

# **CONSTITUTION of the WESTERN CAPE BRIDGE UNION**

## Preamble to the Constitution

For the purposes of the Constitution of this organisation, the three entities “Western Cape Bridge Union”, “Western Province Bridge Union” and “Cape Town Bridge Union” are considered synonymous and interchangeable. This Constitution applies equally to all three named entities. It is also a given fact that no other organisation lays claim or makes use of the title of any of these named entities.

1. Name. The name of this organisation shall be the “Western Cape Bridge Union” (hereinafter referred to as the “WCBU”).
2. Address. The address of the WCBU shall be 12a Main Road, Green Point, Cape Town or such other address as the WCBU may from time to time decide.
3. Objectives. The main objectives of the WCBU shall be:
  - (a) to act as the not for profit controlling body of all bridge clubs in the Western Cape which choose to affiliate with it (hereinafter referred to as the “Affiliated Clubs”);
  - (b) to affiliate as a Bridge Union to the governing body of South African bridge, the South African Bridge Federation (hereinafter referred to as the “SABF”);
  - (c) to organise, manage and control Regional Championships and Inter-regional Tournaments and National Congresses and Tournaments;
  - (d) to act as an Arbitration Board in case of disputes and to hold disciplinary hearings; and
  - (e) to represent the Affiliated Clubs before the SABF.

The ancillary objectives of the WCBU shall be to take whatever steps are necessary to develop and promote the game of bridge in the Western Cape including, inter alia and without limiting the generality thereof, maintaining a Bridge Centre, maintaining a website and seeking sponsorship from one or more commercial organisations, all on such terms as it shall deem fit.

The income and property of the WCBU shall be applied solely to these objectives and no portion thereof shall be distributed to any person other than in the course of undertaking a public benefit activity as described in Section 30 of the Income Tax Act, 1962 (hereinafter referred to as the “Act”).

4. Members. The members of the WCBU shall be the Affiliated Clubs.
5. Management. The WCBU shall be managed by an Executive Committee whose members shall consist of
  - (a) six officers, viz.
    - (i) a President
    - (ii) a Vice President
    - (iii) a Secretary
    - (iv) a Treasurer
    - (v) a Chief Tournament Director and
    - (vi) a Transformation and Sports Liaison Officer

(hereinafter collectively referred to as the “Officers”) who shall be elected (or re-elected) by the Affiliated Clubs each year; and
  - (b) at least three other persons who shall be elected (or re-elected) by the Affiliated Clubs each year; and
  - (c) such further individuals whom the Officers, acting unanimously, may from time to time appoint during the course of a year in order to carry out one or more specifically designated assignments.

All such Officers and other Executive Committee members shall be members of an Affiliated Club. The Officers and other Executive Committee members, other than the Chief Tournament Director, shall not be remunerated for carrying out their duties as such but all Officers and other Executive Committee members may be reimbursed for any expenses which they may incur in so doing.

In case of any vacancy in the office of the Vice President during the course of a year the President shall serve both as President and as Vice President. In case of any vacancy in the office of any other Officer during the course of a year the Vice President shall succeed to that office.

The Executive Committee shall meet not less frequently than every three months at such times as the President shall direct. At all such Executive Committee meetings the President shall preside unless he shall be absent in which case the Vice President shall preside. In the event of a voting tie at an Executive Committee meeting the Officer presiding at that meeting shall have the casting vote. At all such meetings the Secretary shall keep Minutes.

6. Bank Accounts. The WCBU shall be empowered to open and operate bank accounts on such terms as it shall deem fit.
7. Status. The WCBU shall exist in its own right separately from its members and shall continue in existence without regard to any changes in the identity of its members or of its officers. It shall be able to own property of any kind and shall be able to sue and to be sued in its own name.

8. Meetings. The Affiliated Clubs shall hold a WCBU Annual General Meeting in February or March of each year at such time as the President shall direct. The Affiliated Clubs may also hold one or more WCBU Special Meetings during the course of each year at such time as the President shall direct. The Secretary shall give the Affiliated Clubs not less than thirty days' notice of any such Meeting. Upon giving the Affiliated Clubs notice of any such Meeting the Secretary shall simultaneously give such Clubs a draft Agenda for that Meeting. Any individual who is a member of an Affiliated Club may attend any such Meeting but only representatives of an Affiliated Club can vote on behalf of their Club on resolutions presented at such Meeting. No Officer of the WCBU or other Executive Committee Member thereof may serve as a representative of an Affiliated Club at any such Meeting. No individual may serve as a representative of more than one Affiliated Club. At all such meetings the Secretary shall keep Minutes.

At such WCBU Meetings the President shall report to the Affiliated Clubs on the Executive Committee's actions since the preceding Meeting. At such Meetings the Affiliated Clubs shall (a) adopt the Minutes of the previous such Meeting and (b) confirm the actions of the Executive Committee or direct the Executive Committee with regard to any matter not so confirmed.

At the WCBU Annual General Meeting the Treasurer shall present a WCBU Financial Statement to the Affiliated Clubs for approval. Such Financial Statement shall set forth details of all income received and expenses incurred by the WCBU during its preceding financial year to 31<sup>st</sup> December. At such Meeting the Affiliated Clubs shall elect the WCBU Officers to serve until the next WCBU Annual General Meeting.

9. Honorary Life Officers. Honorary Life Officers of the WCBU may be elected at any WCBU Meeting. Any Affiliated Club, of which an Honorary Life Officer of the WCBU is a member, shall thenceforth not be required to pay fees to the WCBU with respect to such Honorary Life Officer's membership. At no time shall there be more than four Honorary Life Officers.
10. Voting. At any WCBU Meeting each of the Affiliated Clubs shall be represented by not more than three representatives. At such Meetings each Affiliated Club will have the number of votes determined by
- (a) calculating the total number of individuals who played bridge at that Club during October and November of the preceding calendar year
  - (b) dividing that number by the total number of sessions during which bridge was played at that Club during those two months and
  - (c) reducing the number resulting to the nearest whole number

which it can then cast on any resolution presented at any such Meeting. An Affiliated Club may not cast some of its votes for a particular resolution and others against that resolution, but it may abstain from voting for a particular resolution.

Any appointment of an Honorary Life Officer shall be effective only if it receives ninety percent of the votes cast for all Affiliated Clubs as so determined. Any proposed amendment to this Constitution or any resolution to suspend or expel any Affiliated Club or any resolution to dissolve the WCBU shall be effective only if it receives seventy-five percent of the votes so cast. Any other resolution shall be effective if it receives fifty percent of the votes so cast.

A quorum at any such Meeting will consist of fifty percent of the total number of votes for all Affiliated Clubs as so determined. If a quorum is not present at any such Meeting the President shall direct a new date for the Meeting which date shall be not less than thirty-five days subsequent to the date of the previously scheduled Meeting. At any such rescheduled Meeting a quorum will consist of the total number of votes of the Affiliated Clubs present at such Meeting.

11. Affiliated Clubs. In order that a bridge club in the Western Cape may be an Affiliated Club it must
  - (a) provide the WCBU with a copy of its Constitution, if any, which Constitution must be acceptable to the WCBU,
  - (b) agree to pay such fees to the WCBU as the WCBU may from time to time direct and
  - (c) certify that all of its members are, or intend to become, members of the SABF.

Any Affiliated Club may resign from the WCBU at any time, but any such resignation shall have no effect on the fees due from it to the WCBU. The interest of any Affiliated Club in the WCBU shall not be capable of assignment.

12. Dissolution. If the Affiliated Clubs decide to dissolve the WCBU by voting thereon in the manner prescribed in clause 10, the WCBU shall thereupon be dissolved. Upon such dissolution the WCBU's assets shall thereupon be distributed to the SABF if it shall then be a public benefit organisation which has been approved in terms of Section 30 of the Act, failing which to any public benefit organisation similar to the WCBU which has so been approved.
13. Arbitration. At the request of an Affiliated Club the WCBU may, at its discretion, arbitrate in any dispute between that Club and a member of that Club. Before so doing, however, the WCBU shall first determine that the Club and the Club member have previously exhausted all other means available to them under the Club's Constitution and procedures to resolve the dispute. The WCBU's decision in any such arbitration shall be binding upon all parties thereto.

Should any dispute arise which involves

- (a) the WCBU
- (b) any one or more of its Officers
- (c) any one or more of the Affiliated Clubs and/or
- (d) any one or more members of the Affiliated Clubs

pertaining to any matter arising from the interpretation or implementation of this Constitution or arising from the game of bridge to the extent that it is governed by this Constitution then such dispute shall be referred to the Arbitration Forum of the Western Cape Provincial Government to be dealt with in accordance with the Rules of that Forum.

14. Discipline. The WCBU shall be entitled to penalise or suspend any player taking part in any event run by the WCBU. The WCBU shall also be entitled to expel any player taking part in any such event or to refuse any entry to any WCBU event.

The WCBU shall be entitled to suspend or expel any Affiliated Club by convening a WCBU Special Meeting for such purpose and by accompanying notice thereof with a full statement of the reasons for such proposed suspension or expulsion.

15. Donations. The WCBU shall not accept any donation which is revocable at the instance of the donor or which is subject to any condition which could enable the donor or any person connected to the donor to derive some direct or indirect benefit from the application of such donation.

16. Tax Status. The WCBU shall take such steps as may be required in order to be approved as a public benefit organisation for South African tax purposes. For this purpose, three of its Officers, who shall not be connected with each other, shall accept fiduciary responsibility for the WCBU and shall ensure

(a) that no activity of the WCBU will, directly or indirectly, promote the economic self-interest of any Officer, Honorary Life Officer or employee of the WCBU otherwise than by way of reasonable remuneration for services rendered which remuneration shall not be excessive nor shall benefit any person in a manner inconsistent with the WCBU's aims and objects; and

(b) that no single person, directly or indirectly, can control the decision-making powers of the WCBU.

The WCBU shall submit a copy of this Constitution and of all amendments thereto to the Commissioner for the South African Revenue Service.

## Certification

We, the undersigned President and Secretary of the Western Cape Bridge Union duly elected as such at the Western Cape Bridge Union Annual General Meeting on 23<sup>rd</sup> February 2019, hereby certify that the foregoing document consisting of five pages and entitled "CONSTITUTION of the WESTERN CAPE BRIDGE UNION" has been approved by the Affiliated Clubs of the Western Cape Bridge Union and does now constitute the current Constitution thereof.



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President



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Secretary

17<sup>th</sup> September 2019