

# **LADIES GOLF GAUTENG**

## **CONSTITUTION**

### **1. NAME**

The name of the province is LADIES' GOLF GAUTENG.

### **2. DEFINITIONS AND INTERPRETATION**

In this Constitution and unless the context shall otherwise require:

<b>PROVINCE</b>	shall mean Ladies' Golf Gauteng;
<b>MEMBER CLUB</b>	shall mean a Golf Club, as hereafter defined, which has been admitted to membership of the Province;
<b>GOLF COURSE</b>	shall mean a golf course of not less than 9 holes which has been rated by the Province for handicapping purposes;
<b>GOLF CLUB</b>	shall mean and include: (i) a Golf Club and a Sports Club or Country Club which has a golf section and which owns a golf course or has a permanent right to the use of a golf course; (ii) a Golf Club, Golfing Society, Sports Club or Country Club having a limited right of use of any Public, Municipal or other golf course.
<b>GOLF MEMBER</b>	shall mean a lady golf member of a member club, including: (i) a country member who has not made the club her home club;
<b>BUT EXCLUDING</b>	(ii) an absentee member; (iii) a non-playing member.
<b>DELEGATE</b>	shall mean a golf member sent or deputed to act for or represent a club of which she is a member;
<b>TERRITORY</b>	shall mean and include the Province of Gauteng;
<b>EXECUTIVE</b>	shall mean the Executive Committee of the Province constituted in terms of paragraph 16;
<b>SECRETARY</b>	shall mean the Secretary/Treasurer or acting Secretary/Treasurer of the Province, or in the case of two people holding these separate offices, whichever is appropriate in the context.

In case of doubt as to the meaning of any paragraph of this constitution, the interpretation of the Executive shall be binding upon member clubs until such time as may otherwise be determined at a General Meeting of the Province. Any decision made at a General Meeting under the provisions of this paragraph shall not affect validity of any act done or omitted in terms of a prior valid ruling given by the Executive.

### **3. STATUS OF THE PROVINCE**

The Province is the controlling body of amateur Ladies Golf in the territory and its purpose is to co-ordinate the activities of its member clubs within the territory and to ensure the maintenance of the traditions of amateur golf.

#### 4. **OBJECTS**

The principal object of the Province is to promote and advance the game of golf and by so doing to provide social and recreational facilities for the golfing members of member clubs.

In furtherance of the above, the objects of the Province are:

- 4.1 to collaborate and co-operate with the National Golfing Body Committee and the other Ladies' Golfing Provinces;
- 4.2 to bring about and maintain close co-operation between its member clubs and the golf members thereof;
- 4.3 to promote and encourage the holding of golf competitions and championships on the courses of its member clubs and to assist in the organisation and conduct thereof;
- 4.4 to encourage the holding of inter-provincial, inter-area, inter-region, inter-club competitions and events and to arrange for the golf members of member clubs to participate therein;
- 4.5 to assist its member clubs in arranging the settlement of differences or in obtaining interpretations on the rules of golf;
- 4.6 to provide machinery for advising its member clubs on any matters relating to golf;
- 4.7 to aid, assist and generally promote the interest of its member clubs;
- 4.8 to raise funds as it may deem fit, to administer such funds as herein provided, to make such payments from the funds as may be necessary to carry out the objects of the Province, including grants and loans to member clubs or payments to players either as individuals or as members of teams, and officials representing the Province at authorised tournaments, functions and events and to make donations to approved causes or persons;
- 4.9 to enforce, supervise and control, in the territory, the system of handicapping as prescribed by the National Golfing Body from time to time and to assist and advise its member clubs in the application thereof;
- 4.10 to acquire by purchase, lease or otherwise both movable and immovable property and to sell, dispose of or otherwise deal with any of the property of the Province;
- 4.11 to publish brochures, journals or publications and to conclude arrangements with other persons in order to publicise the activities of the Province and member clubs and to disseminate matters of interest to member clubs and to golf members thereof;
- 4.12 to invest funds not immediately required by the Province in Mortgage Bonds over immovable property, in Government, Municipal or Building Society stocks or shares, or fixed deposit or in Savings Accounts with Banks, Building Societies or other financial institutions;
- 4.13 to institute, conduct and defend any legal proceedings by or against the Province or its officers;
- 4.14 to formulate and prescribe rules of conduct and etiquette to be observed by golf members and to take such steps as may be necessary to ensure that these are observed;
- 4.15 generally to further and safeguard the interests of the Province and its member clubs and to take such steps as are deemed necessary or expedient for this purpose;

4.16 to admit to membership upon such terms and conditions as may be considered appropriate, any golf club situated outside but adjacent to the territory if it be deemed in the interest of the Province and of such golf club to do so.

**5. HEADQUARTERS**

The headquarters of the Province shall be in Johannesburg or at such other place within the territory as the Executive may determine from time to time.

**6. RULES OF GOLF**

The Province accepts and is bound by the Rules of Golf and such amendments or additions thereto as may from time to time be adopted by the Royal and Ancient Golf Club of St. Andrews and the decisions issued by the Royal and Ancient Golf Club of St. Andrews from time to time on the interpretation of the Rules of Golf.

**7. PROFITS OR GAINS**

7.1 The profits or gains of the Province shall not be distributed to any person and shall be utilised solely for investment or for the promotion of the objects of the Province.

7.2 Nothing contained in Paragraph 7.1 shall preclude the Province from making grants to member clubs for the purpose of carrying out their objects or from making payments to a member of the Executive or any other person for any service rendered to the Province.

**8. LIABILITY OF MEMBER CLUBS**

The Province shall be a body corporate having an existence independent of its member clubs, with perpetual succession. All its assets shall be registered or held in the name of the Province. Individual member clubs shall not be liable to meet the debts, engagements or liabilities of the Province and the liability of member clubs shall be limited solely to the amounts due by them in respect of subscriptions, levies or other monies payable by them in terms of this Constitution.

**9. MEMBERSHIP**

9.1 The membership of the Province shall consist of the existing member clubs as listed in the audited books of the Province, and such new member clubs as may be admitted during the course of the financial year in terms of paragraph 10.

9.2 The Senior Women's Golf Gauteng shall be an honorary member of the Province.

**10. APPLICATION FOR NEW MEMBERSHIP**

10.1 Application for new membership of the Province shall be made in writing to the Secretary and shall state the name of the club concerned, the names and addresses of its officers and the number of its players.

10.2 Each application for new membership shall be submitted to the Executive which shall, in its discretion, accept or reject the same, provided that the decision of the Executive shall be confirmed or reversed at the next Annual General Meeting or at a Special General Meeting convened wither by the Executive or upon requisition in writing to that effect signed by not less than 10 member clubs.

## **11. RELINQUISHMENT AND SUSPENSION OF MEMBERSHIP**

- 11.1 A member club shall cease to be a member of the Province if it resigns from the Province in writing.
- 11.2 The Province may terminate the membership of any member club which is twelve months in arrears with payment of any amount due by it in terms of paragraph 13 and which fails to make payment thereof within one month after receipt of registered written notice requiring it to do so.
- 11.3 The Executive may suspend a member club for such period as it may determine or may terminate the membership of such club if, in the opinion of the Executive, it has:
- (i) conducted its affairs in an irregular or improper manner;
  - (ii) wilfully committed a breach of the provisions of this Constitution; or
  - (iii) contravened any of the basic Rules of Golf in the conduct of its affairs.
- 11.3.1 A member club which has been suspended or whose membership has been terminated shall have the right, within ten days after receipt of written notification of such decision, to require the Executive to call a Special General Meeting of the Province to confirm or reverse such decision.
- 11.3.2 Such member club shall not be entitled to enjoy the privileges of the Province until the period of suspension has terminated or the decision of the Executive has been reversed in terms of paragraph 11.3.1.

## **12. REINSTATEMENT OF MEMBERSHIP**

Any member club whose membership of the Province has been terminated or suspended in terms of paragraph 11 may apply for reinstatement and the Executive may, in its discretion, re-admit such club to membership on such terms and conditions, including the payment of arrears, as it may decide, subject to confirmation or reversal of its decision at the next Annual General Meeting or at a Special General Meeting called for this purpose.

## **13. AFFILIATION FEES AND LEVIES**

- 13.1 Each member club shall pay to the Province an annual affiliation fee and such further levies or other amounts as may be prescribed from time to time when the Executive Committee deems this necessary.
- 13.2 The annual affiliation fee and levies shall become due as from the first day of January each year.
- 13.3 When making payment to the Province in terms of paragraph 13.1 a member club shall send to the Secretary particulars as to the number of its golf members as at 1 January.
- 13.4 Each new member club shall pay its annual affiliation fee and levies upon admission. In the event of such admission taking place after 30 June, only one half of the annual affiliation fee and levies shall be paid by it for that year.
- 13.5 No member club ceasing its membership for whatsoever cause shall be entitled to a refund of any affiliation fee or levies, or portion thereof, paid or contributed by it to the Province.
- 13.6 The Senior Women's Golf Gauteng, as an honorary member of the Province, shall not be liable for payment of an annual affiliation fee nor such further levies or amounts as may be prescribed from time to time.

#### **14. RIGHTS AND PRIVILEGES OF MEMBER CLUBS**

Membership of the Province shall entitle member clubs to all rights and privileges of the Province subject to the limitation on the voting powers of member clubs as laid down in paragraph 30.7, including the right –

- (i) to be handicapped under the supervision of the Province;
- (ii) to participate in events organised by the Province.

#### **15. MANAGEMENT**

The Province shall be governed and its affairs and activities shall be administered by an Executive Committee acting under the authority conveyed to it by this Constitution or any mandate given to it by member clubs in general meeting.

#### **16. EXECUTIVE COMMITTEE - COMPOSITION**

The Executive Committee shall consist of:

- The President of Ladies' Golf Gauteng
- The Vice-President of Ladies' Golf Gauteng
- A maximum of nine persons nominated by member clubs provided however, that no member club shall be entitled to more than two members on the Executive Committee, excluding the President and Vice-President.
- The foregoing shall all be golf members.

#### **17. ELECTION TO EXECUTIVE COMMITTEE BY MEMBER CLUBS**

In the time and manner prescribed in paragraph 28.1(i), each member club shall notify the Secretary of the name and address of the person nominated by it to serve on the Executive. Clubs shall be entitled to alter nominations in writing to the Secretary and to appoint alternates.

#### **18. PRESIDENT, VICE-PRESIDENT OF THE PROVINCE AND ELECTED MEMBERS OF THE EXECUTIVE**

18.1 At the last meeting of the Executive, before the AGM, the Executive shall, from amongst its own members, elect a President and Vice-President for the ensuing year, the Vice-President to act as President in her absence. These two persons, having been elected by the Executive, will not be required to stand for election at the AGM.

A maximum of nine (9) persons to serve on the Executive as elected members shall be elected at the AGM and they shall hold office until the next AGM of the Province.

18.2 To be eligible for election to the office of President or Vice-President, a person must have served on the Executive for a minimum period of two consecutive years.

18.3 Neither the President nor the Vice-President shall, except as provided for in paragraph 18.5, hold office for more than three consecutive years.

18.4 If, at the time of the meeting of the Executive as envisaged in paragraph 17 aforesaid there is no valid and effective nomination for the offices of President or Vice-President or if a vacancy among their number shall occur at any time after their election, the Executive shall be empowered to appoint from its numbers a person as President and/or Vice-President, as the case may be, until the next AGM. In the event of this clause being applicable the limiting condition in paragraph 18.3 shall not apply.

18.5 If a person elected to serve on the Executive as an elected member is unable to continue to serve on the Executive, the Executive may appoint some other golf member until the conclusion of the next Annual General Meeting of the Province.

**19. MEETING OF EXECUTIVE COMMITTEE**

- 19.1 The Executive shall meet as often as may be necessary but shall meet at least once every three months.
- 19.2 Meetings of the Executive shall be held at the headquarters of the Province or at such other place agreed to by the Executive from time to time.
- 19.3 At least seven days' written notice of meetings shall be given to members of the executive.
- 19.4 Minutes shall be kept of all Executive Meetings as also of meetings of Sub-Committees.
- 19.5 Five members shall constitute a quorum for meetings of the Executive.
- 19.6 The President or in her absence the Vice-President, or in the absence of both, a member of the Executive nominated from among their number shall preside at all meetings of the Executive.
- 19.7 Executive members present at a meeting shall each have one vote. The Chairperson shall have a deliberative as well as a casting vote.
- 19.8 A member of the Executive shall cease to hold office if she fails to attend three consecutive Committee meetings without having obtained leave from the Committee.

**20. POWERS OF THE EXECUTIVE**

The Executive shall have the power to do all things necessary to carry out and promote the objects of the Province except such matters as are required by the Constitution to be submitted to a General Meeting. Without limiting the powers and duties of the Executive it shall be entitled:

- 20.1 to pass, amend or rescind bye-laws for the regulation and administration of the affairs of the Province and golfing events under its control;
- 20.2 to consider applications for membership of the Province and to accept or reject these in terms of paragraph 10;
- 20.3 to appoint a Selection Sub-Committee consisting of three persons. The President of the Province shall additionally be an ex-officio member of the Selection Sub-Committee which shall, at its first meeting, appoint a Chairperson. The Chairperson shall have a deliberative as well as a casting vote.  
The Selection Sub-Committee shall select teams to represent the Province in golf matches and golfing events arranged by the Executive against other Provinces, Regions, visiting teams, clubs, organisations or societies. Three persons shall constitute a quorum of the Sub-Committee which shall be entitled to co-opt a member of the Executive to serve at a meeting of the Sub-Committee at which a regular member is absent or unavailable.
- 20.4 to appoint such other sub-committees and to co-opt a person or persons for such purposes and upon such terms as may be considered desirable and to delegate such powers thereto as may be necessary and be determined by the Executive;
- 20.5 to summon, at any time, a Special General Meeting of the Province;
- 20.6 to terminate or suspend membership of any member club in terms of paragraph 11.2 and 11.3;
- 20.7 to arrange fixture lists for the golfing events of the Province;

- 20.8 to receive and authorise the investment and the expenditure of money in accordance with this Constitution;
- 20.9 to open accounts with Banks, Building Societies or other financial institutions in the name of the Province and to resolve the mode of operation of such accounts;
- 20.10 to depute and authorise officers of the Province to act on its behalf in the acquisition and alienation of property or the investment of its funds and in the conduct of any legal proceedings brought by or against it;
- 20.11 to appoint the Secretary and employees of the Province upon such terms and conditions as it may decide;
- 20.12 to prescribe rules for the conduct of golfing events arranged by the Province and to issue rulings and interpretations on any matter submitted to it or falling within its jurisdiction;
- 20.13 to determine the manner in which Provincial Colours shall be awarded to golf members and to award the same;
- 20.14 to take disciplinary action against a golf member who in the opinion of the Executive has committed a breach of the rules of golf in any competition, whether national or otherwise, or whose conduct, in the opinion of the Executive is unbecoming to a golf member. Before taking action the golf member concerned shall be given the opportunity to be heard by the Executive;
- 20.15 to appoint any person to represent the Province on the Executive or at the Annual General or Special General Meetings of the National Golfing Body.

## **21. EMERGENCY COMMITTEE**

The Executive shall appoint an Emergency Committee consisting of the President, the Vice-President and one other member of the Executive with power to act in relation to any situation or matter which it considers to be of an urgent nature. In the absence of any member of the Emergency Committee, the remaining members shall have the power to co-opt another member of the Executive. Minutes of any meetings held or a record of any decision taken shall be presented to the Executive at the following Executive meeting.

## **22. FINANCIAL YEAR OF THE PROVINCE**

The financial year of the Province shall run from the 1<sup>st</sup> day of January to the 31<sup>st</sup> day of December.

## **23. BOOKS OF ACCOUNT**

Books of account of the affairs of the Province shall be kept and such books together with all the other papers and documents connected with or relating to the business or the affairs of the Province shall be kept by the Treasurer and shall at all times be accessible to members of the Executive. The Executive shall from time to time determine under what conditions or regulations the books of account and other documents of the Province shall be open to inspection by member clubs.

## **24. BANKING ACCOUNT**

All monies paid to the Province shall as soon as possible after receipt be deposited with a Bank, Building Society or other financial institution as the Executive may decide and shall be withdrawn from time to time as may be required. All cheques shall be signed or endorsed by such persons as may be authorised thereto by the Executive save that there shall never be less than two signatures.

**25. AUDITORS**

The accounts of the Province shall be audited annually by a Registered Public Accountant and Auditor, who shall not be a member of the executive and who shall be appointed at the Annual General Meeting. In case of a vacancy occurring in the office of auditor during the year, the Executive shall forthwith appoint a Registered Public Accountant and Auditor to fill the vacancy.

**26. ANNUAL GENERAL MEETING**

An Annual General Meeting of the Province shall be held at such time and place as the Executive may decide but within two months prior to or after the date of the Annual General Meeting of the National Golfing Body.

**27. REPRESENTATION AT ANNUAL GENERAL MEETINGS**

27.1 The persons entitled to be present at and to take part in the proceedings at Annual General Meetings shall be:

- 27.1.1 The President and Vice-President of the Province and members of the Executive;
- 27.1.2 One delegate nominated by each member club;
- 27.1.3 Any golf member of a member club

27.2 Voting at General meetings shall be only delegates of members clubs present and entitled to vote in terms of paragraph 30.7

**28. NOTICE OF ANNUAL GENERAL MEETING**

28.1 The Secretary shall give at least fifty days preliminary notice of the date, venue and time of the meeting to member clubs, and to members of the Executive and shall call for:

- (i) nominations from member clubs for elected members to the Executive. Such nominations shall be in writing, signed by the member clubs and countersigned by the nominee to the effect that she is prepared to accept nomination. Clubs shall be entitled to alter their nominations, in writing to the Secretary, and to appoint alternates.
- (ii) any resolutions or business which member clubs wish to be considered at the meeting.

28.2 Notice of Nominations by member clubs and notice of any special business or resolution which the Executive or a member club wishes to be considered at the meeting shall be submitted in writing and in the hands of the Secretary not less than thirty days before the date of the meeting.

28.3 Formal notice of the Annual General Meeting should incorporate:

- 28.3.1 the Agenda for the meeting;
- 28.3.2 any special business or resolution to be considered thereat;
- 28.3.3 Nominations for the nine elected members to the Executive

This notice shall be sent to members of the Executive and to member clubs at least twenty days before the date of the Annual General Meeting.



**29. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETINGS**

The business to be transacted at Annual General Meetings shall be:

- 29.1 to confirm the minutes of the preceding Annual General Meeting and of any Special General Meeting that may have been held since the preceding Annual General Meeting;
- 29.2 to receive and consider the report of the Executive on the affairs of the Province for the preceding year;
- 29.3 to receive and consider the audited Balance Sheet and Revenue and Expenditure Account for the past financial year;
- 29.4 to elect nine golf members from member clubs to serve on the Executive;
- 29.5 to appoint an auditor for the ensuing year;
- 29.6 to consider any resolution of which due notice has been given;
- 29.7 to discuss any further business of a general or competent nature.

**30. PROCEDURE AT ANNUAL GENERAL MEETING**

- 30.1 The President or in her absence the Vice-President or in the absence of both of them a member of the Executive appointed by the members of the Executive present from among their number, shall preside as Chairperson at the Annual General Meeting.
- 30.2 There shall be deemed to be a quorum at the Annual General Meeting if there are present not less than ten delegates entitled to vote at the meeting. If a quorum is not present within half an hour of the time for which the meeting has been called, the Chairperson shall declare the meeting "stand adjourned" to the same day in the following week and at the same time and place (unless it be a Public Holiday when it shall be held on the week-day following) and those delegates present at such postponed meeting shall constitute a quorum irrespective of the number present and may transact the business of the Annual General Meeting.
- 30.3 No resolution of which due notice has not been given shall be considered at the Annual General Meeting, provided that it shall be competent for the Chairperson, in her discretion, to allow any amendment of the wording of any resolution to be moved notwithstanding that due notice has not been given of the intention to move such amendment.
- 30.4 The Secretary shall take minutes of the proceedings of the Annual General Meeting and shall circularise these to members of the Executive, to member clubs as soon as possible after the Annual General Meeting.
- 30.5 Save as is otherwise provided by this Constitution, all resolutions put to an Annual General Meeting shall be passed and shall be held to be valid and effectual if carried by a majority of votes cast by those present and entitled to vote.
- 30.6 Voting at the Annual General Meeting shall be by a show of hands unless a ballot is demanded by a majority of those present and entitled to vote. Elections shall be by ballot only.
- 30.7 Voting shall be by delegates of members clubs. Each delegate shall cast her vote(s) en bloc in accordance with the following arithmetical progression:

## **VOTES**

## **NUMBER OF GOLF MEMBERS**

1	LESS THAN	- 25
2	26	- 50
3	51	- 100
4	101	- and over

As an honorary member, the Senior Women's Golf Gauteng shall have no voting powers.

30.8 The Chairperson shall have a casting vote.

30.9 Any member club that has not paid to the Province all or any of the amounts due by it in terms of Paragraph 13, shall be entitled to attend the meeting but not to vote thereat, and any nomination(s) and/or resolution(s) made by such club shall be invalid.

30.10 Save as is otherwise provided by this Constitution or by a directive given at any prior Annual General Meeting or Special General Meeting, the proceedings shall be conducted in such a manner as the Chairperson may decide.

## **31. SPECIAL GENERAL MEETING**

31.1 The Executive may at any time convene a Special General Meeting of the Province and it shall do so upon a requisition in writing to that effect given to the Secretary and signed by:

- (i) not less than ten member clubs
- (ii) a member club in the case of suspension or termination of its membership in terms of paragraph 11.3.1;

The requisition shall state the purpose of the proposed meeting.

31.2 Upon receipt of a request by the Executive or of a requisition in terms of paragraph 30.1, the Secretary shall give not less than thirty days' written notice to members of the executive and to member clubs, of the date, time and place proposed meeting and the purpose for which it has been called.

31.3 No business shall be discussed at a Special General Meeting save the business for which the meeting shall have been called.

31.4 At all Special General Meetings the provisions of paragraphs 27 and 30 shall, mutatis mutandis, apply, provided that if a quorum of not less than ten delegates present and entitled to vote is not present within half an hour of the appointed time, the Special General Meeting shall be deemed to be dissolved.

## **32. NOTICES**

32.1 All notices to member clubs shall be in writing and shall be signed by the Secretary.

32.2 Notices posted to the last known addresses of member clubs shall constitute effective notice in terms of this Constitution.

32.3 The accidental omission to give notice of any meeting to a member club or the non-receipt of a notice by a member shall in no way invalidate such meeting nor shall it entitle a member club, or delegate, to upset the proceedings thereof.

**33. AMENDMENT TO CONSTITUTION**

The Constitution shall not be repealed or amended except by a resolution passed at an Annual General Meeting or at a Special General Meeting called for that purpose, which resolution shall be passed by not less than two-thirds of the votes cast by delegates of member clubs present and entitled to vote at such meeting.

**34. DISPUTES**

Without derogating in any way from the powers of the Executive or of a General Meeting in terms of paragraph 2.2, any dispute between member clubs shall be referred to and determined by arbitration by the Executive Committee of the National Golfing Body.

**35. DISSOLUTION OF PROVINCE**

35.1 The Province may not be dissolved, wound-up or placed in liquidation except by a resolution passed at a Special General Meeting called for that specific purpose, which resolution shall be passed by not less than two-thirds of the votes cast by delegates of member clubs present and entitled to vote at such meeting.

35.2 Upon the dissolution, winding-up or liquidation of the Province all its assets remaining after the satisfaction of its liabilities shall be given or transferred to some or other body having objects similar to those of the Province, or in the absence thereof, to the National Golfing Body.

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