

Swiss Social and Sports Club

Constitution

2004

PO Box 2279 – Cape Town 8000

CONSTITUTION

1. Introduction and objects

1.1. The name of the Club is the Swiss Social and I Sports Club, Cape Town. For the purposes of this constitution, it will be known as the Swiss Club or the Club.

1.2. The Swiss Club is affiliated to the New Helvetic Society and is thus a member of the group controlled by that organisation.

1.3. The objects of the Swiss Club are:

(a) To foster sociability amongst its members, (b) To preserve and foster Swiss traditions, (c) To maintain contact with organisations which further the interests of Swiss abroad and, (d) To provide facilities of various types for its members.

1.4. For the furtherance of the aforesaid main objects, the following are subsidiary objects of the Swiss Club:

(a) To own or lease land,

(b) To provide on such land owned or leased by the Club, facilities as tennis courts, football fields, change rooms and other usual facilities and club houses for the use and benefit of its members and guests,

(c) To purchase, sell and deal in all kinds of movable or immovable property required for the furtherance of the above objects,

(d) To borrow or raise money in such a manner as the members in general meeting may decide,

(e) To accept any gift, whether subject to any special terms nor not,

(f) To support or subscribe to any charitable or other institutions, Clubs, Societies or Funds,

(g) To invest monies of the Club not immediately required for any of its objects in such a manner as may from time to time be determined by the Committee,

(h) To institute or defend actions at law in the name of the Club,

(i) To enter into reciprocity agreements with other Clubs or Societies of a similar nature,

(j) To foster cordial relations with other Clubs and Societies in Southern Africa and with the people of the Western Cape,

(k) To constitute or promote sub-sections within the Club for members who engage regularly in specific activities, e.g. tennis, shooting, football, etc. These will be for the purpose of this constitution hereinafter be referred to as "sub-sections of the Club",

(l) To grant to any of the sub-sections of the Club any benefits or privileges which may be required or prove necessary and to enter into arrangements or contracts with any person, Club, sub-section of the Club or body for the promotion of the main objectives of the Club,

(m) To let out on hire the grounds controlled by the Club or any portion thereof,

(n) To do all such other lawful things as are incidental or conducive of the attainment of the above objects.

1.5. The income and property of the Club, regardless of where it is derived from, shall be applied solely towards the promotion of the objects of the Club, as set out above. No portions thereof shall be paid by way of dividend, bonus or any other way to the members of the Club or to any other person. Provided that nothing herein shall prevent the payment in good faith of remuneration to any servant or employee of the Club or any other person in return for any service rendered to the Club.

1.6. No remuneration shall be paid to any member of a Committee of the Swiss Club or any of its subsections except the re-payment of out-of-pocket expenses incurred on behalf of the Club, unless authorised by the members in general meeting.

1.7. Membership of the Swiss Club shall not give to any member any right, title interest, claim or demand in or to any of the monies, property or assets of the Club but only confers upon such member the right and privilege of entering the grounds, erections of the Club and

making use of these subject to the constitution of the Club and such regulations and bye-laws introduced by the Committee as may be in force at the time.

1.8. The financial year of the Swiss Club shall end on 31 December.

2. Members

2.1. (a) The club shall consist of members of the following classes, namely - Single member, Family member, Free member, Pensioners, Country member, Member over 80, Honourary member, and Reciprocity members,

(b) Single membership: residing in South Africa or abroad.

(c) Family membership: residing in South Africa or abroad. Husband, Wife and children (under 21 years), living in the same household or live-in partner of a single member. Family members shall have one vote at any meeting of members.

(d) Free membership: a person who has been elected by the committee due to extraordinary work done for the club. Free membership is granted for 1 year and can be renewed by the committee.

(e) Pensioner membership: A member older than 65 years.

(f) Country membership: A member residing more than 50 km away from Green Point or Jonkershoek.

(g) Over 80 membership: A member older than 80 years.

(h) Honourary membership: a person who is by virtue of his holding some public office elected an honourary member by the committee or who being a member has conferred some special benefits on the club and is by virtue thereof elected at an annual or extra-ordinary general meeting.

During their respective terms of office the Swiss Consul General and/or the Swiss Consul in Cape Town and the Swiss Ambassador to the Republic of South Africa shall be honourary member,

(i) Reciprocity membership: A person who is a member of another club with which this club as a reciprocity agreement. No Reciprocity member shall have any voice in the affairs of the club or any vote at any meeting of members.

2.2. Swiss Club members are defined as follows:

(a) Swiss citizens

(b) Persons of other than Swiss nationality who are married to a Swiss

(c) Persons of non-Swiss nationality. The percentage of this members shall not exceed 30% of total membership.

2.3. Each candidate for Single or Family membership shall be proposed and seconded by two Swiss members who are Single, Family or Honourary members of at least two years standing.

2.4. No person other than a member shall become a member of a sub-section of the club.

2.5. A candidate for membership, shall have the privilege of making use of the club's facilities until the date of the meeting at which the application is considered, and shall be deemed, during such period to be a temporary member.

2.6. A candidate for Single or family membership shall be required to complete and sign an application for membership form of the Club which document must be laid before the Committee when the application is considered.

2.7. Upon election and payment of an application fee as determined from time to time by the Committee and the subscription (calculated as set out hereinafter), such candidate for membership shall become a member of the Swiss Club. Subject to the constitution and any regulations and bylaws in force from time to time, such member shall be entitled to make use of the facilities of the Club.

2.8. A member wishing to resign from the club shall inform the Membership Secretary or the Secretary in writing, provided that such resignation shall not relieve the person concerned of

the obligation to pay the subscription in respect of the year during which he resigns and any arrears or subscriptions or any other obligation due by him to the club.

2.9. Alterations of addresses of members shall be notified in writing to the Membership Secretary or the Secretary. Notice posted by the Membership Secretary or the Secretary to a members' address registered in the register of members shall be deemed to have been properly given to such member.

2.10. The Club shall consist of not less than fifty Single members, Family members or Free members.

3. Subscriptions

3.1. The annual subscriptions payable by members shall be determined at the Annual General Meeting of members at the end of each financial year. A simple majority of those present at the meeting shall be sufficient in deciding the level of subscriptions.

3.2. Honourary members, Committee members and Free members are exempt from the payment of subscriptions.

3.3. The Committee shall ensure that all subscriptions (including subscriptions levied in respect of subsections) are collected.

3.4. All subscriptions for a year (i.e. from 1 January to 31 December) shall fall due on 31 March of that year. No member who has not paid his subscriptions within three months after it became due, shall be allowed to continue as a member while his subscription is unpaid.

3.5. Persons who join the Swiss Club prior to 30 June shall be liable for the full annual subscription.

Persons who join the Swiss Club subsequent to 30 June but prior to 31 December shall be liable for 50% of the annual subscription.

4. Expulsion of members

4.1. The Committee in Committee Meeting shall have the right to expel any member for:

- (a) Objectionable behaviour which proves unworthiness of membership or
- (b) Conduct injurious to the reputation of the Swiss Club and Swiss Nationality.

4.2. Paragraph 4.1. shall not prevent such a member from having an opportunity to state his point of view to the meeting referred to therein.

4.3. The Committee is not required to state its reasons for such expulsion.

5. Committee

5.1. The affairs of the Club shall be managed by a Committee of members consisting of the President, Vice-President, Secretary, Treasurer, and not less than four additional members together which such representatives as are appointed to the committee by the Municipality in terms of its lease of the Club premises.

5.2. (a) The President, Vice-President, and other members of the Committee mentioned in Rule 5.1. shall be elected by the Annual General Meeting.

(b) In the event of insufficient persons being elected, those elected shall have the power to co-opt additional members to fill the vacancies on the committee.

(c) In the event of a vacancy occurring on the committee, the remaining members shall have power to co-opt a member to fill such vacancy at any time.

(d) No member other than a Single member, Family member, Free member, Country member, Pensioner member, or Honourary member shall be eligible to serve on the committee.

(e) Except in the case of committee members who retire at an annual general meeting, no member shall be eligible for election as President, VicePresident or other committee member unless he has been proposed and seconded by written notice to the Secretary not less than three clear days before the date on which the election is to take place.

5.3. The business of the committee shall be conducted at properly constituted committee meetings. These will be held at regular intervals during the year. They may also be convened at the request of not less than three committee members.

5.4. The quorum at committee meetings shall be three committee members personally present, the clear majority of votes being decisive.

5.5. The President shall preside as Chairman at all meetings of committee and of members. He shall also represent the Swiss Club at all official functions and shall in general direct the activities of the Swiss Club. Together with the Secretary he shall sign the minutes of any meeting after they have confirmed as correct or amended by the meeting.

5.6. The Vice-President shall assist the President in the discharge of his duties and, in the absence of the President, shall assume the functions and duties of the President.

5.7. The Secretary shall keep a record of all meetings of Committee and Club members in an official minute book. He/she is further responsible for the maintenance of the list of members of the Club and for all correspondence of the Club.

Finally, he is responsible for sending each new member a copy of this constitution after acceptance into club membership.

5.8. (a) The Treasurer shall keep the books of account and record of the Swiss Club and collect sub't scriptions from members and other monies due for and on behalf of the club. He is further responsible for the day to day administration of the Club's finances.

(b) If a Liquor License is granted to the Club, such license shall be held by the Committee. The Caterer shall be responsible to keep all books and records required in terms of the Liquor Act and Regulations and be responsible for the Club's beverage department.

5.9. Subject to the provisions of this constitution, the Committee shall have full powers to carry out any act, matter or thing which could or might be done by the Club, with the exception of such matters as are reserved to be dealt with at a General Meeting of members. Furthermore, the Committee shall have the following additional special powers:

(a) To elect sub-committees to operate under its direction and control in assisting it in its task of administering the affairs of the club and to delegate any of its powers to such sub-committee.

(b) To appoint such agents or servants for permanent, temporary or special services, as it may deem fit and invest them with such powers, and determine their duties, and fix, vary and pay their salaries or emoluments (if any) and suspend or discharge any such persons at its discretion.

(c) To make, vary or repeal bylaws for the regulation of affairs of the Swiss Club, its officers and servants or the members, provided that such bylaws do not conflict with the constitution of the Club.

(d) To enter into contracts with sub-sections of the Club for the promotion of the Club's objects and,

(e) To give grant and withdraw reciprocal rights to members of other clubs and on such terms and conditions as the Committee may from time to time determine.

6. Meetings of members

6.1. Meetings of members shall be presided over by the President as Chairman or, in his absence, the Vice-President.

6.2. The Annual General Meeting, which shall be convened by the Committee, shall take place each year as soon as possible after 31 December. Fourteen days notice in writing must be given to the members.

The agenda shall consist of the following:

- (a) Confirmation of minutes of the previous annual general meeting,
- (b) Adoption of financial and auditors report,
- (c) President's report on the Club's activities during the past year,
- (d) Discharge of the Committee, election of Committee and auditor for the ensuing year,
- (e) Determination of annual subscription,
- (f) Election of property trustee for the general property of the Club as required by rules 9.1. and 9.2.,
- (g) Any other competent business.

6.3. The quorum of an Annual General Meeting or any extra-ordinary general meeting shall be by show of hands, except where a secret ballot has been agreed to by members present at the meeting. Unless otherwise stated in the Constitution, a decision shall be carried by a simple majority of votes cast at any meeting.

Only Single members, Family members, Free members, Pensioner members, Country members, Over 80 members and Honourary members shall be entitled to speak and vote at a general meeting.

6.4. At all meetings, the President shall have a deliberative and casting vote.

6.5. Subject to rule 6.6. the convening of meetings of members apart from the Annual General Meeting lies within the jurisdiction of the Committee.

6.6. The Committee may at any time and shall on the written requisition of not less than 20 members entitled to vote, convene an extra-ordinary general meeting of members.

6.7. Except where otherwise specially provided for in I this constitution, a clear majority of votes shall be decisive regarding all proposals submitted at general or extra-ordinary meetings of the club, provided all such proposals are duly moved and seconded by members. No person who has not paid his subscription within three months after it became due shall be entitled to attend or take part in or vote at any general meeting.

6.8. A register of those present at a general or extraordinary meeting of members shall be kept and compared with the list of members at that date.

6.9. All minutes of the club shall be signed by the President and Secretary.

7. Books and Accounts

7.1. Proper books of account must be kept and accounts submitted to the members at the end of the financial year.

7.2. The books and accounts of the club shall be audited by an auditor who shall be elected at the Annual General Meeting each year.

No Committee member shall be permitted to hold the post of auditor of the Club.

7.3. The club shall maintain a bank account containing the cash assets of the Club. Withdrawals of monies from this account shall require the signatures of any two of: The President, the Treasurer, the Secretary or any other appointed committee member.

7.4. Cash received shall be paid into the bank account.

7.5. The Committee shall have the right to make any withdrawals from the bank account for any payments necessary for the ordinary running and management of the Club.

7.6. The Committee may invest some of the monies of the Club with savings banks or building societies to the best advantage of the Club.

8. Property Trustees

8.1. The Club shall be entitled to acquire or lease immovable property which shall be vested in two trustees. One trustee shall be, ex officio, the President of the Club and the other trustee shall be appointed by the members of the club at the Annual General Meeting to serve for the period of one year. He/she shall be eligible for re-election.

8.2. The trustees shall act as administrators of such property as directed by the Committee of the Club and shall be empowered to sign and execute all necessary documents to enable the transactions as authorised to be passed and registered at the Deeds Registry. They shall have the power to sell, dispose of, mortgage or in any other manner encumber the immovable properties, provided such transaction be authorised by a majority of two thirds of the members present at a properly constituted Annual General or extra-ordinary General Meeting called expressly for that purpose.

9. Language

9.1. The affairs of the Club shall be transacted in English, but members are at liberty and shall have the right to express themselves in any of the four National Languages.

10. Liquidation of the Club

10.1. Should the number of Single members, Family members, Pensioner members, Over 80 members, Country members and Free members drop below fifty, the Club will have to be liquidated. Such liquidation shall be carried out and supervised by the liquidator appointed at a meeting of members.

10.2. The cash assets remaining after liquidation shall be forwarded to the New Helvetic Society in Berne with the request that they act as trustees and hold the amount available for the foundation of a future new Swiss Club in Cape Town.

11. Alterations to Constitution

11.1. No amendment of this constitution shall be valid unless it be passed at a duly constituted Annual or at an extra-ordinary General Meeting convened by the Committee or on the requisition of not less than 20 members who have voting rights.

11.2. Such proposed amendments shall be subject to and included with written notice to the members 14 days prior to the day of the meeting, such notice to be given by the Committee.

11.3. No resolution amending this constitution shall be valid unless it be passed by two-thirds of the members who have voting rights and who are present at the time the resolution is put to the vote.

11.4. Any such amendment constitutionally accepted shall be circularised to all members of the Club within three months of acceptance by the meeting.

This constitution is based on the original constitution, approved and adopted at an extraordinary General Meeting on 9 May 1973 and the amendment approved on 19 February 1976.

This constitution replaces all previous constitutions.

Cape Town, 23 March 2004.

President: Michael Hauser

Secretary: Yvette Küng