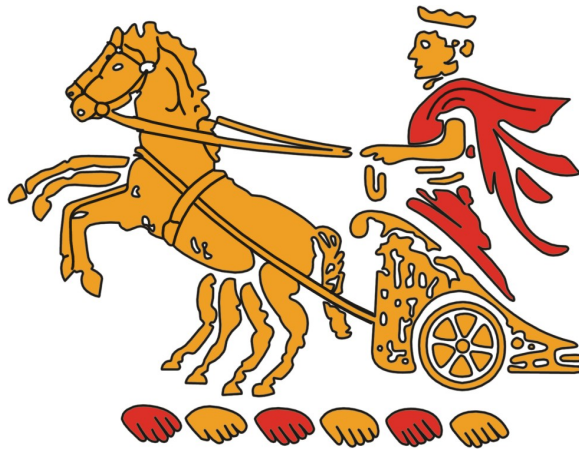


Approved at the AGM on 10 June 2019



**CONSTITUTION
OF
THE WANDERERS CLUB
AND
THE WANDERERS SUB-CLUBS
JOHANNESBURG**

JUNE 2019

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A handwritten signature in black ink that reads "Bruce Burt".

SIGNED : _____

CHAIRMAN : B J R BURT

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CONSTITUTION of THE WANDERERS CLUB

It is recorded that The Wanderers Club (hereinafter referred to as “the Club”) and The Wanderers Golf Club entered into an agreement dated 23rd August 2004 in terms of which, inter alia, it was agreed that certain terms and conditions of the said agreement would take precedence over the constitution. The said agreement which shall hereinafter be referred to as the Main Agreement shall prevail in the event of any conflict between the Main Agreement and the Constitution. The purpose of the agreement is to provide security of tenure to The Wanderers Golf Club by allowing both clubs to remain sporting entities and develop appropriately to their separate needs. A copy of the Main Agreement is available for inspection at the Club’s offices.

RECORDAL

- | | | |
|-----|--|---------------------|
| 1 | The Club is hereby constituted as a juristic person independently of its members, and having – <ul style="list-style-type: none">▶ perpetual succession;▶ the right to sue and be sued in its own name; and▶ the right to own property in its own name. | JURISTIC PERSON |
| 2 | The name of the Club is “ THE WANDERERS CLUB ” hereinafter referred to as “The Club” | NAME |
| 3 | The colours of the Club shall be Black, Scarlet and Gold; the badge of the Club shall be two prancing horses in gold harnessed to a gold chariot driven by a charioteer in a scarlet cloak above a horizontal gold and scarlet bar. The manufacture, sale and use of the Club colours and badge shall be decided upon by the Club Committee from time to time. | BADGES AND COLOURS |
| 4 | The Office of the Club shall be in Johannesburg or in such other place as the Members of the Club may from time to time determine. | OFFICE OF THE CLUB |
| 5 | The objects of the Club are: | OBJECTS OF THE CLUB |
| 5.1 | To promote and foster all branches of sports and pastimes. | |
| 5.2 | To provide ground for such sports in or near the City of Johannesburg, and to lay out and prepare such ground for the purposes of the Club, and to provide a Clubhouse, Change Rooms and other amenities in connection therewith. | |
| 5.3 | To hold or arrange matches and competitions, and offer and grant or contribute towards the provision of prizes, awards and distinctions. | |
| 5.4 | To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by persons frequenting the Club grounds. | |
| 5.5 | To purchase, take on lease or otherwise acquire any movable or immovable property which may be requisite for the purposes of or capable of being conveniently used in connection with the objects of the Club. | |
| 5.6 | To borrow and raise money in such a manner as the Club shall think fit, and in | FUND RAISING |

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particular by means of subscriptions, mortgage bonds, and debentures, charged upon the whole or any part of the property, assets, and revenue of the Club, both present and future, and to give and grant to the subscribers, mortgagees, debenture holders, and others, all such rights, benefits and privileges as the Club may deem fit to give and grant.

- 5.7 To construct, inaugurate or promote Sub-Clubs, and to grant to any such Sub-Clubs any benefits or privileges which may be requisite or necessary, and to enter into arrangements or contracts with any person, Club, Sub-Club, or body, for the promotion of sport or for mutual interest. SUB-CLUBS
- 5.8 To let out or hire the said grounds or any portion thereof or any of the improvements thereon, for any purpose whatsoever.
- 5.9 To teach, or cause to be taught, any branch of sport.
- 5.10 To charge for admission to the grounds or premises.
- 5.11 To fulfil all the usual objects of a Social and Sports Club, and to do all such things and carry out all such undertakings as may be necessary for or incidental to such objects.
- 5.12 To utilise its property and funds solely for the objects for which the Club was established or for investment and in no circumstances to distribute any of the Club's profits or gains to any person, nor to carry on any business excluded by the South African Revenue Service.
- 5.13 To retain the net proceeds from the sale of the Wanderers Stadium in a special fund created for the purpose of securing the funds in perpetuity for the benefit of the Club, to be known as the Wanderers Club Development Fund, and:
- (a) to appoint "trustees" for this purpose,
 - (b) to settle the terms and conditions of such special fund or other arrangements,
 - (c) to provide, inter alia, and subject to the provisions of the Constitution of the Club insofar as these may be applicable and in particular the provisions of Rule 5.12
 - (i) that, from time to time, such portion of the income accruing on the proceeds as the Committee may consider necessary, be applied for the benefit of the Club.
 - (ii) that such portions of the proceeds may, from time to time, be applied for the benefit of the Club as directed by the Committee with the approval of the Members in a General Meeting.

6 MEMBERSHIP

Membership of the Club shall consist of not less than 50 Ordinary Members or such other minimum number as may be prescribed by any Liquor Act applicable to the Gauteng Province ("the Liquor Act") from time to time. Membership shall be divided into the categories set out below whose subscriptions shall be as determined by the Members in general meetings from time to time provided that the subscriptions payable by Ordinary Members shall at no time be less than the minimum subscription for such membership prescribed by the Liquor Act and provided further that the Committee may, in its discretion and if it deems it necessary in the interests of the Club, increase any or all annual subscriptions payable by any or all categories of Members by any amount which does not exceed 20% (twenty per centum) of the annual

MEMBERSHIP

SUBSCRIPTIONS

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- subscription paid by Members of that category (or those categories) in respect of the Club's preceding financial year. The Entrance Fees payable by the various categories of Members shall be determined from time to time by the Committee referred to in Rule 21. ENTRANCE FEES
- The Committee shall be responsible for and shall ensure that the Club at all times maintains complete and proper records of its property and affairs, including a register of its Members RECORDS
- The Committee in its discretion shall be authorised to permit Sub-Clubs to raise levies against their active members, the proceeds of which will be credited to their respective Sub-Club accounts, provided that the Committee satisfies itself that: LEVIES
- (a) any such levy will be collected and used for the furtherance of the sport controlled by the Sub-Club;
 - (b) the levy has been (or will be) ratified at an Annual General Meeting of the Sub-Club concerned;
 - (c) due notice of the intention to propose a motion for the raising of a levy and adequate particulars about the reason for, and the purpose of, the levy has been (or will be) given to all known Members of the Sub-Club concerned before the Annual General Meeting of that Sub-Club;
 - (d) the levy raised by the Sub-Club does not exceed 20% of the Club's annual maximum subscription for an Ordinary Member as fixed from time to time excluding any annual affiliation fee payable by the Sub-Club concerned to a Provincial sporting body or any other controlling body, in respect of that Member.
- All such levies are to be collected by the Sub-Club Committee concerned and paid into the general funds of the Wanderers Club to the credit of the relevant Sub-Club account.
- 6.1 **MEMBERSHIP CATEGORIES**
- ORDINARY MEMBERS**, being Members who have reached the age of 18 with full rights to participate in and to enjoy the sporting, social and other facilities provided by the Club and as such entitled to vote at General Meetings of the Club in accordance with this Constitution. ORDINARY MEMBER
- 6.2 **SENIOR ORDINARY MEMBERS**, being Members who have reached the age of 56 years and have at least 10 years continuous membership as an Ordinary Member of the Club and who will be entitled to full rights to participate in the facilities provided by the Club on payment of such reduced subscriptions as the Committee may from time to time determine SENIOR ORDINARY MEMBER
- 6.3 **SOCIAL MEMBERS**, being Members who may not participate actively at the Club in any of the branches of sport provided but who have full rights to enjoy the social and other facilities provided by the Club and who are not entitled to vote at General Meetings of the Club. Any existing Social Member wishing to be entitled to vote at General Meetings of the Club shall transfer to Ordinary membership on payment of an additional subscription, the amount of which shall be decided by the Committee from time to time. SOCIAL MEMBER
- 6.4 **LIMITED USAGE MEMBERS**
- Membership of this category is approved by the Committee on an exceptional basis. Limited Usage Members are members who are entitled to use only those LIMITED USAGE MEMBER

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facilities allocated to them by the Committee but they are not entitled to vote at General Meetings of the Club nor are they entitled to any of the privileges of the Club except where special arrangements have been approved by the Committee. Limited Usage Members in good standing may vote at meetings of the Sub-Clubs of which they are members but not at the Annual General Meetings of the Club.

- 6.5 **JUNIOR MEMBERS**, being persons between the ages of 1 and 17 years whether or not their parents are Members of the Club, may become Junior Members without payment of any entrance fee. JUNIOR MEMBER
- Note 1:** The parents of any Junior Members who are not Members of the Club (or their guardians, if applicable) will be required to signify that they are responsible for the payment of all fees due to the Club by the Junior Members and that such Junior Members will abide by the Constitution, By Laws and Policies of the Club and Sub-Clubs.
- Note 2:** A Junior Member having attained the age of 17 years shall remain a Junior Member until the end of the year in which he or she reaches such age. At the commencement of the subsequent year he or she shall automatically be entitled to become an Ordinary Member or Student Member, as the case may be, on payment of the appropriate subscription and without payment of any entrance fee.
- Note 3:** Junior Members are entitled to enjoy such of the privileges of the Club as the Committee may deem fit, always excepting the right to vote and within the constraints of the Liquor Act.
- 6.6 **STUDENT MEMBERS**, being Ordinary Members over the age of 17 years and up to 25 years of age who on production of their Student Identity Card or similar verification of full-time or part-time study at a recognised secondary or tertiary institution in South Africa will be entitled to claim a subscription rebate of up to 50% per annum; provided that upon attaining the age of 25 years, a Student Member shall *ipso facto* thereafter cease to be entitled to such rebate and shall be liable, pro rata for the year in which he or she attained 25 years of age, for payment of the full annual subscriptions payable by Ordinary Members. STUDENT MEMBER
- 6.7 **TEMPORARY MEMBERS:** Subject always to the provisions of any applicable Liquor Act, any person registered as a paying resident at any hotel erected on Club property or any person approved by the Committee, provided that such membership shall not be granted to any person for a longer period than three (3) months in aggregate in any one calendar year. Such person shall not pay fees for the three (3) month period. TEMPORARY MEMBER
- 6.8. **HONORARY MEMBERS:** being Ordinary Members who have reached the age of 68 and have 50 years continuous membership, will automatically receive honorary membership of the Club without obligation thereafter to pay any subscription. HONORARY MEMBER
- 6.9 **SPECIAL MEMBERS:** being Members who have reached the age of 60 years and have 25 years continuous membership. SPECIAL MEMBER

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- 6.10 **HONORARY TEMPORARY MEMBERS:** The Committee shall have the power within the ambit of section 26(g) of the Liquor Act No 27 of 1989 (as amended) or such other Liquor Act as may be applicable to confer Honorary Temporary membership on such terms and conditions and with such rights and privileges as it may deem fit, always excepting the right to vote. This membership will be valid for a period of twelve (12) months at a time without the obligation to pay any subscription fees. HONORARY TEMPORARY MEMBER
- 6.11 **LIFE MEMBERS:** awards granted in terms of Rule 36. LIFE MEMBER
- 6.12 **RECIPROCAL MEMBERS:** being members in good standing of other sports or recreational clubs with which the Wanderers has a reciprocal agreement and carrying a letter of introduction from their club who may temporarily visit the Club and enjoy its facilities and amenities but will not be entitled to receive member discounts or have voting rights. RECIPROCAL MEMBER
- 6.13 **FAMILY MEMBERS:** a family unit comprising one or both spouses and their child or children. The spouse or spouses of a family membership unit shall, save for the provisions relating to subscriptions and entrance fees, be regarded as Ordinary Members for the purpose of this Constitution. The term “child” or “children” shall mean the child or children of the spouses concerned under the age of 18 years and the term “spouse” or “spouses” shall mean and include a parent, a legal guardian or a life partner. When a child who is part of a family unit attains the age of 18 years, Rule 6.5 (Note 2) shall apply to such child; provided further that any such child of a family member who attains the age of 18 years and who is then or within a period of 12 months thereafter becomes a full-time scholar or student at a recognised secondary or tertiary institution in South Africa shall be entitled to remain a family member until the earlier of (a) completing his or her studies at such institution or (b) attaining the age of 25. FAMILY MEMBER
- 6.14 **COUNTRY MEMBERS:** being Members who reside beyond a radius of 80 (eighty) kilometres from the Clubhouse and are required to produce proof of residence. COUNTRY MEMBER
- 6.15 **ABSENTEE MEMBERS,** being Members who reside for not less than nine (9) months in any one calendar year outside the Republic of South Africa. Any Member of any class can apply to change their category to Absentee Members and not be liable for the payment of subscription fees during the period of their absence. Such members can be re-instated to their original membership category on their return without being regarded as having interrupted membership. ABSENTEE MEMBER

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6.16 **CORPORATE MEMBERS**

If 10 or more individuals employed by or belonging to an entity or enterprise are invited by the Committee to apply to become Members of the Club, such Members may ask to be regarded as CORPORATE MEMBERS. Such Corporate Members will have full rights except the right to vote at Annual General Meetings and will be required to acknowledge personally that he or she will be bound by the Constitution of the Club and Sub-Clubs. The entity or enterprise will be responsible for the payment of all Entrance Fees, if any, and for the Annual Subscriptions as determined from time to time in respect of corporate membership.

CORPORATE
MEMBER

6.17 **AFFILIATE MEMBERS**

The Affiliate Agreement entered into by and between the Wanderers Club and the Wanderers Golf Club dated 23rd August 2004, was terminated by mutual agreement on 28 February 2015. This membership category pertaining to the Wanderers Golf Club members has ceased to exist and all previously affiliate members have been resigned. Such persons will be regarded as reciprocal members with the same rights and benefits as those under Rule 6.12 or at the discretion of the Committee.

AFFILIATE
MEMBER

7 The number of Members of all classes shall not exceed such number as the Committee may from time to time decide upon, and the number of Members of any one or other of the classes of membership set forth in Rule 6 shall not exceed such number as the Committee may from time to time decide is the maximum desirable number for that class and the number of guests (other than family members) of Members shall not exceed such number as the Committee may from time to time prescribe.

NUMBER
OF MEMBERS

8 The Subscriptions of all classes shall be payable annually in advance, by the 1st March. Members may, however, at the discretion of the Committee pay their subscriptions monthly in advance by automatic debit order against their bank accounts, provided, however, that anyone who becomes a Member of any class after the 31st day of August, in each year shall pay a pro rata amount of the current portion of the subscription in that year. A receipt signed on behalf of the Club shall be sufficient discharge for any money due to the Club.

SUBSCRIPTIONS
HOW PAYABLE

9 If any Member fails to pay his or her annual subscription within one (1) month after the due date, or if such subscription is payable monthly by debit order and the amount due is for any reason not paid and such failure to pay is not remedied within 7 (seven) days of the first demand by the Club, his or her name may be placed on the Notice Board in the Clubhouse. Notice thereof shall be sent to him or her by post to his or her recorded address (or by electronic mail if applicable) and if any annual subscription be not thereafter paid in full within one (1) month of the due date the defaulter shall cease to be a Member of the Club, and his or her name shall be erased from the list of Members accordingly. The Committee may, however, reinstate such defaulter on payment by the defaulter of all subscriptions in arrears, or on such condition as the Committee may deem fit. Notwithstanding anything to the contrary contained or implied in this Constitution, no Member shall be entitled to any of the privileges of the Club (including the right to vote in General or other meetings, or to be nominated for election as a candidate to any committee, or to propose or second a candidate for nomination for election to any committee) if his or her subscription is over one (1) month in arrears calculated from 1st March of the current year.

FAILURE TO PAY ON
DUE DATE /
DEFAULTER

10 Membership does not and shall not give to any Member of any class any right, title, interest, claim or demand in or to any of the moneys, property or assets of the Club, but only confers upon such Member the right and privilege of entering

RIGHTS
OF MEMBERS

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- in and upon the grounds and improvements of the Club, and of using and enjoying the same free of charge, in accordance with the use to which the same are devoted by the Committee of the Club, and subject to such reasonable restrictions as the Committee may from time to time impose, and subject to the Constitution, By-Laws and Policies of the Club and Sub-Clubs from time to time in force; provided, however, that nothing herein contained shall prevent the Committee from charging an entrance fee or fees in respect of the grounds or buildings of the Club, or any portion or portions thereof, which may be used for tournaments, or for other Special purposes or let out.
- 11 Only Members may pay for facilities, liquor or refreshments supplied on the premises of the Club; save that in respect of functions held by third parties under lawful hire of the Club facilities such fees or charges may be levied as may be permitted in terms of any licence, permit, consent or other authority or law applicable thereto. ONLY MEMBERS TO PAY FOR FACILITIES OR REFRESHMENTS
- 12 The liability of a Member of the Club for the debts and obligations of the Club is limited to the payment of the aggregate of any amounts owing from time to time by such Member to the Club LIABILITY OF MEMBERS
- 13 **ELECTION OF MEMBERS**
- Members of all classes (save and except for Life Members) shall be elected by the Committee.
- 13.1 The election of Members shall be conducted at a meeting of the Committee at which a quorum is present. No candidate shall be elected unless he or she receives the votes of not less than two thirds of the Members of the Committee present and voting. ELECTION OF MEMBERS
- 13.2 Any candidate for election as Member shall submit an application in writing and the candidate's full name must be posted on the Club Notice Board at least fourteen (14) days prior to election, or such other time as may be prescribed by the applicable law. POSTING ON NOTICE BOARDS
- 13.3 Every candidate shall send in writing his or her proposal for membership, on the form decided upon by the Committee. Such proposal shall contain such particulars and such verifications thereof as the Committee may require, and shall be accompanied by payment of the amount of his or her subscription and entrance fee which shall be returned should he or she not be elected. SCREENING OF APPLICATION FOR MEMBERSHIP/ FORM OF PROPOSAL
- 13.4 Rejected candidates shall not be entitled again to seek re-election within six (6) calendar months of the date of their rejection. If, however, at any time after the rejection of a candidate it appears that he/she was rejected under a misapprehension or mistake as to identity or owing to incorrect information having been given, the Committee shall have the power to reconsider his or her application forthwith. REJECTED CANDIDATES
- 13.5 Should a candidate, being ineligible for any reason whatsoever, be inadvertently admitted as a Member of any class, the Committee may declare his or her election void, and shall give him or her immediate notice to that effect and shall return his or her subscription and entrance fees. CANDIDATE INADVERTENTLY ELECTED
- 13.6 If at any time after the election of a candidate, it appears that he or she was elected under a misrepresentation or mistake as to identity, or owing to POWER TO CANCEL ELECTION/

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	incorrect information having been given by such candidate, the Committee shall have the power to cancel his or her election. The person whose election is thus cancelled in terms of this rule shall, thereupon, cease to be a Member of the Club, and shall have no claim whatsoever against the Club for damages.	MEMBERSHIP
14	The Committee shall have the right to vary the form of proposal for membership, in any class, from time to time, and may prescribe different forms for different classes of membership.	PROPOSAL FORM MAY BE VARIED BY COMMITTED
15	An application for membership signed by a candidate (or if applicable, his or her legal guardian) shall constitute a complete, irrevocable and distinct acknowledgment on the part of such candidate that he or she is bound by the Constitution of the Club and Sub-Clubs and all By-laws and Policies of the Committee that have been or may hereafter be made, and that he or she accepts the ruling of the Committee in all cases, and no person shall be absolved from the effect of this Constitution on the plea of not having received or read a copy of them or any of them. Members will not have the right to have access to any confidential minutes of meetings of the Committee, sub-committees or the Sub-Clubs committees if they have not been elected to such committees.	SUBMISSION TO THE CONSTITUTION OF THE CLUB
16	A candidate for membership of any class shall have the privilege of making use of the Club until the date of his or her election.	PRIVILEGES OF CANDIDATES PRIOR TO ELECTION
16.1	On the election of a Member of any class, he or she will be notified of such election and advised that a copy of the Constitution of the Club and Sub-Clubs is available on the Club website. Such Member shall be provided with a membership card, which card shall not be transferable.	NOTIFICATION OF ELECTION TO MEMBERSHIP
16.2	Members must produce their cards whenever called upon by an official of the Club to do so. Refusal or inability to produce his or her card may deprive such Member of the privileges of membership on that occasion.	INSPECTION/ PRODUCTION OF CARDS
17	Only Ordinary, Life, Honorary and Special Members shall be competent to vote at General Meetings of the Club. A Member whose subscriptions to the Club are in arrears in terms of Rule 10 shall not be entitled to vote. Proxies shall not be allowed.	VOTING AT GENERAL ELECTIONS
18	Any Member intending to resign his or her Membership of the Club, shall notify such intention in writing to the Club.	RESIGNATION
18.1	Any Member who resigns and who thereafter wishes to have his or her membership reinstated shall apply to the Club and the Committee may reinstate such membership at its discretion on such conditions as it may deem fit.	REINSTATEMENT
19	Should any Member of any class fail to pay any sum of money (other than subscriptions) due to the Club within seven (7) days after due notice has been sent to him or her, the Committee shall have the right not only to take legal proceedings against such Member for the recovery of the sum due, but also to suspend such Member for such period as it may deem fit, or otherwise deal with him or her in terms of Rule 41.	PAYMENT OF ACCOUNTS AND SUSPENSION

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20	The Committee shall have the right of its own accord or upon application from any Member giving one (1) months' notice thereof, to transfer membership from one category to another. In effecting such transfer the Committee shall decide upon the entrance fee, if any, to be paid by the Member.	TRANSFER TO DIFFERENT CATEGORY
21	The management and control of the Club shall be vested in the Committee which shall be constituted as follows: <ul style="list-style-type: none">• The President and the two Vice-Presidents of the Club; and• Eight Members of the Club elected by ballot as provided in Rule 22.3; and• The outgoing Chairman of the Club; and• A minimum of two and a maximum of three chairmen of Sub-Clubs nominated by the Sub-Clubs' Committee; and• The Chief Executive of the Club, if a Chief Executive has been appointed.	COMPOSITION OF THE COMMITTEE
21.1	The President, Vice-Presidents, outgoing Chairman and the Chief Executive shall serve on the Committee as ex-officio Members.	EX-OFFICIO MEMBERS
21.2	The outgoing Chairman of the Club shall be an ex-officio Member of the Committee until the next Annual General Meeting. If the succeeding Chairman remains in office for a second year, he/she may invite the Outgoing Chairman to remain an ex-officio Member of the Committee for a second year.	OUTGOING CHAIRMAN
21.3	Only Life, Ordinary, Honorary and Special Members who fulfil the following criteria will be eligible to stand for election as members of the Main Committee or Sub-club committees:	ELIGIBILITY
21.3.1	They must have been a member of the Club for at least two (2) consecutive years immediately prior to new nominations for office.	
21.3.2	They must not be current ex-officio members of the Committee provided that the outgoing Chairman shall be eligible for election as a member of a Sub-Club Committee.	
21.3.3	They must not have been asked to stand down or resign from any elected office during the previous five (5) years.	
21.3.4	They must not have had their club membership suspended for disciplinary reasons during the previous five (5) years, as determined from the date of re-admittance as a member.	
21.3.5	They must not have been found to be in breach of any of the Club's Constitution resulting in censure or disciplinary action during the previous five (5) years.	
21.3.6	To be eligible for election to a committee or a Sub-Club committee, members must not benefit financially in any way from any of the Club's assets, or have an economic self-interest therein.	ECONOMICAL SELF INTEREST

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21.4	At every Annual General Meeting, the President, Vice Presidents and the outgoing elected Committee Members referred to in Rule 21 and in terms of Rule 22.8 shall retire from office but shall be eligible for re-election without nomination.	PRESIDENT/VICE PRESIDENT
22	Save as provided in Rule 21.4 each candidate for election as a Committee Member shall have been nominated in writing by two Members of the Club as proposer and seconder, both of whom shall be Life, Ordinary, Honorary or Special Members who themselves meet all the criteria set out in 21.3.1 to 21.3.6. The candidate shall have accepted such nomination in writing. No Member, whose Club subscriptions are unpaid or in arrears, shall be eligible as a candidate or be entitled to propose or second a candidate.	COMMITTEE NOMINATIONS/ PROPOSER AND SECONDER
22.1	All nominations shall be delivered to the Club Office by not later than the 15 th day of April in any year and the names of the nominees together with the names of the retiring President, Vice-Presidents and retiring Members of the Committee shall be posted on the Club Notice Board for at least thirty (30) days before the Annual General Meeting.	SCREENING OF CANDIDATES' NAMES
22.2	If the number of Members nominated does not exceed the number to be elected, the Members so nominated shall be declared elected by the Chairman at the Annual General Meeting.	NOMINATIONS NOT EXCEEDING NUMBER TO BE ELECTED
22.3	If the number of nominations exceeds the number to be elected, the election shall be held at the Annual General Meeting by way of a ballot in which only Members entitled to vote may participate.	BALLOT
22.4	Any Ballot paper on which the voter has not cast votes for as many candidates as there are vacancies will be invalid.	INVALID BALLOT PAPERS
22.5	Scrutineers shall be appointed in the case of a ballot at the Annual General Meeting by the Chief Executive or his nominee and the Club auditors, and the scrutineers appointed shall declare the result of the election of the Committee as soon as possible by posting on the Club Notice Board a report signed by them setting out the names of the successful candidates.	SCRUTINEERS
22.6	All categories of membership whose subscriptions are not in arrears on 1 st June shall be entitled to attend any General Meeting of the Club, but the right to vote shall be restricted to members as provided for in Rule 17.	RIGHT TO ATTEND MEETINGS
22.7	The Committee and office bearers of the Wanderers Club must declare any personal or other interest in any transactions of the Club. For such purpose personal interest includes interest of a related or connected party which includes the member's family, an entity where there is an interest held by the member or the member's family, or a trust of which the member or his family are beneficiaries.	DECLARATION OF PERSONAL INTEREST BY OFFICE BEARERS
22.8	Elected members shall hold office for a period of two years and shall thereupon be eligible for re-election.	ELECTED MEMBERS PERIOD OF OFFICE
23	The Committee shall at its first meeting elect a Chairman and Vice-Chairman from the ranks of the elected Committee Members. The outgoing Chairman shall not be eligible for re-election as Chairman if such outgoing Chairman has	CHAIRMAN & VICE CHAIRMAN OF COMMITTEE

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held that office for the preceding five (5) consecutive years.

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| 24 | The continuing Committee may act, notwithstanding any casual vacancies in their number, so long as there remain, apart from the chairmen of the Sub-Clubs as aforesaid, 5 elected Members who are duly qualified to act. In the event of casual vacancies on the Committee from among the eight referred to in Rule 21, the Committee shall fill such vacancy subject to the criteria in Rule 21 with all reasonable promptitude. Any Member so elected shall hold office on the same terms as the Member whose place he or she takes. | VACANCIES ON COMMITTEE |
| 25 | Any Member of the Committee, with the exception of the President and Vice-Presidents, absenting himself/herself from three (3) consecutive meetings, without having obtained leave, shall cease to be a member of the Committee and in the case of a Sub-Club he/she shall, <i>ipso facto</i> cease to be chairman of any such Sub-Club to which he/she has been appointed. The Committee shall immediately notify the Honorary Secretary of the Sub-Club concerned of the cessation of office and should the Sub-Club fail to elect a chairman within one (1) month from the date of receipt of such notification, the Committee shall have the right to appoint a chairman for such Sub-Club. | COMMITTEE MEMBERS ABSENT WITHOUT LEAVE |
| 26 | <p>The Committee may meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit; and until otherwise determined by a General Meeting of Members, a quorum for all meetings of the Committee shall be four (4) elected Members; provided further that any decisions or resolutions adopted by the Committee where a quorum is so constituted shall, in order to be valid and effective, be subject to ratification by the Committee at which a quorum of not less than six (6) Committee members shall be present in person.</p> <p>The Chairman, or in his/her absence, the Vice-Chairman, shall preside at Committee meetings. Should the Chairman and Vice-Chairman not be present at any meeting of the Committee, the Members present shall elect a chairman to preside at that meeting.</p> | COMMITTEE MEETINGS – REGULATIONS |
| 27 | The Chairman, or any three Members of the Committee, may cause a Committee Meeting to be convened on reasonable notice to the other Members of the Committee. | COMMITTEE MEETINGS CONVENING |
| 28 | Questions arising at any meeting of the Committee shall be decided by a majority of votes and shall be on a show of hands unless a ballot is required by this Constitution or unless the Chairman calls for voting to take place by ballot. In the case of an equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote. | COMMITTEE MEETINGS VOTING |
| 29 | All Committee Members shall adhere to the approved Code of Conduct as amended from time to time and treat all matters brought up in committee with the utmost confidentiality. | COMMITTEE MEMBERS CODE OF CONDUCT |
| 30 | The Committee shall cause minutes to be kept and entered into the books provided for the purpose. Such minutes shall reflect the names of the Committee Members present at each meeting, and the resolutions and proceedings of such meeting. Similarly all resolutions and proceedings of General Meetings of Members shall be minuted in accordance with the directions of the Committee. Any such minutes, or an extract therefrom, signed by the Chairman shall be received as “prima facie” evidence of the matter stated in such minutes or extract. | MINUTES OF MEETINGS |

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POWERS OF COMMITTEE

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| 31.1 | The Committee shall have full power and authority to do any act which could or might be done by the Club unless the act is reserved in terms of this Constitution to be dealt with by the members in general meeting or by the Trustee in whom the immovable property vests. | POWERS OF COMMITTEE |
| 31.2 | In addition the Committee shall have the following special powers which are subject to the restrictions imposed by Rules 5.12 and 46.2: | SPECIAL POWERS |
| 31.2.1 | To acquire for the Club any movable or immovable property; | ACQUISITION OF PROPERTY |
| 31.2.2 | To enter into leases and agreements on behalf of the Club; | LEASES AND AGREEMENTS |
| 31.2.3 | To sell, alienate or encumber any movable property. | SALE OF MOVABLE PROPERTY |
| 31.2.4. | The Trustee or a Committee member authorised by a resolution of the Committee will have the power to sign leases and agreements on behalf of the Club once such documents have been approved by the Committee. | SIGNING OF LEASES AND AGREEMENTS |
| 31.3 | Subject to the consent of the Trustee whose consent may not be unreasonably withheld, in respect of immovable property of the Club: | IMMOVABLE PROPERTY |
| 31.3.1 | To sell, alienate or encumber any immovable or real rights of any kind; | DISPOSITION OF PROPERTY |
| 31.3.2 | To borrow money, against the security of the Club property, whether by mortgage, pledge, cession or otherwise. | BORROW MONEY |
| 31.4 | If the value of or the expenditure for the acquisition, alienation, sale, loan or lease of any immovable property contemplated in Rules 31.2.1, 31.2.2 and 31.2.3 exceeds One million Rand (R1000000) in respect of any one project the approval of the members in general meeting will be required. For the purposes of this rule the term "any one project" shall include all phases of the project. | VALUE OF EXPENDITURE |
| 31.5 | To appoint a Chief Executive, such offers, staff and service providers as it may think expedient and to determine their duties and fix, vary and pay their emoluments (if any) and to require security in such instances and to such amounts as it thinks fit, and to suspend or discharge any such persons at its discretion according to the policies approved by the Committee. | APPOINTMENT OF CHIEF EXECUTIVE, OFFICERS, STAFF AND SERVICE PROVIDERS |
| 31.6 | To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club, or its officers, or otherwise concerning the affairs of the Club; and also to compound, and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Club. | LEGAL PROCEEDINGS |
| 31.7 | To refer any claim or demand by or against the Club to mediation and arbitration, and to perform, or refuse to perform, the award. | ARBITRATION |

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| 31.8 | To make and give receipts, releases, and other discharges, for moneys payable to the Club, and for the claims and demands of the Club, provided such receipts are signed by some person lawfully acting on behalf of the Club. | RECEIPTS,
DISCHARGES, ETC |
| 31.9 | To open a banking account in the name of the Club, and to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments. Any cheque or electronic payment by the Club in excess of Two Hundred and Fifty thousand Rand (R250 000) shall be signed or authorised, as the case may be, by three persons, at least one of whom shall be the Chief Executive, and any such cheque or electronic payment below Two Hundred and Fifty thousand Rand (R250 000) shall be signed or authorised, as the case may be, by two persons, one of whom shall be the Chief Executive of the Club.

The limit of Two Hundred and Fifty thousand Rand will escalate annually by the average Consumer Price Index. Furthermore, the Chief Executive shall have the authority to approve capital expenditure to the sum total of One Hundred thousand Rand (R100 000) and notify the Committee in this regard. | BANKING ACCOUNT |
| 31.10 | To make, vary and repeal By-laws and Policies for the regulation of the affairs of the Club, its officers and servants, or the Members of any class of the Club, provided that such by-laws do not conflict with the Constitution of the Club. Immediately after any by-law is made, varied or repealed, a notice to that effect shall be posted and maintained on the Club Notice Board for a period of fourteen (14) days. | BY-LAWS AND
POLICIES |
| 31.11 | To invest and deal with any moneys of the Club not immediately required for the purposes of the Club upon such securities and on such terms as it may think fit, and from time to time to vary, or release, such investments. Funds available for investment may only be invested with registered financial institutions as defined in section 1 of the Financial Institutes (Investment of Funds) Act, 1984 and in securities listed on a licensed stock exchange as defined in the Stock Exchange Control Act No. 1 of 1985, as amended. | INVESTMENT OF
MONEY |
| 31.12 | To grant consent to persons, not Members of any class, to use the Club's property, or to enter the grounds or buildings used or owned by the Club, upon such terms as it may think fit, or to refuse consent at its discretion. | USE OF CLUB'S
PROPERTY |
| 31.13 | To hold sporting tournaments / events, and to make any special arrangements therefore, and to make and impose charges for any entrance or admission to the Club's grounds against Members of any class or classes or others on such occasions, or to set aside the Club's grounds, or any part thereof, for any limited time, for any special purpose whatsoever. | CHARGE OF
ADMISSION TO
GROUNDS |
| 31.14 | To enter into any contract with other Clubs or bodies for the promotion of sport, and for any other purposes incidental to the Club's objects. | CONTRACTS FOR
PROMOTION OF
SPORT |
| 31.15 | To delegate to any Sub-Committee or Sub-Committees all or any of the authorities by these presents conferred on the Committee, and such Sub-Committee shall have such powers as may be conferred on it at the time of its appointment, or thereafter, by the Committee of the Club. | DELEGATION OF
POWERS TO SUB-
COMMITTEE |
| 31.16 | To fix the remuneration of the Club's Auditor or Auditors. | REMUNERATION OF
AUDITORS |
| 31.17 | Subject to the Pension Funds Act, 1956 (as amended), to make such capital and annual contributions towards retirement funds for the benefit of employees | PENSION AND
PROVIDENT FUNDS |

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and former employees of the Club as it may deem fit, and to that end appoint trustees to represent the Committee in managing and administering existing, or new, pension or provident funds and to formulate the rules applicable thereto.

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| 31.18 | Subject to the provisions of any applicable Liquor Act, to give and grant and withdraw reciprocal membership to such members of such other clubs on such terms and conditions as the Committee may from time to time determine. | RECIPROCITY |
| 31.19 | To co-opt a Life, Ordinary, Honorary or Special Member who meets all the criteria set out in Rule 21.3 as an additional member of the Committee. | CO-OPTION |
| 32 | An Annual General Meeting of the Members shall be held in the Club's premises once in every calendar year and if possible during the month of May, but not later than 30 June. Not less than twenty one (21) days' notice of such meeting shall be given to Members and such notice shall be accompanied by a copy of the annual audited Statement of Accounts of the Club. | ANNUAL GENERAL MEETING |
| 32.1 | <p>Membership cards must be produced in order to attend a General Meeting. The business to be transacted at the Annual General Meeting shall be:</p> <p>To confirm the minutes of the previous General Meeting;</p> <p>a) To confirm the minutes of the previous General Meeting.</p> <p>b) To receive and consider the report on the affairs of the Club, and Statement of accounts as at the last day of February of each year.</p> <p>c) If so decided by the Members, to elect a President, and two Vice Presidents from Members of the Club for the ensuing year;</p> <p>d) To elect the proposed members of the Committee referred to in Rule 21 for the ensuing year;</p> <p>e) To appoint the Club's Auditor or Auditors;</p> <p>f) To elect a Life Member or Members, if any be proposed by the Committee;</p> <p>g) To consider any resolution concerning the affairs of the Club, of which due notice has been given, and any business concerning the affairs of the Club, which is brought under consideration by the report of the Committee.</p> | <p>BUSINESS AT AGM</p>

<p>ELECTION OF COMMITTEE MEMBERS</p> <p>APPOINTMENT OF AUDITORS</p> <p>ELECTION OF LIFE MEMBERS</p> <p>RESOLUTIONS</p> |
| 33 | A notice of the day and hour of the Annual General Meeting shall be posted on the Club's Notice Board for at least twenty one (21) days prior to the Meeting, and sent by electronic mail to each Member. The accidental omission to send such notice to any Member shall not invalidate the Meeting. Notice of any resolution to be proposed at the Annual General Meeting, other than the ordinary business, must be lodged at the Club Office at least five (5) days before the date fixed for such Meeting, and shall be posted forthwith on the Club's Notice Board. | NOTICE OF ANNUAL GENERAL MEETING |

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- 34 The Committee may at any time call a Special General Meeting of Members specifying for what object the Meeting is called. A minimum of seven (7) days' notice must be given and the S.G.M. must take place within Twenty Eight (28) days after such notice. The Committee shall, in like manner, call a Special General Meeting upon receipt of a requisition signed by One hundred (100) Members of the Club (who shall be Life, Ordinary, Honorary or Special Members) specifying the object for which such Meeting is to be called.
- Subject to powers of the Committee hereinafter stated, no business other than that specified shall be transacted at such Meeting, but any resolution strictly relating to such business may be submitted to such Meeting.
- SPECIAL GENERAL MEETING
- 34.1 The Committee may, however, at any Meeting of Members bring forward any business which it considers urgently requires decision or action by Members.
- BUSINESS
- 35 A quorum for a General Meeting or a Special General Meeting shall be Fifty (50) voting Members, provided that if no quorum be present within fifteen (15) minutes after the time fixed for the Meeting, the Meeting, shall in the case of an Annual General Meeting or Special General Meeting called by the Committee, be postponed to the same day and hour in the following week, and at such adjourned Meeting the Members present shall be deemed to be a quorum for the transaction of all business of the Meeting. In the case of a Special General Meeting called by requisition of Members, if no quorum be present, such meeting shall *ipso facto* be dissolved.
- QUORUM AT ANNUAL/SPECIAL GENERAL MEETINGS
- 36 Every year, at the Annual General Meeting of the Club, the Committee may propose a Life Member or Members of the Club, to be elected by the majority of the Members present at such Meeting, and such Life Member or Members shall be subject to the Constitution of the Club, and shall be entitled to the privileges of membership of the Club, but shall pay no subscription. All the present Life Members shall continue to be such, subject to the Constitution. At no time will Life Members exceed in number Two percent (2%) of the total membership of the Club.
- LIFE MEMBER
- 37 The chair, at all Meetings of the Club, shall be taken by the Chairman of the Committee of the Club, or in his/her absence by the Vice-Chairman, or failing him/her, by one of the members of the Committee.
- CHAIRMAN AT MEETINGS
- 38 The chairman of any General Meeting may, with the consent of the Meeting, adjourn the same from place to place and from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- ADJOURNMENT OF MEETINGS
- 39 Every question submitted to a General Meeting, except where a ballot is provided for, shall be decided in the first instance by a show of hands, the chairman of the meeting having a second casting vote in the case of equality, and, unless a ballot be demanded by at least Twenty five (25) Members, the declaration by the chairman of the result shall be conclusive. Should a ballot be demanded as aforesaid, it shall be taken in such manner and at such time and place in the Clubhouse as the chairman directs.
- VOTING AT GENERAL MEETINGS
- 40 Should any Member of any class, in the opinion of the Committee:
- a) commit any wilful breach of the Constitution of the Club or Sub-Clubs or the By-Laws and Policies framed by the Committee; or
- MISCONDUCT OF MEMBERS

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- b) be guilty of improper, dishonest or unsportsmanlike conduct; or
- c) fail to make payment of moneys due to the Club after due notice; or
- d) be guilty of conduct in any way offensive to Members of any class or to the Committee; or
- e) introduce into the Club any person whose presence therein shall be prejudicial to the interests or reputation of the Club or objectionable to the Members; or
- f) be guilty of conduct unbecoming or prejudicial to the interests and reputation of the Club, whether within the Club's precincts or outside them,

41

The Committee shall have the power:

- a) To expel such Member, who shall be ineligible for re-election and may not visit the Club as a guest of another member;
- b) To deprive such Member of any or all the rights, benefits and advantages of his or her membership during such time or period as the Committee in its absolute discretion may deem fit and advisable;
- c) To call upon such Member in writing to resign and, if he or she fails to resign within seven (7) days of the date of such request, to expel such Member, who shall be ineligible for re-election;
- d) To call upon such Member to appear before the Committee or any duly appointed Sub-Committee and there explain his or her conduct, and should such Member fail to appear when called upon, to suspend or otherwise deal with such Member;
- e) To reprimand such Member or to authorise any other person to reprimand him/her;
- f) To cause a notice setting out the decision of the Committee to be placed on the Notice Board of the Club for such period as the Committee may determine;
- g) To suspend such member for any length of period it deems fit.

POWERS OF
COMMITTEE ON
MISCONDUCT

42

The decision of the Committee pursuant to Rule 41 shall be notified to such Member by any means as the Committee in its discretion may determine.

NOTIFICATION OF
DISCIPLINED
MEMBER

43

Any Member of any class who shall be expelled or suspended or otherwise dealt with by the Committee in terms of Rule 41, shall have the right within seven (7) days after receipt of notice thereof to appeal against the decision of the Committee to the Chief Executive.

RIGHT OF APPEAL

The fact that any such decision of the Committee as is herein contemplated shall be under appeal shall not have the effect of suspending the operation of such decision pending the hearing of the appeal.

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| 44 | General Club Notices to Members of all classes shall be given by posting same on the Club's Notice Board, provided in the Club's premises, and the posting thereof on that board shall be sufficient notice thereof to each individual Member. Each Member of any class shall be obliged to advise the Club of the address to which he or she desires notices sent, and each Member shall be entitled from time to time to vary and alter such address. Special notices to Members or personal notices shall be considered to be properly delivered by posting the same to such address. | CLUB NOTICES |
| 45 | If the Committee deems it expedient to do so, any notices required to be sent to Members by the Club may be transmitted by electronic mail to an electronic mail address notified by a Member from time to time to the Club. Members shall be responsible for ensuring that the Club is notified promptly of any change in his or her electronic mail address or preferred contact particulars. | ELECTRONIC MAIL |
| 46 | All the immovable property of the Club shall be vested in a Trustee. The Chairman of the Club during his period of service or, in his absence, the Vice-Chairman, or such other Member of the Committee as may by resolution of the Committee be acting in the capacity of Chairman, shall be the Trustee of the Club. | TRUSTEE OF THE CLUB |
| 46.1 | The Trustee shall stand possessed of the immovable property of the Club, and shall apply and dispose of the same for the benefit of the Club, in such manner as the Committee shall, in conformity with the Constitution, direct. Where the consent of the Trustee may be required in connection with any matter relating to the immovable property of the Club, such consent shall not be unreasonably withheld by the Trustee. | POWERS OF TRUSTEE |
| 46.2 | The movable property of the Club of whatsoever nature, corporeal and incorporeal, shall vest in the Club. | MOVABLE PROPERTY |
| 47 | All actions and suits at law brought by or against the Club shall be in the name of the Club and the Chairman of the Committee or such other person as may be authorised by resolution of the Committee may sign all powers of attorney and all necessary documents relating to or in connection with any such proceedings; provided further that any proceedings instituted by or against the Club in respect of or in connection with the immovable property of the Club shall in addition be in the name of the Trustee thereof. | ACTIONS AT LAW |
| 48 | In the event of dissolution, winding-up, liquidation or change in structure/nature (i.e. a change in the objects of the Constitution of the Wanderers Club) the assets of The Wanderers Club remaining after the satisfaction of its liabilities shall be given or transferred to The Wanderers Golf Club, failing whom to some other club, society or association having objects similar to those of the Wanderers Club and which is itself exempt from tax in terms of Section 10(1)(CB) of the Income Tax Act (and its successor provisions). | WINDING UP OF LIQUIDATION OR CHANGE IN STRUCTURE |
| 48.1 | No member shall in any manner whatsoever derive any benefits from the proceeds aforementioned save and except those benefits which a member of The Wanderers Club enjoys in terms of the Constitution of the Wanderers Club. | BENEFITS FROM PROCEEDS |
| 48.2 | Subject to the Constitution, The Wanderers Club may merge or amalgamate with another club (hereinafter called the "new club") with the same or similar | AMALGAMATION |

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objects as that of The Wanderers Club provided that:

- 48.2.1 The Wanderers Golf Club shall have the right of first refusal in respect of such merger or amalgamation; and
- 48.2.2 The new club with whom The Wanderers Club has amalgamated includes in its Constitution the following:
- 48.2.2.1 a rule confirming that it shall utilise its funds solely for the objects for which The Wanderers Club was established or for investment and in no circumstances shall such "new club" distribute any of its profits or gains to any persons nor carry on any business excluded by the South African Revenue Services; and
- 48.2.2.2 a rule confirming that if such "new club" is dissolved, liquidated or wound up, all its assets remaining after the satisfaction of its liabilities shall be given or transferred in the first instance to The Wanderers Golf Club, failing whom some other club, society or association having objects similar to those of the Wanderers Club and which is itself exempt from tax in terms of Section 10(1)(CB) of the Income Tax Act (and its successor provisions).
- 49 Except insofar as a Special General Meeting shall otherwise determine, the Committee shall always be the Liquidator of the Club whenever it shall be wound up or reconstructed. LIQUIDATORS
- 50 It shall be permitted for the Members of any class or classes to associate themselves together, with the permission of the Committee of the Club, for the purpose of carrying on any particular game or sport. Such associations are herein referred to as "Sub-Clubs". The Constitution of the Sub-Clubs may not be in conflict with these presents, and shall be subject to the approval of the Committee of the Club. The internal control and management of each Sub-Club shall be vested in a Committee elected by the active members thereof, and the Chairman and the Treasurer of such Committee shall be an Ordinary, Life, Honorary or Special Member of the Club. SUB-CLUBS
- 50.1 Every Member of the Club of any class (save for Social Members) may upon application to the Club and subject to the approval of the Committee of the Club, become a member of any of the Sub-Clubs without payment of any entrance fee, or subscriptions or other consideration to such Sub-Club, save for the payment of any levies which may be or become payable to such Sub-Club in accordance with its Constitution. Immediately after membership of a Sub-Club has been granted, the Club shall notify the Honorary Secretary of the Sub-Club concerned. MEMBERSHIP OF SUB-CLUBS
- 50.2 Should the Committee consider that the active members of any Sub-Club are not numerically sufficient, or that due interest is not being taken in such Sub-Club by its active members, or that the Sub-Club is for any reason no longer viable or the Sub-Club fails to hold an annual general meeting or in any other way defaults in the performance of any of its obligations in terms of the Constitution then the Committee may dissolve such Sub-Club, after giving the Sub-Club so concerned one (1) month's notice of its intention to do so. DISSOLUTION OF SUB-CLUBS
- 50.3 There shall be a committee of Sub-Club chairmen of which the chairman of each Sub-Club shall be a Member. A representative of the Club Committee shall be the chairman of the Sub-Club Committee which shall be answerable to the Club Committee and convened by that Committee. The Sub-Club Committee shall meet at least 3 times a year or more frequently if necessary and shall discuss and deal with matters of concern to the Sub-Clubs. As required from time to time, the Sub-Club Committee shall designate from SUB-CLUB COMMITTEE

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amongst themselves a minimum of two and a maximum of three of its Sub-Club chairmen as Members of the Club Committee, who shall be the representatives of the Sub-Club Committee. These two or three chairmen shall, subject to this Constitution, hold office as members of the Club Committee until the Sub-Club meeting immediately prior to the Annual General Meeting of the Club unless otherwise resolved by the Committee.

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| 51 | This Constitution or any other rules that the Club may hereafter bring into force may be added to, varied, altered, amended or modified by resolution of a majority of two-thirds of the votes of the Members present in person at a General or Special General Meeting, after such proposed rules, additions, variations, alterations, amendments, or modifications, shall be posted on the Club's Notice Board at least ten (10) days prior to such General or Special General Meeting. | ALTERATION TO
CONSTITUTION |
| 51.1 | Any proposed change, amendment or addition to the Constitution shall be referred to The Wanderers Golf Club for perusal, comment and approval to ensure that the rights of The Wanderers Golf Club conferred upon them in terms of the Main Agreement are at all times protected. Approval of such proposed change, amendment or addition will not be withheld unreasonably by The Wanderers Golf Club. | REFERRAL TO WGC |
| 52 | Whenever any such addition, variation, alteration, amendment or modification shall have been made in the Constitution as aforesaid, a notice to that effect shall immediately be posted and maintained on the Club Notice Board for a period of fourteen (14) days and a copy of such notice shall be forwarded to the office of the relevant Commissioner, South African Revenue Services. | ALTERATION TO
CONSTITUTION ON
NOTICE BOARD |
| 53 | In case of doubt as to the interpretation of any of the Constitution, the Committee shall be the final arbiter, and its decision shall be binding upon the Members of all classes. | INTERPRETATION OF
CONSTITUTION |
| 54 | This Constitution shall take the place of any previous Constitution of the Club. | REPLACEMENT OF
CONSTITUTION |

Approved at the AGM on 10 June 2019

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CONSTITUTION OF THE WANDERERS SUB-CLUBS

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| 1 | The Sub-Clubs shall be called “The Wanderers Athletic Club”, “The Wanderers Badminton Club”, “The Wanderers Basketball Club”, “The Wanderers Billiards/Snooker Club”, “The Wanderers Bowling Club”, “The Wanderers Cricket Club”, “The Wanderers Gymnastics Club”, “The Wanderers Hockey Club”, “The Wanderers Karate Club”, “The Wanderers Lawn Tennis Club”, “The Wanderers Rugby Football Club” “The Wanderers Squash Club” and “The Wanderers Soccer Club” and “The Wanderers Touch Rugby Club” | NAMES |
| 2 | | |
| 2.1 | The colours of the Sub-Clubs shall be Black, Scarlet and Gold unless otherwise described in any respective Sub-Club’s Regulations or approved by The Wanderers Club Committee. | COLOURS |
| 2.2 | Each Sub-Club shall be entitled to allow their Members to wear ties, uniforms, track-suits and other apparel bearing the Club badge and sponsor’s advertising logos, subject to the approval of the Wanderers Club Committee. | APPROVED
APPAREL |
| 3 | All Sub-club finances will be administered through the Main Club’s bank accounts and will be subject to the Wanderers Club Constitution. Sub-clubs or individual members will not have the right to register or run companies or organisations in the Wanderers Club’s name or any other name which may or may not give the impression to prospective sponsors or clients that such an organisation is under the auspices of the Wanderers Club. | ADMINISTRATION
OF SUB-CLUB
FUNDS |
| 4 | The Annual General Meeting of each Sub-Club shall be held during each calendar year. Notice of the day and hour of the Annual General Meeting of each Sub-Club shall be posted on the Club’s Notice Board for at least fourteen (14) days prior to the meeting. | ANNUAL
GENERAL
MEETING |
| 4.1 | Such notice shall include the intention to propose a motion for the raising of a levy (if any), and adequate particulars about the reason for, and the purpose of, the levy to be raised. Such meetings shall be held at The Wanderers Club, and the following business shall be transacted: | ANNUAL LEVY |
| 4.2 | The election of a Committee for the ensuing year, which Committee shall be elected by the active, paid up Members.

Note: At every Annual General Meeting of any Sub-Club every Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer, and all Committee Members shall retire from office but shall be eligible for re-election without nomination. | AGM BUSINESS
TO BE
TRANSACTIONED |
| 4.2.1 | No one unless he or she is a retiring Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer or Committee Member, may be elected to any of these offices, unless he or she may have been nominated to such office by a Member of the Sub-Clubs and seconded | NOMINATIONS |

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by another.

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| 4.2.2 | Nominations in writing, signed by the nominating and seconding Members and countersigned by the nominee to the effect that he or she is prepared to accept nominations, shall be delivered by 6pm on that day, which is at least eight (8) days before the date of the Annual General Meeting, to the Club Office and they shall be placed on the Club Notice Board together with a list of the retiring Chairman, Vice-chairman, Honorary Secretary, Honorary Treasurer and Committee Members, at least seven (7) days before the meeting takes place. | NOMINATIONS DEADLINE |
| 4.3 | The consideration of the report of the Committee for the previous season which shall include a financial report. | FINANCIAL REPORT |
| 4.4 | To consider any resolution concerning the affairs of the Sub-club, of which due notice has been given, and any business concerning the affairs of the Sub-club, which is brought under consideration by the report of the Committee. | RESOLUTIONS |
| 5 | Life, Ordinary, Honorary and Special Members, if active in the Sub-Clubs shall be competent to vote at Sub-Club meetings except where they are in arrears with their subscriptions. Proxies shall not be allowed. | VOTING |
| 6 | Ten (10) Members personally present and entitled to vote, shall be a quorum for each Annual or Special General Meeting of a Sub-Club. | QUORUM |
| 7 | In the event of no quorum being present at a Special or General Meeting, the Meeting shall stand adjourned for one week at the same time and place. At any meeting so adjourned, those Members personally present ten minutes after the advertised time of the start of the Meeting shall form a quorum, and may transact any business for which the Meeting is called. | ADJOURNMENT |
| 8 | The Honorary Secretary of any Sub-Club shall on instructions from the Sub-Club Chairman or at the written request of any three Members of the Committee of the Sub-Club, convene a meeting of the Sub-Club Committee at such time and place as may be decided. Any Member absenting himself from three consecutive meetings of such Committee shall, unless a satisfactory reason be given to such Committee, forfeit his seat. Leave of absence may be granted by such Committee to any of its Members. | COMMITTEE MEETINGS |
| 9 | All business transacted at Committee Meetings shall be considered private. | PRIVACY |
| 10 | The Committees of Sub-Clubs shall have the power to co-opt such Members to their Committee as they may think necessary, and appoint Sub-Committees for such purposes as they may deem fit. | CO-OPTION |
| 11 | The Committees of Sub-Clubs shall have power to frame, make, vary or revoke Regulations. Such Regulations, or variations or revocations thereof shall be approved by the Wanderers Club Committee. | REGULATIONS |
| 12 | The Committees of Sub-Clubs shall have power to regulate their meetings as they think fit. Four (4) Members present shall be a quorum at any Sub-Club Committee meeting. | QUORUM |

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| 13 | In the event of the Chairmanship of any Sub-Club becoming vacant, the Vice Chairman shall be called to fill such vacancy; other vacancies occurring on the Sub-Club Committee shall be filled by such Committee when it deems fit. | CHAIR-VACANT |
| 14 | The Committee of any Sub-Club may, when it deems fit, and shall upon a requisition signed by not fewer than ten Members of such Sub-Club, specifying the objects of the meeting and lodged with the Honorary Secretary, call a Special General Meeting of such Sub-Club, notice of which shall be posted on the Wanderers Club's Notice Board seven (7) days before the meeting. | SPECIAL
GENERAL
MEETING |
| 15 | Questions arising at any Meeting of a Sub-Club Committee shall be decided by a majority of votes, and, in case of an equality of votes, the Chairman shall have a second or casting vote. | VOTING AT
COMMITTEE
MEETINGS |
| 16 | The Committee of the Sub-Clubs shall arrange all tournaments, competitions and games to be played with other Clubs, Associations or Unions. | COMPETITIONS |
| 17 | The Committees of Sub-Clubs shall determine any question arising from the construction of the regulations of their respective Sub-Clubs, subject to the approval of The Wanderers Club Committee. | MAIN COMMITTEE
APPROVAL |
| 18 | The Chairman of any Special or General Meeting of any Sub-Club may, with the consent of the Meeting, adjourn the same from place to place and from time to time, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the meeting from which the adjournment took place. | ADJOURNMENT
GENERAL
MEETINGS |
| 19 | If the conduct of any Member of any Sub-Club is, in the opinion of the Committee of such Sub-Club, injurious to the character or interest of such Sub-Club, the Committee may refer the matter to the Wanderers Club Committee to be dealt with by it. | MISCONDUCT |
| 20 | The Committee of any Sub-Club shall abide by the Constitution, and all By-laws and Policies as approved by the Club Committee from time to time and which will be made available on request. | ABIDE BY THE
CONSTITUTION |