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CONSTITUTION

OF

MPUMALANGA RUGBY UNION

2007

1 POLICY

ACCEPTING :

THAT Mpumalanga, for purposes of controlling and administering the game of rugby, should comprise the area presently demarcated as a province in the Republic of South Africa;

THAT rugby should be played, administered and promoted on a non-racial, non-political and democratic basis;

THAT all persons, irrespective of race, colour, creed or gender, should have the right in whatever capacity to participate, in the game of rugby;

THAT due to the peculiar needs of amateur rugby, as opposed to professional rugby, a company to be formed to deal with the commercial aspect of rugby, but still under the control and auspices of the Mpumalanga Rugby Union.

AND THAT this policy statement is and shall form part of this Constitution.

NOW THEREFORE:

- 1.1 The provincial rugby controlling body shall, in all its activities and functions, observe the principles set out above, and shall encourage all its constituent elements, committees, sub-committees and employees to adhere to the said principles.

1.2 The provincial rugby controlling body shall, in all its activities and functions, forbid any form of discrimination based on race, colour creed or gender.

1.3 The provincial rugby controlling body shall, at provincial and at all other levels – right down to club and school level – pursue policies and programs aimed at redressing imbalances and at creating a genuine non-racial, non-political and democratic dispensation, such policies and programs to be aimed at achieving, expeditiously, the non-racial, non-political and democratic structuring of the union and all its constituent elements.

2 **NAME AND LEGAL STATUS**

2.1 The name of the union is and shall be “Mpumalanga Rugby Union”

2.2 The Mpumalanga Rugby Union is and shall be a juristic person and can act and be acted against in its own name.

3 **DEFINITIONS**

3.1 **In this Constitution**

3.1.1 “*Amateur rugby*”, “*amateur game*”, “*series of amateur games*”, or “*amateur competitions and matches*” means the game of rugby played, managed, controlled and administered under the Laws of the Game of Rugby Union as framed by the

South African Rugby Union and the Constitution, Bye-Laws and Regulations of the South African Rugby Union and this Constitution and the Regulations, Rules and decisions made in terms thereof, excluding professional rugby as defined in 3.1.18 below;

3.1.2 “*Associate Member*” shall mean an association, society or body described in clause 7.2 hereof;

3.1.3 “*Club*” means a body or organisation who is a member or is affiliated directly or indirectly to a Member, Associate Member or other body affiliated to the Union;

3.1.4 “*Constitution*” shall mean this Constitution;

3.1.5 “*Commercial activities*” shall mean the commercial activities as described in clause 5.1.2 below;

3.1.6 “*Company*” shall mean Van Riebeeck Stadium (Pty) Ltd, (Reg No 1998/018245/07) being a private limited company registered for carrying on professional rugby and the commercial activities, as set out in clause 5.1.2 hereunder;

3.1.7 “*Council*” shall mean the General Council referred to in clauses 12.1 and 12.2 below;

3.1.8 “*Days*” shall mean all calendar days;

- 3.1.9 “*Employee*” shall mean a paid official of the Union and/or the Company;
- 3.1.10 “*Game*” shall mean rugby played in accordance with the Laws of the Game.
- 3.1.11 “*General Council*” shall mean the General Council referred to in clause 12 below;
- 3.1.12 “*Independent directors*” shall mean those directors nominated by the General Council on strength of their exceptional business, rugby or professional acumen and experience, required by the Company from time to time, and who are not to be nominated from the ranks, committees, employees, officials or office bearers of the Union, its Members or Associate Members, or the companies (or other entities) carrying on the commercial activities and professional rugby business of the Members or Associate Members, or equity partners of Members or Associate Members in such companies (or other entities), or such equity partner’s holding company or affiliate;
- 3.1.13 “*IRB*” refers to the International Rugby Board;

- 3.1.14 “*Junior club*” means a club affiliated of the Union which is not a senior club and which participates in the Lowveld and Senior League competitions;
- 3.1.15 “*Laws of the Game*” shall mean the Laws of the Game of Rugby Union as framed by the South African Rugby Union;
- 3.1.16 “*Member*” in the context of a member of the Union, shall mean a body of persons as per clause 7.1 hereof;
- 3.1.17 “*Memorandum*” shall mean the memorandum and articles of association of the Company;
- 3.1.18 “*Mpumalanga*” shall mean the area presently demarcated as a province in the Republic of South Africa governed in terms of the Constitution of the Republic of South Africa, Act No 108 of 1996;
- 3.1.19 “*Person*” shall mean a Player, trainer, referee, touch-judge, coach, selector, medical officer, physiotherapist or other individual who is or has been at any time involved in the Game or in the organisation, administration, or promotion of the Game under the jurisdiction of the Union or a Member or Associate Member of the Union;

- 3.1.20 “*Player*” shall mean a player of the Game under the jurisdiction of the Union or a Member or Associate Member of the Union;
- 3.1.21 “*Professional rugby*” shall mean the Game played, managed, controlled and administered under the Laws of the Game and the Constitution, Bye-Laws, Regulations and rules of the South African Rugby Union and this Constitution and the regulations, rules and decisions made in terms thereof, for financial gain, as well as the commercial activities relating thereto;
- 3.1.22 “*Province*” shall mean a rugby union and includes the company or other entity carrying on its commercial activities and its professional rugby business;
- 3.1.23 “*Rugby Body*” shall mean a union, or group of clubs or similar organisation who is a member of or is affiliated directly or indirectly to a Member or Associate Member of the Union.
- 3.1.24 “*Regions*” means sub-unions which may from time to time be formed by the Union;
- 3.1.25 “*Senior club*” means a club affiliated of the Union which participates in the Super League competitions;

3.1.26 “*Union*” shall mean the Mpumalanga Rugby Union

3.2 Expressions in the Constitution referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and all other modes of representing or reproducing words and figures in a visible form.

3.3 Unless the context otherwise requires, in the Constitution words importing the singular number shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine gender and *vice versa*.

3.4 The headings appearing in the Constitution shall not be treated as forming part of the Constitution, as such headings are for convenience of reference only.

4 **MAIN OBJECTS AND POWERS OF THE UNION**

4.1 The main objects and powers of the Union are and shall be:

4.1.1 To adopt and enact such measures which, in the sole opinion of the Union will foster, promote, regulate and encourage the Game and provide facilities for the Game in Mpumalanga and in any other territory as the Union may decide amongst all persons, irrespective of race, colour, creed or gender, and to eliminate any discrimination and inequality amongst players and officers alike;

- 4.1.2 To commit its Members and Associate Members to a program of development and upliftment of the Game;
- 4.1.3 To prohibit the possession and/or distribution of any material which, in the sole opinion of the Union, incites or may incite racial, ethnic, religious, linguistic or political hatred, or provokes or may provoke violence, or insults, degrades or defames or may insult, degrade or defame, or encourages or may encourage abuse of any racial, ethnic, religious, linguistic, gender or political group;
- 4.1.4 To act as controlling and co-ordinating body of all its Members and the associations, societies and bodies admitted to membership or to associate membership of the Union;
- 4.1.5 To be a member of the South African Rugby Union, and to appoint three (3) representatives to serve on the General Council of the said Union, who must be or have been a member of the governing body of the Union;
- 4.1.6 To be a member of/or affiliated to any other organisation whose aims and objects are compatible to those of the Union, and to appoint representatives thereto;
- 4.1.7 To obtain such funds, to accrue such assets and to undertake such liabilities as may be deemed expedient by the Union

pursuant to the Constitution and for these purposes to enter into such contracts, deeds and agreements as may be deemed necessary;

- 4.1.8 To bind its Members and Associate Members to all contracts, deeds and agreements entered into by the President's Council of the Union on behalf of the Union and for the benefit of the Game;
- 4.1.9 To make bye-laws, rules and regulations in relation to the Union and the Game and the conditions under which such game is played, to annul or vary any bye-laws, rules or regulations so made, and to bind its Members and Associate Members to all bye-laws, rules and regulations so made and for the time being in force;
- 4.1.10 To determine and arrange all competitions and matches;
- 4.1.11 To arrange for, grant, and contribute towards the provision of trophies, awards and distinctions.
- 4.1.12 To admit persons as honorary life members of the Union by reason of having rendered exceptional services to or having conferred some special benefit upon the Union and/or its predecessors.

4.2 The aforesaid objects and powers are all subject to the express stipulations that:

4.2.1 No funds, profits or gains will be distributed to any person other than its Members or Associate Members and then only for the purpose of advancing the Game and that the funds of the Union shall be utilised solely for investment or for attaining the objects for which it was established.

4.2.2 The Union shall not have the power to carry on any business undertaking or trading activity as set out in para 5.1.2 hereunder, other than such business or activity as is normally conducted in connection with the Game, including:

4.2.2.1 Business or trading activities which do not exceed the greater of 15% of the gross receipts of the Union or R25 000 and which activities are integral and directly related to the Game and are carried out or conducted substantially for the recovery of costs;

4.2.2.2 The investment of surplus funds with a financial institution as defined in section 1 of the Financial Institutions (Investment of Funds) Act, or in securities listed on a stock exchange as defined in Section 1 of the Stock Exchanges Control Act, or in such other

financial instruments and assets as the Commissioner for the SA Revenue Service may determine.

4.2.3 The Union is prohibited from accepting any donation which is revocable at the instance of the donor, other than by reason of failure to conform to the designated purposes and conditions of such donation, or any donations which could enable the donor, or a connected person in relation to such donor (as defined in the Income Tax Act), to derive some benefit from the application thereof.

5 SUBSIDIARY OBJECTS AND POWERS OF THE UNION

5.1 In pursuance of the main objects and powers of the Union and subsidiary thereto the further objects and powers of the Union are and shall include -

5.1.1 To govern the laws regulating and controlling the Game, and to originate and promote improvements in the Laws of the Game and the competitions and/or matches played under its auspices.

5.1.2 To reorganise its professional activities into a company for the management of professional rugby and all commercial activities relating to-

- 5.1.2.1 All Provincial rugby teams, as well as their support staff;
- 5.1.2.2 Brand building and protection;
- 5.1.2.3 Merchandising;
- 5.1.2.4 Sponsors and official suppliers relating to professional rugby;
- 5.1.2.5 Media rights; and to enter into, take over, negotiate or otherwise acquire any contract with any person for the right to broadcast. For the purposes of this clause the right to broadcast means the transmission and/or recording and/or otherwise storing of coverage of or other reproduction of a match or matches in any medium and any use or exploitation of the same by any means in any electronic media now known or at any time in the future developed, including, but not limited to, all forms of television (which will include, without limitation, video, DVD, CD-Rom and/or other audio-visual recorded viewing medium) and all forms of interactive and/or on-line transmissions via the Internet or any other system, radio and all other audio only media (which will include all forms of recording and/or interactive

and/or on-line audio transmissions via the Internet or any other system) whether live or deferred and whether in whole or in part throughout the world or any part thereof.

5.1.2.6 Marketing;

5.1.2.7 The Management of tours, tournaments and competitions;

5.1.2.8 Event Management

5.1.2.9 Investments

5.2 To formulate, control, add to, rescind and amend the conditions under which competitions and/or matches shall be conducted, and to regulate the conditions under which trophies and/or awards offered to and accepted by the Union are to be competed for.

5.3 To decide upon and make arrangements for visits of teams from and to countries beyond the borders of South Africa and to determine the conditions upon which such visits are to take place.

5.4 To adopt such means of making known the objects of the Union as may seem expedient and to encourage and assist the dissemination of literature and all forms of information which may further the aims of the Union and the interests of the Game.

- 5.5 To enter into such arrangements with appropriate authorities as the Union may deem conducive to its objects or any of them, and to obtain from such authorities any rights, privileges and concessions which the Union may deem advisable to obtain. And, whenever the Union deems it necessary, to apply to any authority to authorise the doing and performing of any object of the Union, or for any authority deemed necessary in connection therewith.
- 5.6 To accumulate capital for any purpose of the Union, either by capitalising unexpended income or otherwise, and to appropriate any of the Union's assets for specific purposes, either conditional or unconditional.
- 5.7 To subscribe, administer and invest the funds of the Union in:
- 5.7.1 Any recognised banking, trust and/or other financial institution but always subject to the provisions of para 4.2.1 above;
- 5.7.2 Mortgage bonds, participation bonds and securities issued or guaranteed by government, municipal and local authorities or public utility corporations in South Africa; and
- 5.7.3 The purchase of land, buildings, debentures, securities and all kinds and descriptions of movable and immovable property, and in savings accounts and fixed deposits, and in pension and growth funds, and in shares in government and municipal stock, with specific power to sell, lease, mortgage dispose of, give in exchange,

work, develop, build, improve, turn to account and deal with all or any part of the property and rights of the Union, on any terms which may from time to time be deemed fit by the Union, but subject to the limitations on trading imposed in terms of the provisions of the Income Tax Act.

- 5.8 Subject to the provisions of clause 5.7 hereof, to invest and deal with any monies of the Union not immediately required for carrying on the activities of the Union, upon such securities and in such manner as may from time to time be determined by the Union, and to realise, vary, reinvest or otherwise deal with such securities, but subject to the limitations on investments imposed in terms of the Income Tax Act.
- 5.9 To borrow, raise and secure the payment of money in such manner as the Union may deem fit, and to pledge, mortgage or otherwise secure, for the repayment of such monies, all or any of the property and assets of the Union.
- 5.10 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments, and to open and operate banking and other accounts in the name of the Union.
- 5.11 To pay and/or lend money and/or grant subsidies and/or bursaries to any Member, school, university and/or public body, for the furtherance of the Game on such terms as the Union may deem expedient, to guarantee the

performance of contracts by any person or Member, and for this purpose to enter into guarantees and suretyships of every description.

- 5.12 To effect assurances of all descriptions, including assurances against accidents of any description, against liability to pay compensation for injuries happening to or sustained by any employee, official, administrator and/or player of or connected with the Union, against liability to pay damages to any person in consequence of such accident, and to pay the premiums and other monies required to keep such policies of assurance of full force and effect.
- 5.13 To make payment towards medical aid of any employee and ex-employee and to grant pensions, allowances and ex gratia payments and/or to contribute to pension funds on behalf of employees.
- 5.14 To do all such other things as are incidental or conducive to the attainment of the above objects, whether main or subsidiary.

6 **LIMITATIONS**

The income and property of the Union, howsoever derived, shall be applied solely towards the promotion of the objects of the Union, as set forth in the Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividends, bonus, profit or otherwise by way of profit, to any individual person except as

remuneration for services rendered or expenses incurred as an officer or employee of the Union.

7 MEMBERS

7.1 The Members of the Union shall be:

7.1.1 The following clubs/association –

Mpumalanga Senior Rugby Clubs

Mpumalanga Junior Rugby Clubs

Mpumalanga Rugby Referees Society

Mpumalanga Sub-unions/Regions

Mpumalanga High Schools Association

Mpumalanga Special Schools Association

Mpumalanga Primary Schools Association

Mpumalanga Rugby Coaches Association

Mpumalanga Old Players Association

all as presently constituted or as may be re-demarcated at any future time.

7.1.2 Any other union, association, society or body which is admitted to membership of the Union.

7.2 **Associate Members**

7.2.1 Any association, society or body of persons, which has as its principal object the playing, administration and promotion of the Game and which is able to show that it enjoys substantial support amongst players within its jurisdictional area may, at the discretion of the Union, be admitted to associate membership of the Union.

7.2.2 An Associate Member shall enjoy all the rights and privileges of a Member, subject to the express stipulations that it may not submit a motion to the Union, it may not second a motion submitted to the Union, and it shall not have a vote at any meeting of the Union, but it shall be entitled to speak at any meeting of the General Council.

8 **NEW MEMBERS AND ASSOCIATE MEMBERS**

8.1 Any body of persons being desirous of becoming a Member or an Associate Member of the Union shall make written application to the Union, in the prescribed form, which application shall be proposed and seconded by at least three (3) members of the Union and which application shall provide such particulars as the Union may require from time to time and shall also include a declaration to be bound by this Constitution, the rules and regulations made in terms thereof and the

agreements entered into by the Union for the general benefit of the Game in South Africa on becoming a Member or an Associate Member of the Union.

8.2 Such application shall be considered at the Annual General Council Meeting and shall appear on the agenda of the meeting at which it is to be considered.

8.3 At least two-thirds (2/3) of the votes of all persons present in person or by proxy and entitled to vote at the relevant meeting, in favour of such application, shall be required before such application may be granted.

8.4 Any body of persons which has been accepted as a Member or Associate Member of the Union shall be bound by the Constitution, regulations and rules of the Union and the agreements entered into by the Union for the general benefit of the Game in South Africa.

9 **HEADQUARTERS**

The Union shall have its headquarters at Van Riebeeck Stadion, Witbank, or such other place as the General Council of the Union may decide from time to time, and its area of jurisdiction shall Mpumalanga.

**10 AFFILIATION OF THE SOUTH AFRICAN RUGBY UNION
AND OTHER ORGANISATIONS**

- 10.1 The Union is a member of the South African Rugby Union, which is managed and controlled by an Executive Council and on which Council, in terms of that body's constitution, it is entitled to have three (3) representatives, who must be or have been a member of the governing body of the Union.
- 10.2 One of the said representatives on the Executive Council of the South African Rugby Union shall be the President for the time being of the Union. If the President is unable to attend any meeting of the Executive Council of the South African Rugby Union, his place shall be taken by the Deputy President, alternatively the Vice-President. The additional members, as aforementioned, shall be appointed by the President's Council from time to time.
- 10.3 The provisions of clauses 10.1 and 10.2 hereof shall apply, mutatis mutandis, to any other organisation to which the Union may be affiliated or associated with or as a participant in any joint venture between the Union and other organisations or bodies.

**11 LAWS OF THE GAME AND BYE-LAWS AND REGULATIONS
OF THE SOUTH AFRICAN RUGBY UNION**

- 11.1 The membership of the South African Rugby Union by the Union shall be effective as an agreement binding the Union (which agreement requires the Union to similarly by agreement bind its affiliated membership) to abide by the Bye-Laws, Regulations and Laws of the Game and to accept and enforce all the Board's decisions (unless and until revoked or set aside by the Executive Council of the Board) in respect of the playing and/or administration of the Game throughout South Africa and within the jurisdiction of the Union.
- 11.2 Notwithstanding anything to the contrary contained in clause 11.1 hereof, the President's Council shall have the power to determine, introduce and enforce such experimental laws, together with such interpretations and rulings in relation to such experimental laws, as in the discretion of the President's Council will be to the advantage of the Game, provided that the approval of the South African Rugby Union is obtained prior to the introduction of such experimental laws, interpretations and/or rulings.
- 11.3 Such experimental laws as have been approved by the South African Rugby Union shall forthwith after approval, be promulgated by notification in writing to Members and Associate Members of the Union, or in such other manner as the President's Council may direct.

11.4 All such experimental laws thus promulgated shall be binding on all Members and Associate Members of the Union.

12 **GENERAL COUNCIL**

12.1 The Union's business and activities will be overseen by a General Council, which will have the ultimate authority for the affairs of the Union in general.

12.2 The General Council will comprise of the President, the Deputy President and the Vice-President as elected per clause 12.3.1 and 12.4 below and the two (2) representatives each from the Members of the Union as per clause 12.5 below.

12.3 **President**

12.3.1 The President of the Union shall be elected by the General Council from its members, but he shall not serve as President or chairperson of a Member or of an Associate Member of the Union, or on its executive committee, or any other committee, or as an official, employee or agent of a Member or Associate Member or Chairperson, Chief Executive Officer, director or as an official, employee or agent of the company or other entity carrying on the commercial activities of such Member or Associate Member, or director, official, employee or agent of any company or other entity which is an equity partner of a

Member or Associate Member, or its holding company or affiliated company or any other company or entity associated or related to such company, or other entity, howsoever, while holding the office of President of the Union. If, when elected as President of the Union he holds the office of President of a Member or Associate Member of the Union, or act in any other capacity as aforementioned, he shall within 30 days after being elected as President of the Union resign as President of the Member or Associate Member of the Union, or otherwise as such.

12.3.2 The President of the Union shall not act as Chairperson of any committee of the President's Council constituted in terms of clause 14.2 hereof, with the exception of the Management Committee.

12.3.3 The President of the Union shall hold office for terms of two (2) years and may be re-elected after each term, provided that when a serving President vacates the office before expiry of his term, on account of resignation, death or whatsoever other reason, the General Council or the President's Council shall have the right to fill such vacancy and the President so appointed may serve out the remainder of the current term of office.

12.4 Deputy President and Vice President

The conditions imposed for the office of President apply mutatis mutandis to the Deputy President and the Vice President.

12.5 Each Member mentioned in clause 7.1.1 above, shall be represented at meetings of the General Council by:

12.5.1 Its President/Chairperson or acting President/Chairperson;

12.5.2 One (1) additional persons appointed by the Member.

12.6 The President/Chairperson or acting President/Chairperson of a Member and the one (1) appointed representatives of the Members will be permanent members of the General Council and no representative can therefore be substituted by another representative, unless his appointment is revoked and substituted by the appointment of another representative of a Member and subject to the provisions of clause 12.10.1.16 hereunder.

12.7 The General Council will meet at least once a year, in General Meeting.

12.8 The powers of the General Council are limited to the business to be conducted at an Annual General Council Meeting as per clause 12.10.1.5 hereunder.

12.9 Each Member and Associate Member of the Union shall, prior to each annual meeting of the General Council, notify the Union, in writing, of

the names, addresses and telephone numbers or other contact details of its representatives.

12.10 **Meetings**

12.10.1 *Annual General Meetings*

12.10.1.1 The Annual General Council Meeting of the Union will take place once a year, and shall be held after the 31st day of December but not later than the last day of February of each year.

12.10.1.2 The Annual General Council Meeting shall consist of the President/Chairperson, the Deputy President/Chairperson and the Vice-President/Chairperson of the Union and the representatives as described in clause 12.5 above.

12.10.1.3 Subject to clause 7.2.2 above an Associate Member will be represented by one (1) representative nominated by such Associate Member.

12.10.1.4 Notice

12.10.1.4.1 Written notice of the Annual General Council Meeting of the Union shall be sent to all Members

and all Associate Members of the Union and the persons entitled to attend such meeting and to vote thereat, mentioned in clauses 12.10.1.6.1 and 12.10.1.6.2 below, as well as to the auditors of the Union, at least thirty (30) calendar days before the date fixed for such meeting, setting out the place, the day and the time of the meeting, the business to be transacted thereat, and, subject to the provisions of clause 12.10.1.4.2, enclosing copies of the minutes of the preceding Annual General Council Meeting of the Union and of any other General Council meeting of the Union held since.

12.10.1.4.2 Copies of the Union's annual report, the Union's audited balance sheet as at the 31st day of December of the same year and its income statement of the preceding financial year need not be enclosed in the notice referred to in clause 12.10.1.4.1 hereof, provided that copies of same are furnished to all Members and Associate Members of the Union at least ten (10) calendar days before the date fixed for such meeting.

12.10.1.4.3 The notice referred to in clause 12.10.1.4.1 hereof may be given personally or by sending it by mail, by facsimile or other medium to the addressee's last known address. Where a notice is sent by mail, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting same.

12.10.1.4.4 The term of the notice referred to in clause 12.10.1.4.1 hereof shall be exclusive of the day on which the notice is posted, and also exclusive of the day on which the meeting mentioned in the notice is to be held.

12.10.1.4.5 An Annual General Council Meeting of the Union shall, notwithstanding that it is called by shorter notice than provided for in clause 12.10.1.4.1 hereof, be deemed to have been duly called if it is so agreed by all persons attending the meeting and entitled to vote thereat, provided that the number of persons thus agreeing constitute not less than seventy-five per cent (75%) of all persons entitled to attend and vote at the meeting concerned.

12.10.1.4.6 The unintentional omission to give notice of an Annual General Council Meeting of the Union to, or the non-receipt of such notice by, any Member or Associate Member or person entitled to receive notice shall not invalidate the proceedings at that meeting.

12.10.1.5 Business at the Annual General Council Meeting

The business to be transacted at an Annual General Council Meeting of the Union shall be –

12.10.1.5.1 To confirm the minutes of the preceding Annual General Council Meeting and of any other General Council meeting since.

12.10.1.5.2 To consider, and if thought fit, to adopt, with or without modification, the Union's annual report, the Union's audited balance sheet as at the 31st day of December of the same year and its income statement of the preceding financial year.

12.10.1.5.3 To elect (if applicable):

(a) The President, subject to the provisions of clauses 12.3.1 and 12.3.3;

- (b) The Deputy President, subject to the provisions of clause 12.4;
- (c) The Vice-President, subject to the provisions of clause 12.4;
- (d) Three (3) independent persons to be appointed as non-executive directors on the Board of Directors of the Company, on strength of their exceptional business, rugby or professional acumen and experience, required by the Company from time to time, and who are not to be elected from the ranks, committees, employees, officials or office bearers of the Union, its Members or Associate Members, or the companies (or other entities) carrying on the commercial activities and professional rugby business of the Members or Associate Members, or equity partners of Members or Associate Members in such companies (or other entities), or such equity partner's holding company or affiliate;

12.10.1.5.4 To appoint an auditor or auditors for the Union.

12.10.1.5.5 To consider and to pass, with or without modification, any resolutions concerning the affairs of the Union, including the right to determine the policy of the Union in this regard, of which due and proper notice is given.

12.10.1.5.6 To consider and to pass, with or without modification, any resolution adding to, rescinding or amending, any part of the Constitution, of which due and proper notice is given.

12.10.1.6 Persons entitled to receive notice and attend General Council meetings and to vote thereat:

12.10.1.6.1 All representatives, as mentioned in clause 12.5 hereof shall be entitled to receive notice and to attend and vote at all General Council meetings, with the Chairperson having the casting vote.

12.10.1.6.2 The serving President, Deputy President and Vice President will be entitled to receive notice and to attend and vote at any General Council meeting, when a new President, Deputy President, or Vice president is to be elected.

12.10.1.6.3 Nominations in writing by Members of the Union, for election as President, Deputy President, Vice-President and the three (3) persons to be appointed as independent non-executive directors on the Board of Directors of the Company, must reach the Union not later than twenty (20) calendar days prior to the date of the meeting at which the appropriate election is to take place, and such nominations must in each instance be accompanied by the nominee's written acceptance of the nomination; provided however that the serving President, Deputy President, Vice President and the three (3) persons serving as independent non-executive directors on the Board of Directors of the Company shall be eligible for re-election without nomination.

12.10.1.6.4 A list containing new nominations, together with names of the serving President, Deputy President, Vice President and the three (3) persons serving as independent non-executive directors on the Board of Directors of the Company who are re-eligible, must be submitted to all Members of the Union and to all persons entitled to receive notice and to

attend and to vote at General Council meetings not later than ten (10) calendar days prior to the meeting at which the appropriate elections are to take place.

12.10.1.6.5 Unless new nominations for a President, Deputy President, Vice President and the three (3) persons to be appointed as independent non-executive directors on the Board of Directors of the Company are submitted, when such nominations are called for, the serving President, Deputy President, Vice President and the three independent non-executive directors serving on the Board of Directors of the Company shall be re-elected.

12.10.1.6.6 Notice of a motion to consider and to pass a resolution in terms of clause 12.10.1.5.5 above, must reach the Union not later than twenty (20) calendar days prior to the date of the meeting at which such motion will be considered, a copy whereof must be submitted to all Members of the Union and to all persons entitled to receive notice and to attend and to vote at General Council meetings not later than ten (10) calendar days prior

to the meeting at which the motion will be considered.

12.10.1.7 Quorum

12.10.1.7.1 50% + 1 of the Members, mentioned in clause 7.1.1, which are represented at any General Council meeting shall constitute a quorum for a General Council meeting.

12.10.1.7.2 No business shall be transacted at any General Council meeting of the Union unless a quorum is present.

12.10.1.7.3. If within half an hour from the time appointed for any Annual General Council Meeting of the Union a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day or at such other time and place as the persons present may determine (provided that they shall not be entitled to adjourn the meeting for a period shorter than seven days), and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for that meeting the persons present

and entitled to vote thereat shall constitute a quorum.

12.10.1.8. Chairperson

The President of the Union, or failing him the Deputy President of the Union, or failing both of them the Vice-President of the Union, shall preside as Chairperson at any General Council meeting of the Union, or if any of them shall not be present within fifteen (15) minutes of the time appointed for the meeting, or is unwilling to act as such, a Chairperson shall be elected in terms of clause 12.10.1.8.1 hereunder.

12.10.1.8.1 If at any General Council meeting of the Union no chairperson is present to act as such the representatives of members present shall elect a Chairperson from amongst their midst.

12.10.1.9. Meeting adjourned

12.10.1.9.1 The Chairperson may, with the consent of any Annual General Council Meeting of the Union at which a quorum is present, 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 an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

12.10.1.9.2 When an Annual General Council Meeting of the Union is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give notice of such adjournment or of the business to be transacted at such adjournment or of the business to be transacted at such adjourned meeting.

12.10.1.10 Election

12.10.1.10.1 At any General Council meeting of the Union the election of the persons referred to in clause 12.10.1.5.3 shall be done by way of ballot.

12.10.1.10.2 All elections of such persons at any General Council meeting of the Union shall require the majority of the votes of all persons present and entitled to vote at such meeting.

12.10.1.10.3 All elections of such persons shall become effective as from the close of the meeting at which they have been elected.

12.10.1.11 Motion put to the vote

12.10.1.11.1 Subject to the provisions of clause 12.10.1.10.1 hereof, any motion put to the vote at any General Council meeting of the Union shall be decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands:

(a) By the Chairperson of the meeting; or

(b) By not less than ten per cent (10%) of all persons present and entitled to vote at the meeting.

12.10.1.11.2 Unless a poll be so demanded, a declaration by the Chairperson of the meeting that a motion has on a show of hands been carried, or carried unanimously, or carried by a particular majority, or lost, shall be the resolution of the meeting, and an entry to that effect in the minutes of proceedings of the Union shall be conclusive

evidence of the fact, without proof of the number of proportion of the votes recorded for or against the particular motion.

12.10.1.11.3 The demand for a poll may be withdrawn.

12.10.1.12 Except as provided for in clause 12.10.1.13 hereof, if a poll is duly demanded at any General Council meeting of the Union, it shall be taken in such manner as the Chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

12.10.1.13 Poll demanded

At any General Council meeting of the Union –

12.10.1.13.1 A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith, and the result thereof shall become effective immediately.

12.10.1.13.2 A poll demanded on any other issue shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon

which the poll has been demanded may be proceeded with pending the taking of the poll.

12.10.1.14 Votes

Every person entitled to attend any General Council meeting of the Union shall have one (1) vote on a show of hands or on a poll.

12.10.1.14.1 At any General Council meeting of the Union, 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 demanded shall be entitled to a second or casting vote, provided he has used his deliberative vote.

12.10.1.15 Observers and media

12.10.1.15.1 It shall be the prerogative of the meeting to allow observers at any General Council meeting of the Union. If so allowed, such observers shall have no voting rights and shall not be entitled to speak at such meeting.

12.10.1.15.2 It shall be the prerogative of the meeting to allow members of the media at any General Council meeting of the Union, from time to time.

12.10.1.16 Representation of members and their representatives at meetings by proxies.

12.10.1.16.1 Any representative entitled to attend and vote at a meeting of the General Council, shall be entitled to appoint another representative on the General Council as his proxy to attend, and vote in his stead at any meeting of the General Council of the Union, provided that a proxy shall not be entitled to vote except on a poll.

12.10.1.16.2 In every notice calling a meeting of the General Council of the Union and on the face of every proxy form issued at the Union's expense, there shall appear a statement that a representative entitled to vote at the meeting, is entitled to appoint a proxy to attend and vote thereat in his stead and that a proxy need also be another representative on the General Council. The member who has granted the proxy will be allowed to attend and speak at the meeting.

12.10.1.16.3 Every proxy, which shall be irrevocable, shall be in the form as set out in Annexure A to this Constitution and needs to be filed with the Union at its registered office not later than half an hour before the scheduled time of the meeting, including an adjourned meeting.

12.10.2 **Extraordinary General Council Meeting**

12.10.2.1 All general meetings of the Union, other than Annual General Council Meetings, shall be referred to as extraordinary General Council meetings.

12.10.2.2 An extraordinary General Council meeting of the Union shall be convened by the Chief Executive Officer of the Union within ten days -

12.10.2.2.1 Upon the instruction of the President's Council;
or

12.10.2.2.2 Upon receipt by the Union of a requisition signed by all representatives of twenty (20) or more Members of the Union;

12.10.2.3 The business to be transacted at any extraordinary General Council meeting of the

Union shall be that set out in the notice of the meeting, and no general or any other business may be transacted at such meeting. Any business that can be transacted at an Annual General Council Meeting of the Union can also be transacted at an extraordinary General Council meeting, provided that such business shall be set out in the notice of the meeting.

12.10.2.4 Save that

12.10.2.4.1 Copies of the minutes of the preceding Annual General Council Meeting of the Union and of any other General Council meeting of the Union held since, the Union's annual report, the Union's audited balance sheet as at 31st day of December of the same year and its income statement for the preceding financial year, need not be enclosed in the notice of the meeting.

12.10.2.4.2 The term of notice shall be twenty (20) calendar days, instead of thirty (30) calendar days.

12.10.2.4.3 An extraordinary General Council meeting of the Union shall, notwithstanding that it is called by shorter notice than that specified in clause

12.10.2.4.2 hereof, be deemed to have been duly called if it is so agreed by the majority referred to in clause 12.10.1.4.5 above.

12.10.2.4.4 If convened pursuant to clause 12.10.2.2 hereof and within half an hour from the time appointed therefor a quorum is not present, the meeting shall be postponed to a date coinciding with the following Annual General Council Meeting of the Union unless the President's Council resolves otherwise.

13 **RESOLUTIONS IN WRITING**

A resolution in writing, signed by all persons for the time being entitled to receive notice of and to attend and vote at General Council meetings of the Union shall be as valid and effective as if the same had been passed at a General Council meeting of the Union duly convened and held.

14 **COMMITTEES**

14.1 **President's Council**

14.1.1 The President's Council shall consist of :

14.1.1.1 The President, the Deputy President and the Vice-President of the Union;

14.1.1.2 The Presidents/Chairpersons or acting President/Chairpersons of the Regions for the time, being of the Members of the Union;

14.1.1.3 One (1) representative of the High, Special and Primary Schools, appointed by this group;

14.1.1.4 One (1) representative of the Referees, Coaches, Old Players and Other, appointed by the Members of this group;

14.1.1.5 The Chief Executive Officer of the Union, appointed by the President's Council, but without the right to vote;

14.1.1.6 The Chairman of the Board of Directors of the Company;

14.1.1.7 Two (2) additional members as co-opted annually by the President's Council by majority vote and in its sole discretion, with the right to vote, to ensure a balance in representivity and equity on the President's Council, provided that they shall have specialist

knowledge, skills or experience of the administration and management of the Game; and

14.1.1.8 Such further persons as may be deemed fit to be co-opted from time to time by the President's Council, but without the right to vote.

14.1.2 *Powers and duties*

14.1.2.1 All affairs of the Union will be managed by the President's Council as a delegated authority of the General Council, who may exercise all such powers of the Union as are not, by the Constitution, required to be exercised by the General Council. The President's Council shall determine a policy framework for and oversee the governance of the Union and perform all the roles and responsibilities to achieve or promote the main and subsidiary objects of the Union.

The President's Council shall have the power to make any regulations, bye-laws, rules or to take any resolutions or decisions, that are necessary or expedient in order to achieve the objects of the Union in terms of this Constitution, inter alia, but not limited to, Anti-Doping Regulations and the rules or regulations providing for the procedures to be

followed to exercise the powers provided for in clause 14.1.13; subject nevertheless to the provisions of the Constitution and to such regulations, bye-laws, rules, resolutions or decisions, not being inconsistent with the Constitution.

14.1.2.2 The President's Council shall from time to time appoint a Chief Executive Officer for such period and at such remuneration and on such terms as it may think fit; and it may be made a term of his appointment that he be paid a pension, gratuity or other benefits on his retirement from office. The President's Council may from time to time entrust to and confer upon a Chief Executive Officer for the time being such of the powers vested in it as it may think fit, and may confer such powers for such time and to be exercised for such object and upon such terms and with such restrictions as it may think expedient.

14.1.2.3 The President's Council shall appoint the additional two (2) representatives to serve on the General Council of the South African Rugby Union, referred to in clause 10.1 above.

14.1.2.4 The President's Council shall appoint the President of the Union or his nominee and an additional one (1) member to represent the Union as shareholder at the Company's General Meetings and to agree on his mandate for such meeting.

14.1.3 *Proceedings*

14.1.3.1 The President's Council shall meet, adjourn or otherwise regulate its meetings as it deems fit, but it shall meet at least once every quarter.

14.1.3.2 Notwithstanding the provisions of clause 14.1.3.1 hereof, the Chief Executive Officer of the Union shall on the requisition of any six (6) Members of the President's Council, at any time, convene a meeting of the President's Council, and the Chief Executive Officer of the Union shall convene such meeting within ten days of having received such request.

14.1.3.3 Issues arising at any meeting of the President's Council, shall be decided on a majority of votes. Each member of the President's Council shall have only one (1) vote on a show of hands or on a poll. In the case of an equality of votes the Chairperson of the

meeting shall have a second or casting vote, provided he has exercised his deliberative vote.

14.1.4 *Chairperson*

The President of the Union, or in his absence, the Deputy President of the Union, or in the absence of both of them, the Vice-President of the Union, shall at all times act as Chairperson of all meetings of the President's Council. If at any such meeting neither the President nor the Deputy President, nor the Vice-President is present at the time appointed therefore, the other elected members of the President's Council shall choose one of their number to chair the meeting.

14.1.5 *Quorum*

50% +1 members of the President's Council entitled to vote shall constitute a quorum for any meeting of the President's Council.

14.1.6 *Resolutions in writing*

A resolution in writing, signed by all the members of the President's Council for the time being entitled to receive notice of a meeting of the President's Council, shall be as

valid and effectual as if it had been passed at a meeting of the President's Council duly convened and held.

14.1.7 *Decisions binding*

All lawful resolutions of the President's Council shall be binding on all Members and Associate Members of the Union until revoked or rescinded by the President's Council.

14.1.8 *Investment and borrowing powers*

The President's Council may exercise all the powers of the Union to invest its funds, to borrow money to sign surety and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Union.

14.1.9 *Handling money*

All cheques, promissory notes, bills of exchange, drafts and other negotiable instruments for or on behalf of the Union, and all receipts for moneys paid to the Union, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the President's Council shall from time to time by resolution determine.

14.1.10 *Minutes*

The President's Council shall cause minutes to be kept, at the headquarters of the Union, of:

14.1.10.1 All appointments or nominations of officers, office bearers or other staff of the Union, made by the President's Council and/or the General Council.

14.1.10.2 The names of the members of the President's Council present at each meeting of the President's Council and at each meeting of any other committee of the Union.

14.1.10.3 All proceedings at all meetings of the General Council of the Union, of the President's Council and of all other committees of the Union.

14.1.10.4 A copy of this Constitution and of all rules and/or regulations of the Union.

14.1.10.5 A register of all members of the Union and of all committees.

14.1.11 *Books of account*

The President's Council shall cause books of account, for the Union, to be kept at the headquarters of the Union.

14.1.12 *Inspection*

The minutes of proceedings at all meetings of the General Council or the President's Council and of all other committees of the Union, and all books of account of the Union, shall at all times be open to inspection, at the headquarters of the Union, by all members of the President's Council and by any authorised representative of a Member of the Union.

14.1.13 *Disciplinary Action against Members, Associate Members, Clubs, Rugby Bodies, Players, Persons and related matters*

14.1.13.1 The President's Council shall have the power to take such steps as it may deem fit against any Club, Rugby Body, Player or Person in terms of this Constitution, failing to comply with or contravening the Constitution, any of the bye-laws, rules and/or regulations of the Union, or the South African Rugby Union, or any other body of persons or organisation to which the Union is affiliated or associated with in terms of a joint venture agreement, inter alia, the SANZAR venture agreement ("SANZAR"), or otherwise,

any decisions taken, any resolutions adopted or any rulings made by the General Council of the Union, the President's Council, the South African Rugby Union or SANZAR, any contract entered into by the Union, the Laws of the Game, or the Anti-Doping Regulations, or the disciplinary rules or regulations of the Union or the South African Rugby Union; and in general, to take such steps against any Club, Rugby Body, Player or Person whose actions, or lack of action in its sole opinion, are/is detrimental to the best interests of the Union and the Game.

14.1.13.2 Notwithstanding anything to the contrary contained in this Constitution the President's Council may delegate its powers in terms of this clause to a sub-committee, or an ad hoc committee established from time to time for a specific purpose and for a specific period of time, with the right to further delegate such powers, and may for this purpose issue regulations regarding any matter which shall or may be prescribed in terms of this clause, including the right to further delegate such powers to disciplinary committees

or judicial officers, procedure to be observed in the conduct of hearings, prescribed sanctions, the right of appeal to an appeal committee or appeal officer, the constitution of such appeal committee or appeal officer and in general, with regard to any other matter which it deems necessary or expedient to prescribe in order to achieve or promote the objects of this clause.

14.1.13.3 *Autonomy Of Disciplinary Committee:*

Disciplinary Committees or Judicial Officers and Appeal Committees or Appeal Officers constituted under this Constitution and the Regulations made there under shall exercise their functions independently of the Union and shall be fully autonomous and in particular any decision they make shall be binding on the Union, which shall not have the power to affirm, revoke or alter any such decision.

14.1.13.4 *Validity of acts :*

All acts of the President's Council, or of a sub-committee or ad hoc committee of the President's Council, or of any person acting as a member of the President's

Council, shall, notwithstanding that it be afterwards discovered that there was some defect in the election/appointment of such person or that the members of such sub-committee or of the President's Council or any of them were disqualified, be as valid as if every such person had been duly elected/appointed and was qualified to be a member of the President's Council, sub-committee or ad hoc committee.

14.2 Sub-Committees and Ad Hoc Committees

The President's Council shall annually at the first President's Council meeting held after the Annual General Council Meeting appoint the following standing sub-committees:

14.2.1 *Management Committee*

The Management Committee shall consist of:

- (a) the President or his designee;
- (b) the Deputy President;
- (c) the Vice President;
- (d) the Chief Executive Officer of the Union;
- (e) the Chairman of the Finance Committee;

- (f) the Chairman of the Remuneration Committee; and
- (g) such other persons as may be deemed fit.

The Management Committee shall meet at least monthly and oversee the day to day operations, manage the business and affairs of the Union and implement the strategies and policies of the Union. The Management Committee shall have the right to form sub-committees or ad hoc committees and in particular divisional, administrative and functional portfolio sub-committees, to assist it in the execution of its duties, inter alia, but not limited to:

- a Finance Committee; and

- a Remuneration Committee.

Any sub-committee or ad hoc committee so appointed shall, in the exercise of the powers so delegated, conform to the terms of reference and any instructions and/or restrictions given to or imposed on it by the Management Committee. In exercising its powers and authorities, the Management Committee shall act in accordance with, and subject to, the directives and requirements as may be laid down from time to time by the President's Council

14.2.2 *Audit Committee*

The Audit Committee shall assist the President's Council in discharging its duties relating to the safeguarding of assets, the operation of adequate systems, control processes and the preparation of accurate financial reporting and statements in compliance with all applicable legal requirements and accounting standards; and carry out its tasks under terms of reference conferred upon it by the President's Council.

14.2.3 *Sub Committees and Ad Hoc Committees in General*

14.2.3.1 The President's Council may delegate in writing any of its powers, which may in law be delegated, to sub-committees or ad hoc committees established from time to time for a specific purpose and for a specific period of time. Sub-committees of the President's Council shall consist of such member or members of the President's Council as the President's Council deems fit. Ad hoc committees of the President's Council, established from time to time, may consist of persons who need not be members of the President's Council.

14.2.3.2 Any sub-committee or ad hoc committee so appointed shall, in the exercise of the powers so

delegated, conform to the terms of reference and any instructions and/or restrictions given to or imposed on it by the President's Council.

14.2.4 *Selection Committees*

The President's Council shall appoint the following Selection Committees:

14.2.4.1 Provincial Team Selection Committee

The Provincial Team Selection Committee shall consist of the Provincial Team Coach as appointed by the President's Council plus two (2) additional members to be appointed by the President's Council annually, which shall also nominate the convenor thereof and who shall also act as convenor of all other selection committees mentioned below, except the Selection Committees appointed in terms of 14.2.4.6 and 14.2.4.7 below.

14.2.4.2 Mpumalanga "A" Team Selection Committee

The Mpumalanga "A" Team Selection Committee shall consist of the Mpumalanga "A" Team Coach, as appointed by the President's Council, respectively,

plus the additional Provincial Team Selection Committee members.

14.2.4.3 Under 23 Team Selection Committee

The Under 23 Team Selection Committee shall consist of the Provincial Under 23 Team Coach, as appointed by the President's Council plus the Provincial Team Selection Committee members.

14.2.4.4 Under 21 Team Selection Committee

The Under 21 Team Selection Committee shall consist of the Provincial Under 21 Team Coach, as appointed by the President's Council, the convenor of the Provincial Team Selection Committee, plus one (1) additional member appointed by the President's Council, annually.

14.2.4.5 Under 19 Team Selection Committee

The Under 19 Team Selection Committee shall consist of the Provincial under 19 Team Coach, as appointed by the President's Council, the convenor of the Provincial Team Selection Committee plus one (1) additional member appointed by the President's Council, annually.

14.2.4.6 Women's Provincial Team Selection Committee

The Women's' Provincial Team Selection Committee shall consist of the Women's Provincial Team Coach as appointed by the President's Council plus two (2) additional members to be appointed by the President's Council annually, which shall also nominate the convenor thereof.

14.2.4.7 Sevens Team Selection Committee

The Sevens Team Selection Committee shall consist of the Provincial Sevens Team Coach, as appointed by the President's Council plus two (2) members appointed by the President's Council annually, which shall also nominate the convenor thereof.

14.2.4.8 The duties of the Selection Committees of the Union stipulated in clauses 14.2.4.1 to 14.2.4.7 above are and shall be to select the team, the selections of which such committees are responsible for, to make recommendations to the President's Council on the necessity or otherwise of trials, the nature of such trials and, when requested, the venues thereof.

14.2.5 *Powers to fill vacancies*

Should a vacancy occur on any sub-committee or ad hoc committee of the President's Council, the President's Council shall have the right to fill such vacancy by the appointment of any qualified person to such committee.

14.2.6 *Meetings of Committees*

A sub-committee or ad hoc committee of the President's Council of the Union may meet and adjourn as it thinks proper. The majority of the members constituting any such committee of the President's Council shall constitute a quorum for any meeting of such committee. Issues arising at any meeting of any committee shall be determined by a majority of votes of the members present and voting, and in the case of an equality of votes the chairperson shall have a second or casting vote, provided he has exercised his deliberative vote.

15 **FUNDS OF PROVINCES**

15.1 While the Union recognises that each Member has the sole right to control its assets and to dispose of its funds within the terms of its constitution, in such manner as it deems fit, no such funds shall be applied or contributed for any purpose other than the Game, its

development and furtherance, except as may be provided by the Constitution and the rules and regulations of the Union; provided that nothing herein contained shall confer upon any Member any power or authority not given to it by or under its own constitution.

- 15.2 Every Member shall, not later than the last day of March in each and every year, furnish the Union with an audited balance sheet and income statement in respect of its (the Member's) preceding financial year.

16 **AMENDMENTS TO THE CONSTITUTION**

- 16.1 This Constitution shall not be amended, rescinded or added to except at an Annual General Council Meeting or an extraordinary General Council meeting of the Union.

- 16.2 Notice of the intention to amend, rescind or add to the Constitution must, if required to be dealt with at the Annual General Council Meeting of the Union, be given, in writing, by the intending mover thereof (which must be a Member of the Union or the President's Council), to the Chief Executive Officer of the Union not later than twenty (20) calendar days prior to the date fixed for such meeting, and the Union shall give written notice of the intended amendment, rescission or addition to all Members and Associate Members and to all the persons entitled to notice and to attend such meeting and vote thereat, mentioned in clauses 12.10.1.6.1 and 12.10.1.6.2 above, at least ten (10) calendar days prior to the date of the relevant meeting. If it is

required that any such amendment, rescission or addition be dealt with at an extraordinary General Council meeting of the Union, written notice thereof must be given to the Chief Executive Officer of the Union, and the Chief Executive Officer shall, within ten (10) calendar days of receipt of such notice, call an extraordinary General Council meeting of the Union by giving at least twenty (20) calendar days' notice thereof and of the intended amendment, rescission or addition, in writing, to all Members and Associate members and all persons entitled to notice and to attend such meeting and to vote thereat, mentioned in clauses 12.10.1.6.1 and 12.10.1.6.2 above.

16.3 Any amendment, rescission or addition to the Constitution, to be effective, shall require the support of at least seventy-five per cent (75%) of all persons present in person or by proxy and entitled to vote at the meeting concerned.

16.4 A copy of any amendment to this Constitution is required to be submitted to the Commissioner for the SA Revenue Service for his approval, for purposes of the continued tax exemption of the Union.

17 **NOTICE TO REVIEW OR RESCIND RULINGS OR RESOLUTIONS OF PRESIDENT'S COUNCIL**

17.1 Notice to review or rescind any decision or ruling of the Chairperson of any meeting of the President's Council or of a resolution adopted at any meeting of the President's Council of the Union, may be given at the

meeting at which the decision or ruling was given, or the resolution passed, or within thirty (30) calendar days thereafter.

- 17.2 No such decision, ruling or resolution shall, however, be called into review more than once during the same calendar year.

18 **INDEMNITY**

The members of the General Council, President's Council, all committees and all officials and employees of the Union shall be and are indemnified out of and from the funds and property of the Union from and against all losses, charges, costs, damages and all and every other expense and liability they may incur or be put to concerning or about the execution of their respective duties and actions for and on behalf of the Union, and none of them shall be held answerable or deemed to be in any way responsible for any act or default of the one or other of them or for any deficiency or insufficiency of any title or security whatsoever taken by the Union; nor shall any of them be liable for any loss occasioned by any banker or other person with whom moneys or securities of the Union may be deposited or to whom it may be entrusted for safe custody, invested or otherwise placed; nor for any loss, misfortune or damage which may happen to take place in the execution of their respective offices or as a result thereof, provided, however, that any such loss, misfortune or damage be not occasioned by gross negligence or mala fides.

19 DISSOLUTION

19.1 The Union may be dissolved by a resolution passed at an extraordinary General Council 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 an extraordinary General Council Meeting held not less than thirty (30) days thereafter by a majority vote of members entitled to be present and vote thereon.

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

20 INTERPRETATION

The interpretation of this Constitution and all bye-laws, regulations or rules made there under shall rest entirely with the President's Council, whose interpretation shall be final and binding on all Members of the Union.

ANNEXURE A

PROXY**MPUMALANGA Rugby Union**

I/We

of

being a representative of a member of the above-mentioned Union, hereby irrevocably and in rem suam appoint

.....

of

or failing him,

of

as my/our proxy to vote for me/us on my/our behalf at the Annual General Council Meeting or extraordinary General Council Meeting (as the case may be) of the Union to be held on

and at any adjournment thereof as follows :

	In favour of	Against	Abstain
Resolution
Resolution
Resolution

Unless otherwise instructed, the proxy will vote as he thinks fit.

Signed this day of 20.....

.....

(Note : A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote thereat in his stead. Such a proxy need also be another representative on the General Council. The member who has granted the proxy will be allowed to attend and speak at the meeting. Such proxy shall be irrevocable and cannot be withdrawn by the grantor)