CONSTITUTION OF THE SOUTH AFRICAN BRIDGE FEDERATION

1. **DEFINITIONS**

For the purposes of this Constitution:

1.1 "AGM" means an annual general meeting;

1.2 "the Board" means the governing body of the SABF appointed in accordance with the provisions of paragraph 14;

1.3 "Board Meeting" means a meeting of the Board;

1.4 "Board Members" means the Executive Committee and other persons who are appointed as members of the Board;

1.5 "Bridge" means a trick-taking card game using a standard deck of 52 playing cards, played by four players in two competing partnerships, and any variants of the game;

1.6 "business day" means any day other than a Saturday, Sunday or South African Public Holiday;

1.7 "Club" means a bridge club which is registered as a member of a Union;

1.8 "Code of Conduct" means rules and policies determined by the Board from time to time, with which the Unions and Players must comply and which may include steps which the SABF may take to enforce the Code of Conduct;

1.9 "Commissioner" means the Commissioner of the South African Revenue Service;

1.10 "day" means a calendar day;

1.11 "Delegate" means a person appointed by a Union to represent that Union and exercise that Union's vote/s at the Members' Meetings of the SABF;

1.12 "Executive Committee" means the President, Vice President, Treasurer and Secretary;

1.13 "the Income Tax Act" means the Income Tax Act, No 58 of 1962, as amended or replaced from time to time;

1.14 "Meeting Request" means a written notice from a Board Member requesting the President to call a Board Meeting;

1.15 "Members Meetings" means meetings held by the SABF and attended by the Unions represented by their respective Delegate/s;

1.16 "Player" means a registered and paid up member of a Club;

1.17 "President" means the person appointed as President for the time being, of the SABF;

1.18 "SASCOC" means the South African Sports Confederation and Olympic Committee;

1.19 "Secretary" means the person appointed as Secretary for the time being, of the SABF;

1.20 "Treasurer" means the person appointed as Treasurer for the time being, of the SABF;

1.21 "Union" means the body which is responsible for regulating the game of Bridge in a region and which is a registered member of the SABF;

1.22 "Vice President" means the person appointed as Vice President for the time being, of the SABF;

1.23 "year" means a year calculated from a particular day in one year to the day before the day numerically corresponding to it in the following year;

1.24 headings of paragraphs are inserted for the purpose of convenience only and must be ignored in the interpretation of this Constitution;

1.25 unless inconsistent with the context, words signifying any one gender will include the others, words signifying the singular will include the plural and vice versa and words signifying natural persons will include artificial persons and vice versa; and

1.26 whenever any number of days is prescribed, it excludes the first and includes the last day unless the last day falls on a Saturday, Sunday or South African public holiday in which case the last day will be the next succeeding business day.

2. NAME

The federation is called the South African Bridge Federation, or "SABF".

3. PLACE OF BUSINESS

The main place from which the SABF conducts its business shall be determined by the Board from time to time.

4. THE SABF'S DUTIES

4.1 The SABF is a member of SASCOC.

4.2 In terms of the National Sport and Recreation Act 110 of 1998, as a member of SASCOC, the SABF is recognised by the Minister of Sport and Recreation as the custodian of the game of Bridge in South Africa and has a duty to regulate the game of Bridge within South Africa.

5. THE SABF'S OBJECTIVES

The SABF's objectives are:

5.1 to carry on one or more public benefit activities as defined in section 30(1) of the Income Tax Act in a non-profit manner and with an altruistic or philanthropic intent;

5.2 to promote, control, encourage and generally assist and protect the interests of the game of Bridge and the players of the game within South Africa;

5.3 to manage the finances of the SABF, to subscribe, grant subsidies out of, administer and invest the funds of the SABF effectively in the promotion of its interests and the attainment of its objectives;

5.4 to purchase, lease or otherwise acquire any movable or immovable property or any interest in the same respectively and if necessary to dispose thereof;

5.5 to decide all disputes in connection with the game of Bridge, which is not able to be resolved at Union or Club level;

5.6 to arrange and regulate national Bridge events; and

5.7 generally to advance the interests of the game of Bridge within South Africa and to do all things as may be directly or indirectly conducive to these objectives.

6. MEMBERSHIP

6.1 For the purposes of the game of Bridge, the Republic of South Africa is divided into regions.

6.2 Each region has a Union which is responsible for regulating the game of Bridge at Clubs in its region.

6.3 The following Unions are the members of the SABF:

6.3.1 the Kwazulu-Natal Bridge Union;

6.3.2 the Gauteng Bridge Union;

6.3.3 the Northern Gauteng Bridge Union;

6.3.4 the Border Bridge Union;

6.3.5 the Free State Bridge Union;

6.3.6 the Western Province Bridge Union;

6.3.7 the Eastern Cape Bridge Union; and

6.3.8 the Southern Cape Bridge Union.

6.4 The Clubs are registered members of a Union. The Players are registered and paid up members of the Clubs.

6.5 On application to the SABF, the SABF may admit further Unions to membership of the SABF provided that the Union applying for membership of the SABF is, in the SABF's opinion, a properly constituted Union having a constitution which is acceptable to the Board.

6.6 On application to the SABF, the Board may permit a person who is not a Player to play in any Bridge tournament organised by the SABF, on terms and conditions determined by the Board.

7. MEMBERSHIP FEES

7.1 The Players are required to pay an annual membership fee to the SABF.

7.2 Each Union must collect such annual membership fees from its Players and pay the annual membership fees to the SABF.

7.3 The annual membership fees are determined from time to time by the Board and must be paid to the SABF by a date determined by the Board.

8. APPOINTMENT OF DELEGATES

8.1 For each vote which a Union may exercise as determined in paragraph 11, a Union may appoint one Delegate to represent the Union and exercise the Union's vote/s at the Members' Meetings.

8.2 Within 14 days after a Delegate has been appointed, the Union must provide the SABF with the Delegate's full names and contact details and a copy of the Delegate's written authority to act on behalf of the Union.

8.3 Each Union is responsible to determine the manner in which it wishes its Delegate/s to vote at the Members Meetings of the SABF, on each occasion.

9. CALLING OF MEMBERS' MEETINGS

9.1 The Unions, represented by their respective Delegate/s, shall meet at least twice a year at Members' Meetings convened by the President.

9.2 The President must call a Members' Meeting if the SABF receives 5 or more written and signed requests from different Unions requesting a Members' Meeting for substantially the same purposes.

9.3 The President shall give at least 21 days prior written notice of a Members' Meeting, which notice shall include the date, time and place of the meeting, an agenda for the meeting, the method by which a Union may participate in a meeting using electronic means (if permitted), copies of any resolutions proposed to be passed at the Members' Meeting and copies of and other documents which may be required for the meeting.

9.4 The President may call a Members' Meeting with less than the prescribed notice but such Members' Meeting may only proceed if a majority of 75% of all the Unions are represented at the meeting and they vote to waive the prescribed notice of the meeting.

9.5 If permitted by the President, a Union may participate in a Members Meeting using an electronic communication method determined by the President, as long as all persons participating in the meeting are able to communicate effectively with each other. Unions participating in a meeting in this manner are deemed to be present at the meeting.

10. QUORUM FOR MEMBERS' MEETINGS

10.1 A Members Meeting may not begin until Delegates representing at least a majority of the Unions which are entitled to vote on any matter on the agenda for the meeting, are present at the Members' Meeting.

10.2 The Board may at any time require a Delegate to provide the Board with suitable identification and/or proof acceptable to the Board of his or her authority to represent and act for a Union.

10.3 If a quorum is not present within 30 minutes after the time at which the Members' Meeting is scheduled to begin, the meeting will be adjourned to the same day in the following week at the same time and place.

10.4 At the adjourned Members' Meeting, the Delegates present, provided they represent at least 50% of the Unions entitled to vote on any matter on the agenda, shall constitute a quorum. In the absence of such quorum, the meeting shall be cancelled.

10.5 Only the issues on the agenda for the first Members' Meeting may be considered at an adjourned meeting and no special resolutions may be passed at an adjourned meeting.

10.6 A Union will be deemed to be absent from a Member's Meeting if its Delegate/s fail to attend, or at least 1 Delegate does not remain in attendance, for the duration of the meeting, unless the President gives the Delegate permission to leave the meeting.

11. MEMBERS' VOTING RIGHTS

11.1 Each Union has the number of votes set out in the table below, determined in accordance with the number of Players of the Clubs which are registered members of a Union.

Number of Players	Number of Votes
25 to 100	1
101 to 300	1
301 to 500	1
501 to 700	1
701 to 1000	1
1001 to 1300	1
For every 300 Players thereafter	1

11.2 For example, if a Union has 675 Players, that Union will have 4 votes calculated as follows:

Number of Players	Number of Votes
25 – 100	1
101 – 300	1
301 to 500	1
501 to 700	1
Total number of votes	4

11.3 All voting is on a poll. If more than 1 Delegate attends and votes at a Members' Meeting on behalf of the same Union, the collective votes of such Delegates shall be counted once and for the purpose of the poll, the votes of the Union shall be limited to the number of votes which the Union is entitled to exercise as determined in accordance with the above formula.

11.4 The Unions have a discretion whether their delegates are instructed to vote individually or on block.

11.5 All decisions at Members' Meetings shall be made by majority vote calculated as the votes cast by the Unions at the Members Meeting as a percentage of the total votes which the Unions are entitled to cast.

12. WRITTEN RESOLUTIONS

A resolution which could be voted on at a Members Meeting can instead be adopted by written consent of a majority of the voting rights of the Unions, given in person or by electronic communication, provided that each Union receives notice of the resolution. Any resolution adopted in this manner must be voted on within 21 days after the date on which the resolution was submitted to the Unions.

13. MANAGEMENT OF THE SABF

13.1 The SABF shall be managed and controlled by the Board, consisting of:

13.1.1 the President, who subject to the other provisions of this Constitution, shall hold office in such capacity for a period of 3 years;

13.1.2 the Vice President, who subject to the other provisions of this Constitution, shall hold office in such capacity for a period of 2 years;

13.1.3 the Treasurer, who subject to the other provisions of this Constitution, shall hold office in such capacity for a period of 2 years;

13.1.4 the Secretary, who subject to the other provisions of this Constitution, shall hold office in such capacity for a period of 2 years;

13.1.5 at least 3 other persons, who subject to the other provisions of this Constitution, shall each hold office for a period of 2 years.

13.2 The Board must at all times consist of at least 9 but not more than 11 Board Members.

14. APPOINTMENT OF THE BOARD

14.1 The Board is appointed at a Members' Meeting called by the President for such purpose.

NOMINATIONS

14.2 The President shall together with the relevant notice of the AGM, request the Unions to provide the SABF with written nominations of candidates for Board

Members in the format set out in the notice. Such nominations may include specific persons nominated as President, Treasurer and/or Secretary.

14.3 The nominations are to be received one month before the meeting.

14.4 In the event that no one has been nominated for an executive position, the Secretary shall request nominations for the specific post to be provided no later than fourteen (14) days before the meeting.

14.5 Each Union may nominate an unlimited number of candidates, provided that each candidate signifies his or her acceptance of the nomination in writing on the nomination form delivered to the SABF. Any nomination which is not accepted by the candidate in this manner shall be disregarded.

14.6 An unsuccessful candidate for an executive position shall automatically have the option of standing as a Board Member.

14.7 A candidate shall not be accepted by the SABF for nomination if such candidate:

14.7.1 is not a paid up Player;

14.7.2 is at the time of nomination, subject to a disciplinary enquiry or disciplinary action by the SABF in accordance with paragraph 25; or

14.7.3 has during a period of 5 years immediately preceding the date of the nomination, been found guilty by the SABF of the conduct referred to in paragraph 25.2.

14.8 The nominations must be received by the Secretary at least 14 days before the date on which the AGM is scheduled to begin.

APPOINTMENT OF PRESIDENT, TREASURER AND SECRETARY

14.9 The candidates shall be presented to the Delegates at the AGM. The Delegates shall cast:

14.9.1 one vote in respect of a candidate for the office of President;

14.9.2 one vote in respect of a candidate for the office of Treasurer; and

14.9.3 one vote in respect of a candidate for the office of Secretary.

14.10 The offices of President, Treasurer and Secretary shall be filled by the candidate receiving the highest number of votes for each such office.

APPOINTMENT OF OTHER BOARD MEMBERS

14.11 The Delegates shall thereafter vote to fill the remaining positions on the Board in accordance with the number of votes which the Delegate is entitled to exercise on behalf of a Union and in the manner specified in paragraph 14.9. For example, if there are 8 positions on the Board which are required to be filled, a Union which has 5 votes calculated in accordance with paragraph 11, may vote for a maximum of 5 positions on the Board to be filled.

14.12 The candidates receiving the highest number of votes shall be appointed as Board Members. For example, if there are 12 candidates remaining and 8 positions on the Board to be filled, the 8 candidates receiving the highest number of votes shall be appointed as Board Members.

CASTING AND COUNTING OF VOTES

14.13 All votes in respect of the appointment of Board Members shall be cast by ballot on a ballot sheet provided by the Board for such purpose. Such ballot sheet shall contain amongst other things, the name of the Delegate casting the votes and the Union on whose behalf the votes are cast.

14.14 The President, Secretary and Treasurer shall be responsible for reconciling and counting the votes cast by the Delegates in respect of the Board Members.

TEMPORARY APPOINTMENTS

14.15 If at any time, the number of Board Members falls below 7, the Board may vote to appoint a person to fill any vacancy on a temporary basis until the next AGM at which the vacancy must be filled in accordance with the provisions of this clause 14. During the period in which the temporary Board Member is in office, he or she has the same powers, functions and duties of the other Board Members.

APPOINTMENT OF VICE-PRESIDENT

14.16 The Vice-President shall be elected by the Board from the appointed Board Members at the first meeting of the Board following the Members' Meeting at which the Board and/or Board Members are appointed.

15. PERSONS WHO DO NOT QUALIFY TO BE BOARD MEMBERS

A person may not be appointed as a Board Member if that person:

15.1 is of an unsound mind;

15.2 has at any time been convicted (in the Republic or elsewhere) of theft, fraud, forgery, perjury or any offence involving dishonesty in connection with the management of an association or corporate entity; or

15.3 is not a Player.

16. REMOVAL OF BOARD MEMBERS

16.1 A Board Member's appointment will terminate:

16.1.1 on expiry of his or her period of appointment, unless that Board Member is re-appointed to the Board in accordance with paragraph 14.10;

16.1.2 subject to the provisions of paragraph 17, by resolution of the Board passed by a 75% majority;

16.1.3 on written notice from the President if the Board Member is absent from 3 or more consecutive Board Meetings for reasons which are not acceptable to the Board; or

16.1.4 on written resignation submitted to the President by the Board Member.

16.2 Any vacancy on the Board shall be filled by a person appointed by the Board in accordance with paragraph 14.15.

17. REMOVAL OF BOARD MEMBER ON REQUEST BY UNIONS

17.1 The President shall call a Board Meeting in accordance with the provisions of paragraph 21.2, if at least 4 Unions provide the SABF with a written request for the removal of a particular Board Member from the Board. The written request must include sufficient reasons for removing the particular Board Member from the Board.

17.2 The SABF shall give the relevant Board Member sufficient notice and a copy of the request (including reasons) for his or her removal from the Board in order to enable that Board Member to prepare representations to be made before the Board Meeting at which the Board Member's removal is to be considered. The Board Member's representations may be made orally or in writing, but in either event, the Board Member must submit a written summary of his or her representations to the Board at least 24 hours before the time at which the relevant Board Meeting is scheduled to begin.

17.3 At the relevant Board Meeting, the Board Member and the Board shall be entitled to legal representation and may make oral representations if such Board Member wishes to do so.

18. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

18.1 The Executive Committee is responsible for the day to day management and control of the SABF and may, subject to the provisions of clause 20, exercise all of the powers of the Board set out in clause 19.

18.2 Without derogating from their general obligations contained in clause 18.1:

18.2.1 the President shall:

18.2.1.1 chair all meetings of the Board;

18.2.1.2 have signing power on all bank accounts and financial instruments of the SABF;

18.2.1.3 be the representative of the SABF at all meetings and in all communications to third parties;

18.2.2 the Vice-President shall:

18.2.2.1 chair the meetings of the SABF in the absence of the President;

18.2.2.2 represent the SABF at all meetings which the President is unable to attend and perform the President's duties at such meetings; and

18.2.2.3 have joint signing power on all bank accounts and financial instruments of the SABF;

18.2.2.4 in the event of the President or Vice President not being able to attend the meeting the President shall nominate a member of the Board to chair the meeting;

18.2.3 the Secretary shall:

18.2.3.1 take minutes of all meetings and distribute such minutes to the Board Members;

18.2.3.2 at the direction of the President, type and send correspondence on behalf of the SABF, including notices of meetings;

18.2.3.3 receive all correspondence addressed to the SABF;

18.2.3.4 keep a record of all of the SABF's correspondence and all corresponding actions taken by the Board Members or others on the SABF's behalf; and

18.2.3.5 perform all such other administrative functions which the President may require;

18.2.4 the Treasurer shall:

18.2.4.1 prepare and keep proper and accurate books of account of the SABF which may be called for at any time by the Board;

18.2.4.2 prepare the SABF's annual budget for consideration by the Board;

18.2.4.3 authorise all payments by the SABF subject to the conditions of the Constitution;

18.2.4.4 receive and account for all annual subscription fees from the Unions; and

18.2.4.5 have joint signing power on all bank accounts and financial instruments of the SABF.

19. POWERS OF THE BOARD

Subject to paragraph 20, in addition to any other powers conferred on it elsewhere in this Constitution, the Board shall have the power to:

19.1 decide upon all matters of policy concerning the management of SABF;

19.2 determine a Code of Conduct with which the Unions and Players must comply;

19.3 manage the finances of SABF, which shall include:

19.3.1 investing funds;

19.3.2 borrowing or raising loans;

19.3.3 determining the annual membership fees payable by the Unions;

19.3.4 pledging any property or assets of SABF as security for the repayment of any amounts; and

19.3.5 delegating any of its powers to any committee established by the Board to perform a particular function;

19.4 institute or defend any action for, or against, the SABF;

19.5 take disciplinary action, which was not resolved at a Club or Union level, against any Players and decide all disputes arising out of or in connection with the Players or the game of Bridge in accordance with paragraph 25;

19.6 appoint an events organiser to organise and control various Bridge tournaments of the SABF;

19.7 ratify the selection of teams to represent South Africa in all international Bridge tournaments and representative matches;

19.8 appoint a disciplinary committee to investigate and make recommendations on any disciplinary matter referred to the SABF;

19.9 appoint sub-committees and delegate any of its powers to such sub-committees;

19.10 make and give receipts, releases, or other discharges for money payable to the SABF and for claims and demands made on the SABF;

19.11 open banking accounts in the name of the SABF and deposit therein all monies received by the SABF;

19.12 draw, accept, endorse, make necessary bills of exchange, promissory notes, cheques and other negotiable instruments to be signed by the President and Treasurer;

19.13 appoint one or more Board Members to sign and execute any Power of Attorney, agreements, deeds or documents on behalf of the SABF;

19.14 co-opt third parties for special purposes;

19.15 convene all meetings of the SABF;

19.16 generally carry out the objects of the SABF and for such purpose, perform all necessary acts and negotiations on behalf of the SABF and all business and transactions in terms of the Constitution.

19.17 The President and Treasurer shall not be related.

20. MATERIAL DECISIONS

The following matters require the written approval of at least 75% of the Board and any decision without such approval will be of no force and effect and any Board Member purporting to take such decision or action on behalf of the SABF without the requisite approval will be personally liable for any loss, liability or damages suffered by the SABF as a result:

20.1 amending the objectives of the SABF;

20.2 amending the SABF's Constitution;

20.3 the disposal by the SABF of all or a substantial part of its assets or the acquisition of any assets exceeding R10 000 in value;

20.4 the suspension, cessation or abandonment by the SABF of all or a substantial part of its activities;

20.5 any pledge, mortgage, hypothecation or encumbrance by the SABF of any of its assets;

20.6 the incurring by the SABF of any liability or contingent liability for any obligation of any third party, including but not limited to suretyships, guarantees and indemnities;

20.7 the purchase, sale, lease or any other acquisition or disposition of immovable property or rights therein;

20.8 the conclusion by the SABF of any transaction with any Union or any entity in which any Union has any direct or indirect interest, or with any person who is a "connected person" as defined in section 1 of the Income Tax Act 58 of 1962 in relation to the SABF or any Union;

20.9 the conclusion of any transaction where the value exceeds R10 000;

20.10 the obtaining of any credit facilities other than in the ordinary course of the SABF's activities;

20.11 the instituting or defending of any legal proceedings of any nature other than for the uncontested collection of debts;

20.12 the contents of the Code of Conduct;

20.13 any change in the financial year end;

20.14 any change in auditors;

20.15 any change in accounting policies or practices;

20.16 annual operating and capital expenditure budgets and any amendments to these budgets;

20.17 the appointment of consultants to render legal, accounting or computer related services.

21. BOARD MEETINGS

21.1 The Board may meet as often as necessary, but must meet at least twice a year.

21.2 Board Meetings shall be called by the President by giving each Board Member at least 30 days written notice of the meeting, which notice must:

21.2.1 contain the date, time and place of the meeting and the agenda for the meeting;

21.2.2 be sent to the Board Members in accordance with paragraph 33.

21.3.1 Notice of a Board Meeting shall be sent to each Board Member at the Board Member's address and/or telefax number and email address contained in the SABF's records. It is the responsibility of the Board Members to ensure that their addresses and telefax number/s and email addresses contained in the SABF's records are correct. Non-receipt of a notice will not invalidate a Board Meeting.

21.3.2 It is the responsibility of the Secretary to confirm that Board Members have received notification.

21.4 The President may call a Board Meeting with less than the prescribed notice but such meeting may only proceed if all the Board Members are at the meeting and vote to waive the prescribed notice of the meeting.

21.5 A Board Member may request any other Board Meeting to be called by giving the President a Meeting Request to that effect. The Meeting Request must be signed by at least 2 other Board Members and must include a proposed agenda for such meeting.

22. QUORUM FOR BOARD MEETINGS AND ADJOURNMENTS

22.1 Provided that the President (or in the President's absence, the Vice President) is present at a meeting, the Quorum for a Board Meeting is:

22.1.1 7 Board Members present and entitled to vote (if there are 11 Board Members on the Board);

22.1.2 6 Board Members present and entitled to vote in any other case.

22.2 If permitted by the President, a Board Member may participate in a Board Meeting using an electronic communication method determined by the President, as long as all persons participating in the meeting are able to communicate effectively with each other. Board Members participating in a meeting in this manner are deemed to be present at the meeting.

22.3 If a quorum is not present within 30 minutes after the time at which the meeting is scheduled to begin, the meeting must be adjourned to the same day in the following week at the same time and place, or if that day is a Saturday, Sunday or public holiday, to the next day which is not a Saturday, Sunday or public holiday.

22.4 At the adjourned Board Meeting, the Board Members present, provided they are not less than 5 in number, shall constitute a quorum.

22.5 Only the issues on the agenda for the first Board Meeting may be considered at an adjourned meeting and no resolutions required in terms of paragraph 20 may be passed at an adjourned meeting.

22.6 A Board Member will be deemed to be absent from a Board Meeting if he or she fails to attend, or remain in attendance, for the duration of the meeting, unless the President gives the Board Member permission to leave the meeting.

23. BOARD MEMBERS' VOTING RIGHTS

23.1 Each Board Member has one vote.

23.2 Decisions of the Board are made by majority vote. In the event of a tie, the President (or in the President's absence, the Vice President) has a casting vote.

23.3 A resolution which could be voted on at a Board Meeting can instead be adopted by written consent of a majority of the Board Members, given in person or by electronic communication, provided that each Board Member receives notice of the resolution. Any resolution adopted in this manner must be voted on within 21 days after the date on which the resolution was submitted to the Board Members.

23.4 A resolution passed in accordance with paragraph 23.3 may be delivered to the Secretary by hand, telefax or electronic mail, provided that if delivered by telefax

or electronic mail, the original thereof is sent to the Secretary by hand or registered post.

24. REMUNERATION AND DISBURSEMENTS

24.1 The members of the Executive Committee are not entitled to payment for the services which they render to the SABF in their respective capacities.

24.2 Despite clause 24.1, the President may from time to time and provided that the President has consulted with the Board on the matter, determine discretionary payments or the grant of discretionary benefits by the SABF to any member of the Executive Committee for services rendered in his or her capacity as such.

24.3 The SABF shall on receipt of original tax invoices or other proof acceptable to the Executive Committee, reimburse a Board Member for reasonable and necessary expenses incurred in the course of acting in his or her capacity as a Board Member of the SABF.

25. DISCIPLINARY FUNCTIONS

25.1 The Board shall from time to time determine a Code of Conduct with which the Unions and Players must comply and which may include steps which the SABF may take to enforce the Code of Conduct.

25.2 The Board may take disciplinary action against:

25.2.1 any Union or Player who fails to adhere to the Code of Conduct;

25.2.2 any Player who fails to adhere to the rules of any Union; or

25.2.3 any Player or Union which brings the reputation of the game of Bridge or the SABF or Union into disrepute.

25.3 The President may appoint a disciplinary committee and prosecutor to investigate any allegations of misconduct, conduct disciplinary hearings and to make recommendations to the President regarding appropriate disciplinary action.

25.4 The disciplinary committee shall determine whether the matter investigated shall be decided on the basis of written submissions or whether oral evidence is necessary.

25.5 The prosecutor shall prepare a charge sheet and deliver such charge sheet to the Union and/or Player concerned at least 14 days before the date scheduled for the hearing.

25.6 If written submissions are permitted, the Union and/or Player must ensure that the written submissions are delivered to the SABF at least 3 days before the date of the hearing.

25.7 At the hearing, the SABF, the Union and/or Player concerned shall be entitled to legal representation and if oral evidence is permitted, may make oral representations.

25.8 The decision of the President regarding any disciplinary action shall be final and binding.

26. SUSPENSION AND DEEMED RESIGNATIONS

26.1 If a Delegate or Board Member is given written notice that he or she is subject to a disciplinary enquiry by the SABF or by a Union, that person shall:

26.1.1 be suspended from acting in such capacity from the date of receipt of the notice until such time that the disciplinary enquiry has been completed; and

26.1.2 if found guilty, shall be deemed to have resigned as a Delegate or Board Member with effect from the date of the finding.

26.2 If during a Board Member's term of office, that Board Member is certified by a medical doctor as insane or incapable of continuing to manage his own affairs, he or she shall be deemed to have resigned as a Board Member with effect from the date of the certification.

27. SUB - COMMITTEES

27.1 The Board may appoint any number of sub-committees to advise the Board regarding any issues determined by the Board from time to time.

27.2 Each sub-committee may comprise any number of persons who may be non-members of the SABF but who have specialist knowledge or experience relating to the issues to be determined by the Committee.

27.3 The term of office of the members of the sub-committee shall be determined by the Board.

27.4 The obligations and responsibilities of each committee shall be determined by the Board.

27.5 The President is an *ex-officio* member of each committee appointed by the Board.

27.6 The advice given to the Board by any committee is not binding on the Board.

28. FINANCIAL YEAR

The SABF's financial year shall be from 1 January to 31 December of each year.

29. COMPLIANCE WITH SECTION 30A OF THE INCOME TAX ACT

To ensure that the SABF complies with the provisions of section 30A of the Income Tax Act, the following shall apply:

29.1 all of the SABF's activities must be carried on in a non-profit manner;

29.2 the SABF is prohibited from directly or indirectly distributing any surplus funds to any person, other than in terms of paragraph 29.3;

29.3 the SABF must on dissolution transfer its assets and funds to any other association or organisation which is approved by the Commissioner in terms of section 30A(2)(iii) of the Income Tax Act, or to a public benefit organisation contemplated in paragraph (*a*)(i) of the definition of a “public benefit organisation” in section 30(1) which has been approved in terms of section 30(3) of the Income Tax Act;

29.4 the SABF may not pay any excessive remuneration to any person, having regard to what is generally considered reasonable in the sector and in relation to the

service rendered, nor may any remuneration be determined as a percentage of any amounts received or accrued to the SABF;

29.5 Unions are not allowed to sell their membership rights or any entitlement in terms thereof;

29.6 the SABF undertakes to submit to the Commissioner a copy of any amendment to this Constitution from time to time; and

29.7 the SABF must not knowingly be a party to or knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other Act administered by the Commissioner.

30. AMENDMENT OF CONSTITUTION

30.1 None of the provisions of this Constitution may be amended except by a 75% majority vote of the Board Members at a meeting of the Board called for that purpose, and provided that at least 21 days notice of the meeting and the proposed alteration has been given to the Board Members.

30.2 Any amendments to this Constitution shall be submitted to the Commissioner.

31. DISSOLUTION

31.1 The SABF may be wound up by a 75% majority vote of the Board Members present and eligible to vote and passed by a meeting of the Board specially called for that purpose.

31.2 Should the SABF be wound up at any time, its movable and immovable property shall be liquidated and the proceeds thereof distributed in accordance with the provisions of paragraph 29.3.

32. INDEMNITY

Every Board Member shall be indemnified out of the SABF's funds against any liability incurred by that Board Member in defending any proceedings (whether civil or criminal)

arising out of any actual or alleged negligence, default, breach of duty or breach of trust on their part in relation to matters pertaining to the SABF, in which judgement is given in the Board Member's favour, or in which the Board Member is acquitted, or in connection with any matter in which relief is granted to that Board Member by a Court or other authority.

33. NOTICES AND ADDRESSES FOR SERVICE

33.1 Unless otherwise specified any notice or communication in terms of this agreement:

33.1.1 must be in writing to be effective;

33.1.2 if addressed to a Board Member, Delegate and/or Union, must be sent by hand, telefax, registered post or e-mail to the addresses/telefax numbers in the SABF's records which the Board Member, Delegate and/or Union has selected as their respective domicilium citandi et executandi;

33.1.3 if addressed to the SABF, must be marked for the attention of the Secretary and sent by hand, telefax, registered post or e-mail to the addresses and/or telefax numbers nominated by the Secretary from time to time by written notice to the parties.

33.2 A party may change its address/telefax number to any other address/telefax number within South Africa. Such change will only take effect upon receipt or deemed receipt of such notice by the other party.

33.3 Any notice or communication shall:

33.3.1 if delivered by hand during business hours to the person apparently in charge of the premises selected by the addressee for the delivery of notices, be deemed to have been received on the date of delivery;

33.3.2 if sent by registered post to the selected address, be deemed to have been received 6 days after posting;

33.3.3 if telefaxed to the selected telefax number, be deemed to have been received on the first business day following the date of transmission; and

33.3.4 if sent by e-mail to the selected e-mail address of the addressee, be deemed to have been received on the first business day following the date on which it has been transmitted from the information system under the control of the sender.

33.4 Any written notice or communication which has actually been received by a party shall be regarded as sufficient notice even if it has not been sent in the manner or to the address/telefax number provided for above.

34. APPLICABLE LAW

This Constitution shall be governed by and construed according to the law of South Africa.