



CONSTITUTION OF THE WALMER GOLF CLUB

(as at June 2024)

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1. NAME

The name of the Club is the **WALMER GOLF CLUB**

2. STATUS

The Club is a non-political and non-sectarian entity having perpetual succession and established for specific objectives and with the powers set out in this Constitution. The Club is a juristic person and can act and be acted against in its own name.

3. POLICY

The Club, in carrying out its objectives, shall observe the principles that the club should be administered and promoted on a non-racial, non-political, and democratic basis.

4. AFFILIATION

The Club is affiliated to the South African Golf Association.

5. OBJECTIVES

The objectives of the Club are:

- 5.1 to provide a course and facilities for its members, visitors and guests, to meet and to Participate in the game of golf, and other sporting disciplines, recreational and social facilities and amenities as are generally associated with an amateur golf club, and all such other matters and things as are incidental and ancillary thereto.
- 5.2 to procure and provide facilities and other conveniences considered by the Club to be necessary for fulfilling the objectives of the Club.
- 5.3 In pursuit of these objectives, the Club shall uphold the principles enshrined in The Constitution of the Republic of South Africa, 1996 and strive to provide its members, guests, and visitors with a facility of the highest standard.

6. MEMBERS AND MEMBERSHIP

6.1 CATEGORIES

Membership shall be divided into:

6.1.1 JUNIOR MEMBER:

Any scholar with an age limit of 18 years who may be admitted as a Junior Member at a reduced subscription fee. A Junior Member shall not qualify for any Committee position, nor have any voting rights in the affairs of the Club.



6.1.2 STUDENT MEMBER:

Any full-time student, who is studying at a recognised tertiary institute in the RSA and has a valid Student Card, may be admitted as a Student Member at a reduced subscription fee. A Student Member shall not qualify for any Committee position but does have voting rights in the affairs of the Club.

6.1.3 ALL-INCLUSIVE MEMBER:

Any member who pays a pre-determined and increased yearly subscription plus green fees and receives a reduced match fee. An All-inclusive member shall qualify for any Committee position and have voting rights in the affairs of the Club.

6.1.4 FULL MEMBERS:

Any member who pays the normal yearly subscription to remain a member of the club. A Full Member shall qualify for any Committee position and have voting rights in the affairs of the Club.

6.1.5 SENIOR MEMBER:

Any member who reaches the age of 60 (Sixty) years shall qualify as a Senior member and may further be classified as a Senior All-Inclusive or as Senior Full member dependant on the annual subscription fees paid. A reduced subscription, green fee and match fee shall apply. A Senior member shall qualify for any Committee position and have voting rights in the affairs of the Club.

6.1.6 SOCIAL MEMBER:

Any member who is Non-Affiliated to the South African Golf Association and does not play the game of Golf shall become a social member. A Social Member shall not qualify for any Committee position, nor have any voting rights in the affairs of the Club.

6.1.7 SPECIAL MEMBER:

Committee may, subject to compliance of such formalities as it prescribes, admit any person as a Special member, for inter alia, recognition of services and/or sponsorships rendered to the Club, being a disabled member or any other special circumstances which the Committee may approve. Special Members shall have voting rights in the affairs of the Club. Special Members shall be absolved from paying Annual Subscription Fees only. A Special member shall qualify for any Committee position and have voting rights in the affairs of the Club.

6.1.8 HONORARY LIFE MEMBER:

Any members who have been members of the club for an uninterrupted period of 30 years. Honorary Life members are absolved from paying annual subscriptions only. An Honorary Life member shall qualify for any Committee position and have voting rights in the affairs of the Club.



6.1.9 MILESTONE MEMBER:

Any members who have been a member of the club for an uninterrupted period of 50 years. Milestone Members are absolved from paying Annual Subscriptions and All-In Green fees. A Milestone member shall qualify for any Committee position and have voting rights in the affairs of the Club.

6.2 MEMBER RIGHTS AND RESPONSIBILITIES

6.2.1 A member shall have the right and privilege to enter into and upon the Club premises and course, and to use and enjoy same, subject to the traditions, customs and practices of the Club and subject to such rules, bye-laws, conditions and restrictions as the Committee may from time to time impose either generally or with reference to particular categories or classes of members or particular occasions or circumstances.

6.2.2 Membership of the Club does not and shall not give to any member of any category any right, title, interest, claim or demand in or to any of the monies, property, or assets of the Club.

6.2.3 All members shall communicate their contact details and address, from time to time, to the Secretary or management who shall keep a register of the names of such members and their addresses.

6.3 MEMBERSHIP APPLICATIONS

As the Committee determines

6.4 MEMBERS INDEMNITY

Every member, including the dependents of members, utilizing the Club and any of its amenities indemnifies the Club and its members, agents or servants and holds them harmless from any loss and/or damage to his or her person or property, or the person or property of any guest of such member, howsoever arising as a result of such member or his guests utilizing the Club's facilities and or premises.

6.5 MEMBERS FEES AND SUBSCRIPTION

6.5.1 The entrance fees for ordinary members shall be such amount, as the Committee shall from time to time determine. The Committee may, in its sole discretion, decide upon any reduction of the entrance fee for any applicant, inter alia the immediate family of a Full Member. No member ceasing to be a member shall be entitled to any pro rata refund of entrance fee, or subscription or levy paid.



6.5.2 The annual subscription payable by ordinary members shall be such a sum as the Committee shall from time to time determine. Members joining during a year shall be liable to pay a *pro rata* portion of the annual subscription for that year. The Committee shall give at least one month's notice to all ordinary members of its intention to increase any annual subscriptions, and such an increase shall be effective on the date stipulated by the Committee.

6.5.3 All Members shall be liable for all and any other fees and charges which may be payable or levied at any time, including but not limited to, the national handicap card fee or membership of international, national, or provincial golf bodies, match fees, green fees, or special levies.

6.5.4 Should any defaulting member neglect or omit to pay the arrears specified in the notice and/or to apply for reinstatement within a period of one month after his suspension, such member shall cease to be a member of the Club.

6.6 MEMBERS DISCIPLINE

6.6.1 The Committee shall have the power to take such steps as it may deem fit against any member failing to comply with or contravening this Constitution, any of the regulations or rules of the Club, any resolutions adopted and rulings made by the Club, any contract entered into by the Club, any competition established by the Club, or Rules of the Game. The Committee may in general, take such steps against any member, whose actions, or lack of action, in its sole opinion is / are detrimental to the best interests of the Club and the game.

6.6.2 The Club Captain has the authority to either personally or by way of a sub-committee or a member who has expertise in the disciplinary field to investigate each case and make a sole determination on the route to be followed.

6.6.3 The Club Captain shall be responsible for the enforcement of all Rules including the Disciplinary Code as published from time to time.

6.6.4 The Club Captain or his / her delegate shall be entitled to impose upon Members such penalties in respect of non-compliance or other breach of the obligations imposed upon Members in terms of this Constitution and/or other applicable Rules.

6.7 MEMBERSHIP TERMINATION / SUSPENSION

6.7.1 If a member resigns from the Club, he /she shall not be entitled to a refund of any fees or amounts paid in respect of any period after the date of resignation.



6.7.2 If any member should fail to pay any amount owing to the club, whether for subscriptions, levies, entrance fees, goods or services supplied by the Club, or otherwise, howsoever arising, his /her membership of the Club may be terminated by the Committee. It may, however, in its sole discretion reinstate such a person on the payment of all arrears and upon such terms as the Committee may decide.

6.7.3 No member who has not paid his subscription within three months after it became due is allowed to remain a member.

7. THE MANAGEMENT COMMITTEE

7.1 MEMBERS OF THE COMMITTEE:

The members of the Committee of the Club may be:

- 7.1.1 The President
- 7.1.2 The Vice-President
- 7.1.3 Secretary
- 7.1.4 Treasurer
- 7.1.5 Captain
- 7.1.6 Vice-Captain
- 7.1.7 Lady Captain
- 7.1.8 Lady Vice-Captain
- 7.1.9 Up to 3 (three) Additional Committee Members if so required and for a specific portfolio

7.2 POWERS OF THE COMMITTEE:

7.2.1 No member shall be eligible for the office of the President, Vice-President, or Captain, unless he/she has served on the Committee for a period of at least one (1) term.

7.2.2 The income and property of the Club, however derived shall be applied solely towards the promotion of its objectives. No portion thereof shall be paid transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Club: Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any member or servant of the Club or to any member thereof in return for any services rendered to the Club.

7.2.3 The management and control of the affairs of the Club shall vest in the Committee which shall have full power and authority to do any act, matter or thing which could or might be done by the Club, excepting where such matters are in this Constitution specifically reserved to be dealt with by a General Meeting of members, but subject to the Committee not exposing the Club to any amount exceeding R350,000 (Three Hundred and Fifty Thousand Rand), unless approved at a General meeting.



7.2.4 The Committee shall have the powers and authority required to achieve the objectives of the Club, who may in any general meeting repeal, approve or amend any decision of the Committee, but no such decision of the Club shall invalidate any action taken by the Committee in accordance with this Constitution.

7.2.5 Without in any way limiting such powers and authority, the Committee shall have amongst others, the following further special powers, but subject to the proviso as mentioned in sub paragraph 7.2.3 above:

7.2.5.1 to make any regulations, by-laws, rules or to take any resolutions or decisions, that are necessary or expedient to achieve the objectives of the Club in terms of this Constitution.

7.2.5.2 to form or appoint subcommittees for special or general purposes and to delegate powers to such sub-committees and to delegate to any sub-committee or sub-committees all or any of the authorities of the Committee by this Constitution.

7.2.5.3 to appoint a manager and other employees, independent contractors, or consultants of the Club upon such terms and conditions and salaries as it thinks fit and control all such employees.

7.2.5.4 To do all such other things as are incidental or conducive to the attainment of the above objects, whether main or subsidiary.

7.3 NOMINATION AND ELECTION OF MANAGEMENT COMMITTEE MEMBERS

7.3.1 The members of the Committee shall be elected annually at the Annual General Meeting of the Club.

7.3.2 Nominations in writing of members to be elected as members of the Committee shall be delivered to the Secretary of the Club at least 14 (fourteen) days before the date of the Annual General Meeting at which the election is to take place.

7.3.3 Nominations for membership of the Committee shall be signed by the proposer and a seconder, and be displayed on the official notice board, for at least 7 days prior to the AGM.

7.4 MEETINGS OF THE MANAGEMENT COMMITTEE

7.4.1 The President, or the Vice-President or any member elected by the Committee, shall act as the Chairman of the Club and the Committee.

7.4.2 The Committee shall meet from time to time as required. No less than 7 (seven) days' notice must be given by the Secretary to the members of the Committee of all Committee Meetings unless all members of the Committee agree to accept shorter notice.



7.4.3 The quorum for a meeting of the Committee shall be a majority of the members of the Committee.

7.4.4 Any decision by the Committee shall be majority vote by show of hands of the members present at the meeting.

7.4.5 Each person entitled to be present and to vote shall have one vote. The Chairman shall not have a casting vote additional to his deliberative vote. If there is an impasse, further deliberations will take place with a second voting to be done. If there is still no majority, the President shall have an additional vote. No voting by proxy shall be permitted.

7.4.6 The Secretary shall cause minutes to be kept with minutes of all resolutions and all proceedings taken at such meeting. Any such minutes or an extract thereof, signed by the Chairman shall be *prima facie* evidence of the matters therein stated.

7.4.7 Any decisions reached during a Management Committee meeting, may be implemented by an Executive Committee (EXCO), comprising of 5 (Five) Committee members or more, including the President, Vice president, Treasurer, Captain, and Lady Captain.

7.5 TERMINATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBERS

7.5.1 Each elected member of the Committee shall hold office for the period concluding with the end of the Annual General Meeting after that in which he/she was elected or re-elected.

7.5.2 The Committee shall have the right to co-opt any member of the Club as a member of the Committee to fill any vacancy should a member cease to hold office.

7.5.3 The Club may at a Special General Meeting remove, for any reason, any Committee member before the expiry of his/her term of office and appoint another Committee member in his/her place to hold office for the unexpired part of the term of office of the Committee member so removed, provided that the intention to vote upon his/her removal from office was specified in the notice convening the meeting.

8. GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETING

8.1.1 An Annual General Meeting of members of the Club shall be held within 60 (sixty) days after the end of the financial year of the Club, or as soon as reasonably possible thereafter depending on special circumstances.

8.1.2 An Annual General Meeting shall be convened by the Secretary giving notice in writing sent by social media communications.



8.1.3 Notice of the date, time and place for the holding of the Annual General Meeting shall be sent to all members of the Club, at least 30 (thirty) days before the date fixed for the holding of such meeting. The omission to send a notice to some members shall not invalidate the holding of the meeting or the passing of any resolution thereof.

8.1.4 Notice of the terms of any resolution to be proposed at an Annual General Meeting shall be lodged with the Secretary at least 10 (ten) days before the date fixed for such meeting.

8.1.5 The ordinary business at the Annual General Meeting shall be as follows:

8.1.5.1 to confirm the minutes of the previous Annual General Meeting and any special General Meeting held since the previous Annual General Meeting.

8.1.5.2 to receive and consider the report of the Committee and the financial statements for the preceding financial year with the auditor's report thereon.

8.1.5.3 to elect the Club's auditor.

8.1.5.4 to consider and to pass, with or without modification, any resolutions concerning the affairs of the Club of which due and proper notice is given.

8.1.5.5 to consider and pass, with or without modification, any resolution adding to, rescinding, or amending any part of the Constitution.

8.1.5.6 election of new committee.

8.1.6 The Chair at an Annual General meeting shall be taken by the President of the club, the Vice-President or any Committee member as proposed by the committee.

8.2 SPECIAL GENERAL MEETING

8.2.1 A Special General meeting may be requested by the Committee or by Members collectively. If the request is lodged by members, a comprehensive request signed by not less than 10 members requesting such a Special General Meeting must be delivered to the Secretary at least 21 days prior to the Special General Meeting being convened.

8.2.2 The Committee may consult with any such members or their delegates regarding the reason for such a request, to share information and to possibly resolve any issues that may exist. The Secretary shall thereafter call a Special General Meeting by giving not less than 10 (ten) days' notice by electronic communication to all members. Such notice shall contain a motivated reason for the Special General meeting to be convened.

8.2.3 The Chair at a Special General Meeting shall be taken by the President of the Club or in his absence by the Vice-President, or in their absence, any other committee member shall chair such meeting.



8.3 QUORUM AT GENERAL MEETINGS

8.3.1 The quorum for an Annual General Meeting and Special General Meeting of members shall be Thirty-Five (35) members who are entitled to vote. If no quorum is present within 30 (Thirty) minutes after the time fixed for the meeting, it shall be postponed to the same day and hour the following week. At such adjourned meeting the members present shall be deemed to be a quorum for the transaction of the business of the meeting.

8.3.2 In case of a Special General Meeting called by a Requisition of Members, if no quorum is present upon the follow-up date fixed within 30 (thirty) minutes of the time fixed for the meeting, it shall be dissolved.

8.4 VOTING

8.4.1 All eligible members shall be entitled to vote at any Annual or Special General Meeting of the Club and each such member shall have one vote. Qualified Members (those who became members prior to the SGM held on 7th Sept 2011) carry 2 votes.

8.4.2 In addition to paragraph 8.4.1 above, any member who became a member on or before 7th September 2011 shall be entitled to two (2) votes at any General Meeting. This classification of membership is to regulate the voting rights of each member at any General Meeting and has no other influence on member's rights and privileges within the Club.

8.4.3 Voting shall be by way of show of hands or by way of ballot in the discretion of the Chairman, except if voting by ballot be demanded by not less than ten (10) members present at the meeting, and any such ballot shall be taken in such a manner as the Chairman of the meeting may direct.

8.4.4 Voting by proxy shall not be permitted.

8.4.5 If there is no majority vote after voting has taken place, The Chairperson at any such meeting shall have a casting vote.

8.4.6 A declaration by the Chairman of the meeting, as to the result of a show of hands or a ballot shall be conclusive.

9. MISCELLANEOUS

9.1 BOOKS OF ACCOUNT

9.1.1 The Committee shall cause proper books and records to be kept in which a true and satisfactory account of all transactions shall be recorded. Any statements required shall be extracted and prepared therefrom and certified by the Chairman or auditor.



9.4 DISSOLUTION

9.4.1 The Club may be dissolved by a resolution passed at a General meeting called for that purpose provided that such resolution is passed by a majority of two thirds of the members present and entitled to vote at such a meeting and such resolution is confirmed at a Special General Meeting held not less than thirty (30) days thereafter by a majority vote of members entitled to be present and vote thereon.

9.4.2 Upon its dissolution the assets of the Club remaining after the satisfaction of all its liabilities shall be given or transferred to some other association or institution having objects similar to the objects of the Club, to be determined by the members of the Club at the second Special General Meeting, failing such determination, by the Court.

9.5 INTERPRETATION

The interpretation of this Constitution and all bylaws, regulations, rules or decisions of the Club shall rest entirely with the Committee, whose interpretation shall be final and binding on all members of the Club. The procedural aspects of this condition relating to time frames may be deviated from in times of emergency.

Signed at PORT ELIZABETH on the 30TH day of JUNE 2024.

President – Mr RYNO FERREIRA