its next meeting, elect any of the two Vice Presidents to act as President until the next Annual General Meeting.
- 23.25. At any Annual General Meeting elections will be held to fill offices vacated during the previous year. Candidates for such elections may be nominated only in accordance with the nomination procedures of this Clause 23.9. In each category of Executive Committee Member in respect of which there are vacancies, Delegates may vote for as many candidates as there are vacancies with the required number of candidates who obtain the highest number of votes in the first round of voting being elected. In the event of a tie, the tie-break mechanisms set out in Clause 23.20 will apply.

24. **REGISTER OF MEMBERS**

- 24.1. The Tshwane Sports Council shall maintain the register of Members at the office or at any other place where the work of making up such register is done.
- 24.2. The register shall be open to inspection by Members.
- 24.3. The Executive Committee shall be empowered to make regulations as it thinks fit relating to the opening and closing of such register provided that such register shall not be closed for more than 60 days in any calendar year.

24.4. The Tshwane Sports Council may establish and maintain a register of affiliates.

25. **GENERAL MEETINGS OF MEMBERS**

25.1. The Tshwane Sports Council shall hold at least two General Meetings of Members during a calendar year, of which one shall be the annual general meeting to be held not later than six months after the end of the financial year.

25.2. A Special General Meeting shall be called by the Executive Committee within 30 days after receipt of a request signed on behalf of one third of the Members in Good Standing. The agenda for such meeting shall be specified in the request.

25.3. Subject to the provisions of this Clause a General Meeting shall be held at such time and place as the Tshwane Executive Committee shall determine.

25.4. The Secretary shall, by registered post, tele-fax or electronic mail, give all Members at least sixty (60) days advance notice of the date of the Annual General Meeting, which date shall be determined by the Tshwane Executive Committee. The Annual General Meeting shall be called no later than 30 November of each calendar year.

25.5. Motions to an Annual General Meeting shall be submitted to the Secretary in writing per registered post and/or tele-fax and/or electronic mail not less than thirty (30) days prior to the date of such Annual General Meeting. The Secretary shall circulate all motions submitted to him together with the agenda for the Meeting and the audited financial statements of the Tshwane Sports Council to all Members per registered post and/or tele-fax and/or electronic mail not less than fourteen (14) days prior to the Annual General Meeting.

25.6. Members must forward in writing to the Secretary the names of the Delegates who will represent them at the Annual General Meeting. Unless such confirmation is received by the Secretary at least seven (7) days before the meeting, the Delegates in question will not be accredited and will not be entitled to participate in the meeting.



26. **NOTICE OF GENERAL MEETINGS**

26.1. A meeting called for the passing of a special resolution shall be called by not less than 21 clear days' notice in writing and any other General Meeting (other than the Annual General Meeting) shall be called by not less than 14 days' notice in writing. Notice in terms of this clause shall be exclusive of the date on which it is served or deemed to be served and exclusive of the date for which it is given.

26.2. The notice of a meeting shall specify:

26.2.1. the place;

26.2.2. the date and the hour of the meeting; and

in the case of special business, the general nature of such business, and shall be given in the manner hereinafter provided or in such other manner as may be prescribed by the Tshwane Sports Council in a General Meeting and to such persons as are, under the clauses, entitled to receive such notices from the Tshwane Sports Council.

26.3. A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in Clauses 26.1, be deemed to have been duly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, who hold not less than 2/3rds of the total voting rights of all the Members.

26.4. A General Meeting shall be entitled to deal with special business, the general nature of which has not been notified, if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, who between them hold not less than 2/3rds of the total voting rights of the Members.

27. **PROCEEDINGS AT ANNUAL and GENERAL MEETINGS**

27.1. The annual general meeting shall deal with and dispose of all matters, including the consideration of the annual financial statements, the election of the Executive Committee, the appointment of an auditor and the fixing of the remuneration of the auditor, and may deal with any other business laid before it and of which

notice has been duly given in terms of the clause 26.1 or in respect of which notice has been waived in terms of clause 26.3.

- 27.2. Business may be transacted at a General Meeting only while a Quorum of Members is present.
- 27.3. If within half an hour after the time appointed for the General Meeting a Quorum is not present, the General Meeting, if convened upon requisition of the Members, shall be dissolved. In any other case the General Meeting shall stand adjourned to the same day in the next week at the same time and place, or if that day is not a business day, to the next succeeding business day, and if at such adjourned General Meeting a Quorum is not present within half an hour after the time appointed for the meeting, the Members present in person shall constitute a Quorum, provided that every Member shall have received notice of the adjourned General Meeting not less than 72 hours prior thereto by either electronic mail, facsimile, hand delivery, telegram, telex, post or telephone call.
- 27.4. The President or, in his/her absence, the First Vice-President or the Second Vice-President shall preside as chairperson at every General Meeting and the Executive Committee meetings of the Tshwane Sports Council.
- 27.5. If there is no such chairperson or if at any General Meeting he/she is not present within 15 minutes after the time appointed for the holding of the meeting or if he/she is unwilling to act as chairperson, the Executive Committee shall choose one of their member to act as chairperson and, failing any Executive Committee member present and willing to act, the Members present shall elect one of their member to be the chairperson of the meeting.
- 27.6. The chairperson of a General Meeting at which a Quorum is present may (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 27.7. A resolution tabled at a General Meeting shall require both a proposer and a seconder

27.8. At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson or by at least two Members entitled to vote at the meeting. No poll shall, however, be demanded on the election of the chairperson of the meeting or on any question of adjournment. Unless a poll is so demanded, a declaration by the chairperson of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or failed, an entry to that effect in the book containing the minutes of the proceedings of the Tshwane Sports Council shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against such resolution.

27.9. If a poll is demanded:

27.9.1. the poll shall be taken in such manner and at such time as the chairperson of the meeting shall direct;

27.9.2. the chairperson of the meeting shall be entitled to appoint scrutiners;

27.9.3. no notice of a poll other than an announcement at the meeting at which it is demanded shall be required;

27.9.4. the demand for a poll shall not prevent the continuation of the meeting for the transaction of any business other than the question on which the poll has been demanded;

27.9.5. a demand for a poll may be withdrawn; and

27.9.6. the result of a poll shall be deemed to be the resolution of the meeting on any question on which the poll is taken.

27.10. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which

the poll is taken shall if he/she is a Delegate of a Member, have a casting vote. However, no casting vote will be available at any election of members of the Executive Committee.

27.11. Any objection to the admissibility of a vote on a show of hands or on a poll shall be raised at the General Meeting at which that show of hands or poll is to take place. That objection shall be determined by the chairperson of that General Meeting and his/her decision thereon shall be final and binding. Accordingly any vote not disallowed at that meeting shall be valid for all purposes.

27.12. A resolution shall not be invalid because a vote which should not have been included has been taken into account unless, in the opinion of the chairperson of that meeting (whose decision thereon shall be final and binding), the exclusion of that vote would have altered the result of the voting on that resolution. Conversely a resolution shall not be invalid because a vote which should have been included has not been taken into account unless, in the opinion of the chairperson of that meeting (whose decision thereon shall be final and binding), the inclusion of that vote would have altered the result of the voting on that resolution.

## 28. **REPRESENTATION**

28.1. Each Sub-Regional Sports Council shall be entitled to appoint two (2) Delegates to represent it at General Meetings including the AGM.

28.2. Each Tshwane Sports regional federations shall be entitled to appoint two (2) Delegates to represent it at General Meetings including the AGM.

28.3. No Delegate may be appointed by a Member unless he/she is a duly authorized representative.

## 29. **VOTING RIGHTS**

29.1. All Delegates of Members in Good Standing and eligible to vote shall be entitled to vote at any General Meeting of the Tshwane Sports Council.

29.2. No Member shall be entitled to obtain any form of proxy vote whatsoever.

- 29.3. one (1) vote per delegation.
- 29.4. It is specifically recorded that, irrespective of the number of Delegates present at the meeting, the Delegate nominated to cast the votes on behalf of his/her respective delegation, shall exercise the number of votes to which that Member is entitled.
- 29.5. For the purpose of the election of the Executive Committee:
- 29.5.1. No voting will be done by a show of hands. Voting shall be by secret ballot and each person mandated to vote shall be required to exercise such vote.
- 29.5.2. The President shall act as chairperson at all meetings of the Tshwane Sports Council, except elections, and shall have a deliberative as well as a casting vote.
- 29.6. At the conclusion of the meeting all elected Executive members shall immediately take office and constitute the Executive Committee.

30. **MINUTES AND INSPECTION**

- 30.1. The Executive Committee shall record all resolutions of the Tshwane Sports Council taken at General Meetings in a book provided for that purpose.
- 30.2. The minutes kept in terms of clause 30.1 (or any extract there from) which purports to be signed by the chairperson of the Executive Committee or by any member of the Executive Committee or the Secretariat shall be *prima facie* evidence of the matters therein stated.
- 30.3. The minute book shall be open for inspection.

31. **COMPLIANCE WITH THE CONSTITUTION OF GSC, SASCOC AND IPC**

The powers of the Tshwane Sports Council shall not be exercised in a manner which is contrary to the Constitutions of GSC, SASCOC or the IPC. In the event of a conflict, the Constitutions of GSC, SASCOC and the IPC will take precedence.

32. **DISPUTE PREVENTION AND RESOLUTION**

- 32.1. Every Member falling under the jurisdiction of the Tshwane Sports Council shall ensure that any dispute that it has with a body or individual falling under the jurisdiction of the Tshwane Sports Council is resolved in accordance with the dispute prevention and resolution procedures set out in the Constitution, Rules and Regulations of GSC and SASCOG.
- 32.2. Where no specific dispute prevention or resolution procedure is set out in the Constitution, Rules or Regulations, disputes shall be resolved by arbitration in terms of the Rules of the Arbitration Foundation of Southern Africa or its successor or, if appropriate, by CAS in terms of CAS's Rules and Regulations.
- 32.3. It is recorded that the decision of the arbitrator or of CAS shall be final and binding on all parties, in all manners whatsoever.
- 32.4. Subject to the Constitution of the Republic, and save in circumstances where there is a need for urgent relief of a dispute which cannot be obtained through the dispute resolution procedures contemplated by this Clause, no body or individual falling under the jurisdiction of the Tshwane Sports Council shall approach a Court of Law to decide on a dispute it has with a body or individual affiliated.

33. **AMENDMENT TO THE CONSTITUTION**

- 33.1. No part of this Constitution shall be amended, altered or rescinded except at the Annual General Meeting or at a Special General Meeting called for that purpose and by way of a resolution of a two-thirds majority of those eligible to vote.
- 33.2. Notice in writing of any proposed alteration shall be received at least thirty (30) days prior to such meeting and the Secretary shall send a copy of such notice to all affiliates at least twenty-one (21) days before such meeting.
- 33.3. A copy of any amendments to this Constitution shall be submitted to the Commissioner of Inland Revenue for purposes of section 30 of the Income Tax Act No 58 of 1962.

34. **COLOURS AND EMBLEM**

- 34.1 TSC acknowledge that regional and or provincial federations are responsible for the awarding of Tshwane Colors to individuals and teams, and be approved by the TSC color board.
- 34.2 The TSC shall ensure the promotion of and the maintenance of a high standard by sports codes in awarding such Tshwane Sport Council colors.
- 34.3 The TSC shall control the design of any colors and /or emblem registered by the TSC, restrain the unlawful and unauthorized use thereof and take disciplinary or other action in respect of any such unlawful use of the emblem or colors registered by the TSC.
- 34.4 The emblem of the TSC shall be approved by the general assembly and stakeholders.
- 34.5 The colors of the TSC shall be approved by the general assembly and stakeholders.

35 **DISSOLUTION**

- 35.1 The Tshwane Sports Council may be dissolved at any time by a resolution in favor of dissolution by a majority of not less than 4/5 of the Members present in person and entitled to vote as set out above at a Special General meeting called specifically for such purpose and of which thirty (30) clear days' notice specifying the intention to propose such a resolution has been given.
- 35.2 Upon the dissolution of the Tshwane Sports Council its property not consisting of money shall be sold and the proceeds, together with so much thereof as shall consist of money, shall be applied in satisfaction of the debts and liabilities of the Tshwane Sports Council and subject thereto, the balance shall be distributed equally among affiliates of the Council which are also registered as a "Public Benefit Organization" in terms of Section 30 of the Income Tax Act, or to some other similar public benefit organization which has been approved in terms of section 30 of the Income Tax Act No 58 of 1962, to be determined by the Council at or before the time of its dissolution or, failing such determination, by the court.



General Secretary

10 June 2012



President

10 June 2012