

**CONSTITUTION**

**OF**

**GAUTENG PROVINCE CHESS**

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## **1. CONSTITUTION, NAME AND CORPORATE PERSONALITY**

- 1.1. This is the Constitution of the Provincial Chess Association known as "GAUTENG PROVINCE CHESS" (hereinafter "the Province").
- 1.2. The Province is a voluntary association having a corporate identity separate from that of its Members and is entitled to own property, whether movable or immovable, and is entitled to sue and to be sued in its own name and, notwithstanding any change in the composition of its Members from time to time, shall have perpetual succession.
- 1.3. The provisions of this Constitution are founded upon and shall be implemented and administered in the recognition of human dignity, equality and the advancement of human rights and freedoms, non-racialism, non-sexism and the right of freedom of

association and the supremacy of the Constitution of the Republic of South Africa (1996), the rule of law and good corporate governance.

## **2. DEFINITIONS AND ABBREVIATIONS USED**

For the purposes of this Constitution, the following words and expressions shall have the following meanings unless the subject or context indicates otherwise:

- 2.1. "Act of Parliament" refers to the Provincial Sport and Recreation Act, (Act No 110 of 1998), as amended by the Provincial Sport and Recreation Amendment Act (Act No 18 of 2007), also referred to as "The Act".
- 2.2. "A.G.M." means the Annual General Meeting of Members held in accordance with the provisions of this Constitution.
- 2.3. "Annual Financial Statements" means the annual audited balance sheet, income and expenditure statement, Treasurer's report and Auditor's report.
- 2.4. "CHESS" means the game or sport of Chess, whether played in the presence of the opponent, or by way of correspondence, or by way of the internet, computer software programs or otherwise and includes the disciplines referred to in this Constitution and as defined by FIDE.
- 2.5. "CHESS S.A." means the national chess federation of South Africa.
- 2.6. "Club" means any CHESS club which caters for any discipline of CHESS in a local district or area and which is a member of a Regional Chess Body or whose interests are represented by such Regional Chess Body.
- 2.7. "Coach" shall for the purposes of this Constitution have the same meaning as "trainer" or "instructor".
- 2.8. "Commission" means a commission established in terms of clause 28.1 of the CHESS S.A. constitution.
- 2.9. "Constitution" means this Constitution.
- 2.10. "Day" means a calendar day. "Working day" means a calendar day excluding Saturdays, Sundays and Public Holidays.
- 2.11. "Deputy President" means the member of Exco duly elected to that position.

- 2.12. "Event" means a CHESS event held in South Africa under the auspices of CHESS S.A. or FIDE.
- 2.13. "Event Organizer" means a person duly authorised to manage an event on behalf of CHESS S.A. either directly or indirectly through its members.
- 2.14. "Exco" means the Executive Committee of the Province as constituted in terms of this Constitution.
- 2.15. "FIDE" means the World Chess Federation known as *Fédération InterProvincial des Échecs*, being the supreme controlling body of Chess at global and continental levels.
- 2.16. "Head Coach" means the person appointed as such by the Provincial Council, on recommendation of Exco.
- 2.17. "Honorary Life Members" means all those persons bestowed with this honour by the Provincial Council.
- 2.18. "Legal & Appeal Committee" means the CHESS S.A. committee appointed in terms of the CHESS S.A constitution.
- 2.19. "Levies" means the monies levied and due by the membership to the Province as approved and agreed to by membership at each A.G.M. of the Province
- 2.20. "Member" shall mean Regional Chess Body duly accepted as a member of the province.
- 2.21. "Month" means a calendar month.
- 2.22. "Provincial Council" means the membership of the Province in general meeting.
- 2.23. "Ordinary General Meeting" means a meeting of Members other than an A.G.M. or Special General Meeting convened in terms of this Constitution.
- 2.24. "Organisers" shall mean those persons who have been duly authorised by CHESS S.A. or the Province either directly or through their provincial membership to stage a CHESS event inclusive of the hosting, managing, organising, planning, and supervision of such an event.
- 2.25. "Person" means a natural or legal person.
- 2.26. "President" means the President of the Province duly elected by the Provincial Council in terms of this Constitution.

- 2.27. "Province" means the Provincial Chess Association established and constituted in terms of this constitution and recognised by CHESS S.A. as the body responsible for CHESS in the relevant geo-political province of South Africa.
- 2.28. "Provincial Chess Association" means a body consisting of more than one Regional Chess Body within a Province associated with each other for the development and administration of chess in that Province.
- 2.29. "Provincial Chess Council" means the membership of a Provincial Chess Association in general meeting.
- 2.30. "Registered individuals" mean the players, arbiters, coaches / trainers / instructors, managers, administrators and chess friends / workers registered as such with CHESS S.A.
- 2.31. "Regional Chess Body" means a body established to attend to the development and administration of chess within a demarcated region within a Province.
- 2.32. "Regional Chess Council" means the membership of a Regional Chess Body in general meeting.
- 2.33. "Rules" means the rules, regulations, procedures and by-laws in force from time to time in accordance with which the affairs of the Province will be conducted.
- 2.34. "SAIDS" means the South African Institute for Drug-Free Sport.
- 2.35. "SASCOC" means the South African Sport Confederation and Olympic Committee duly recognized and approved by SRSA as the governing body of Sport in the Republic of South Africa.
- 2.36. "Secretary" means the person elected as such by the Provincial Council.
- 2.37. "Special General Meeting" means a meeting of Members other than an Ordinary or Annual General Meeting convened for a special purpose in terms of this Constitution.
- 2.38. "SRSA", means the Department of Sport & Recreation in South Africa.
- 2.39. "Trainer" shall for the purposes of this Constitution have the same meaning as "coach" or "instructor".
- 2.40. "Treasurer" means the person elected by the Provincial Council in terms of the provisions of this Constitution.

2.41. "WADA" means the World Anti-Doping Agency.

2.42. "Year" means a calendar year.

### **3. INTERPRETATION**

3.1. The headings to the clauses or paragraphs of this Constitution are for descriptive purposes only and shall not be used in the interpretation hereof.

3.2. Unless the context indicates a contrasting intention, the singular shall include the plural and vice versa.

3.3. Any words importing one gender include the other.

#### **4. DOMICILE**

The domicile and seat of management of the Province shall be deemed to be situated at the residential address of the President from time to time, or any other physical address nominated by Exco, as published on the Province's website, provided that it shall always be at a place within the provincial boundaries of the Province.

#### **5. AREA OF JURISDICTION OF THE PROVINCE**

The geographical area of jurisdiction of the Province shall be the Gauteng Province, including the regions (or districts) known as Johannesburg Metro, Ekurhuleni, Sedibeng, Tshwane and West Rand.

#### **6. MAIN BUSINESS**

6.1. The main business of the Province is to act as the provincial controlling and administrative body of chess in its geographical area of jurisdiction subject to the authority of CHESS S.A. and in conformity with the constitution of CHESS S.A.

6.2. The Province shall at all times remain affiliated to CHESS S.A.

6.3. The Province shall direct, promote and co-ordinate the activities of the Regional Chess Bodies in its area of jurisdiction.

6.4. The Province shall liaise and communicate with the Departments of Sport and Education and governmental sporting codes within its area of jurisdiction.

6.5. The Province may affiliate with any other body or sporting code with compatible aims with a view to enhancing the interests and status of chess within its area of jurisdiction. The Province may not become a member or affiliate to any other body without the prior written consent of the Exco of CHESS S.A.

#### **7. THE ORGANISATIONAL STRUCTURE OF THE PROVINCE**

7.1 The Province shall be a member of the National Council of CHESS S.A.



- 7.2 The Province is the provincial controlling body of chess in its area, governed by the Provincial Council according to this Constitution.
- 7.3 The members of the Province are the Regional Chess Bodies, each governed by its Regional Council according to its own constitution.
- 7.4 Each of the Regional Chess Bodies shall consist of chess clubs within its geographical area as its members, each governed by its Management Committee according to its own constitution.
- 7.5 Chess players shall have freedom of association to belong to a chess club or chess clubs of his or her choice, provided that he or she is eligible for membership of the chess club concerned and with the understanding that any participation of the chess player at regional and provincial levels will be determined according to the locality of the chess club of which he or she is a member.

## **8. OBJECTIVES**

The objectives of the Province are:

- 8.1. To advance the objectives of CHESS S.A within the area of its jurisdiction.
- 8.2. To direct, develop and administer the sport of CHESS within the area of its jurisdiction in accordance with the principles of good corporate governance and sound financial management and business principles.
- 8.3. To create, build and maintain communities of chess players in the form of Regional Chess Bodies and Chess Clubs.
- 8.4. To encourage the active involvement of volunteers in the administration and management of chess.
- 8.5. To represent its members and to advance the interests of its members generally.
- 8.6. To participate in the management activities of CHESS S.A. and to ensure that the interests of the Province is adequately represented at that level.
- 8.7. To actively market and promote chess as a sport, recreational and educational activity.

- 8.8. To increase the number of individuals registered with CHESS S.A., particularly among schools and previously disadvantaged communities.
- 8.9. To foster a spirit of healthy competition, sportsmanship and fair play among players of all races, gender and ages.
- 8.10. To organise or facilitate Provincial championships for senior, adult, junior, women and physically challenged players.
- 8.11. To facilitate the involvement of players and teams in Inter-Provincial tournaments and championships.
- 8.12. To encourage the qualification of individuals as arbiters, trainers and tournament organisers.
- 8.13. To encourage the appointment of coaches at all levels within the Education system and in the private and public spheres in South Africa.
- 8.14. To select representative players at all levels for participation in any tournaments whether same be local or international.
- 8.15. To award local and provincial colours in terms of the criteria laid down in the Rules and Regulations.
- 8.16. To associate itself with all such other lawfully constituted Associations and Organisations as shall be decided by Exco, irrespective of whether or not such other Associations or Organisations are connected with the sport of CHESS.
- 8.17. To recognise and accept the jurisdiction, rules and regulations of SAIDS, as well as the code of WADA relating to anti-doping and the promotion of drug-free sport.
- 8.18. To perform its functions in a non-discriminatory and democratic way, striving at all times to provide equal rights and fair opportunities to all chess players, administrators, managers, arbiters, coaches and tournament organisers throughout South Africa.
- 8.19. To ensure that the encouragement, promotion, development and administration of the sport of CHESS, whether same be at Provincial, Regional or Local level, is carried out in accordance with the principles of non-racism, by which it is meant that race, ethnicity and nationality shall not be a basis for discriminating against or of

affording privileges to any one person or group of persons. Such principles are more fully set out in the First Schedule of the Rules and Regulations of CHESS S.A. which is incorporated into this Constitution by reference and which principles the Province recognises and adopts.

## **9. POWERS OF THE PROVINCE TO CARRY OUT ITS OBJECTS**

- 9.1. The Province shall have all such powers and authorities as shall be deemed necessary or desirable of achieving any and all of the objects of the Province.
- 9.2. These powers and authorities shall be exercised by the Provincial Council and/or Exco in accordance with and subject to the provisions of this Constitution.
- 9.3. Any of these powers and authorities may be delegated to an Exco member or committee, whether a sub-committee of Exco or a standing committee in terms of this Constitution, for a specific purpose.
- 9.4. Without in any way limiting the generality of the foregoing, the powers and authorities of the Province shall include *mutatis mutandis* those set out in paragraph 9 of the constitution of CHESS S.A.
- 9.5. Notwithstanding anything herein contained, it is recorded that:
  - 9.5.1. The Province's income and property are not distributable to its Members or office bearers except as reasonable compensation for services rendered or reimbursement of expenses *bona fide* incurred to advance the interests of the Province or upon dissolution in terms of this Constitution;
  - 9.5.2. Members or office bearers have no rights in the property or other assets of the Province solely by virtue of their being members or office bearers;
  - 9.5.3. The Province is a non-profit and public benefit organisation and will not carry on any business, undertaking or trading activity, save to the extent permitted in terms of section 30 of the Income Tax Act, 1962 as provided for more fully in terms of Schedule Three of the Rules and Regulations of CHESS S.A. which schedule is incorporated into this Constitution by reference;

- 9.5.4. The Province shall not have any authority to contract on behalf of any Member or club or to bind the credit of any Member or Club;
- 9.5.5. The Province shall not be liable for any debts or other liabilities, whether of a contractual or delictual basis, incurred by any Member or Club or any official of these bodies.
- 9.5.6. The Province's financial transactions shall be conducted by means of a banking account or banking accounts opened and maintained by the Treasurer at the direction of the Provincial Council.
- 9.5.7. The Province may not authorise, send or sanction any team to go on a tour outside the boundaries of the Republic of South Africa without having first obtained the written consent of the Exbo of CHESS S.A.

## **10. MEMBERSHIP**

- 10.1. Membership of the Province is restricted to such Regional Chess Bodies functioning within the provincial boundaries of the Province as may be accepted as members by the Provincial Council.
- 10.2. The Provincial Council shall fix the subscriptions and levies payable by the Members from time to time.
- 10.3. The right of each existing and future Member to have one or more representative teams participate in the various events and championships which are held or staged under the auspices of the Province shall be determined by Exco, which may vary such rights from time to time.
- 10.4. The jurisdictions of the Regional Chess Bodies shall be limited by the boundaries of the Chess Unions they presently represent but shall, within a period of two years reckoned from 17 December 2012 (being the date upon which CHESS S.A. adopted its new constitution), be fully aligned within the geo-political Regions reflected in Schedule "B" to the CHESS S.A. constitution and there shall be a separate Regional Chess Body with its own Regional Council established in each of the Regions listed in the mentioned Schedule "B".
- 10.5. The constitution of every Member shall substantially comply with the requirements contained in Schedule Two of the Rules and Regulations of CHESS S.A. and be otherwise acceptable to Exco.
- 10.6. Every Member shall submit to the Secretary annually, by no later than a date stipulated by Exco:
  - 10.6.1. proof of the democratic election of its own office bearers; and
  - 10.6.2. proof of the number of active Chess Players, arbiters, trainers and administrators within the Province and within each Region falling within its area of jurisdiction.

## **11. HONORARY LIFE MEMBERS**

- 11.1. Exco and Members of Provincial Council shall, from time to time, nominate any individual who has rendered exceptionally meritorious service, or outstanding and notable service over a long period of time, to the Province and/or in the promotion of the sport of CHESS and whom it wishes to recognise and honour as an Honorary Life Member.
- 11.2. Such nomination shall be presented to the Provincial Council for adoption at the next A.G.M. and, if adopted by the Provincial Council, such person shall become an Honorary Life Member and shall enjoy the rights and privileges namely to attend the A.G.M. and to be a special guest of the Province or the organisers of any event or championship held under the auspices of the Province.

## **12. LIMITATION OF LIABILITY AND INDEMNITY**

- 12.1. Every Member shall be jointly liable with all the other Members for all expenditure incurred in connection with the Province, insofar as third parties are concerned, provided that such liability shall be limited to the sum of any monies then due and payable by such Member to the Province, by way of subscription or otherwise, and any special levy imposed by the Provincial Council from time to time.
- 12.2. The President, the Deputy President, the Treasurer, the Secretary, all other members of Exco, all officials, servants, agents and persons (natural, corporate or otherwise) acting on behalf of the Province, or on behalf of a Committee of the Province or Sub-Committee of Exco, in terms of this Constitution and under original or delegated powers, shall be and they are hereby indemnified and held harmless against any claim or demand by any third party as a result of any act or omission in the performance of their duties for and on behalf of the Province from whatever cause arising, provided such person/s acted in good faith.

## **13. SUSPENSION AND TERMINATION OF MEMBERSHIP**

- 13.1. Any Member which ceases to operate a viable structure as contemplated in this Constitution may be suspended from membership by Exco and the Provincial Council

shall decide at its next meeting whether the membership of such member should be terminated, further suspended for a fixed or an indefinite period of time, or restored.

- 13.2. The Provincial Council shall take its decision by at least a two-third majority of its Members, excluding the representatives of the Member concerned. The representatives of the Member concerned shall be entitled to make full representations to the Provincial Council prior to the voting on the resolution.
- 13.3. A decision to suspend or terminate a Member's membership shall *inter alia* take into account whether the structures of the Member concerned are viable, whether it meets its obligations in terms of its own constitution and this Constitution, whether it has failed to pay its required fees, whether it refuses to comply with the decisions of the Provincial Council, whether it has sufficient resolve for the development of CHESS in its area, whether its office bearers are individually registered with CHESS S.A. and whether the Member concerned works harmoniously with CHESS S.A., the Province and other Members towards the expansion of chess in South Africa.
- 13.4. Any Member may tender their resignation from the Province. Such member must give notice by not later than 30 September of each year. Any member so resigning shall continue to be liable for any monies due and owing by such member, to CHESS S.A. and the Province at the date of their resignation.

#### **14. REGISTRATION OF PLAYERS AND OTHER INDIVIDUALS**

- 14.1. Chess players, and other individuals interested in obtaining registration with CHESS S.A., shall register by completing, signing and submitting the prescribed registration form and paying the prescribed registration fee. In the case of e-mail submission, the typing of one's name in the space provided for one's signature will be deemed to be one's signature.
- 14.2. Registration may be sought as one or more of the following: player (CP), arbiter (CA), coach / trainer / instructor (CI), manager / administrator (CM) or chess friend / worker (CF).
- 14.3. A registered player will participate in regional and provincial team events for the Region and Province as indicated on his or her original registration form, or in the

case of a change, as indicated on the CHESS S.A. database of registered players and other individual.



**15. THE PROVINCIAL COUNCIL**

- 15.1. Subject to the terms of this Constitution, the Provincial Council shall be the highest authority of the Province and shall determine its policy, decide upon its budget and give directives to Exco.
- 15.2. The Provincial Council shall meet bi-annually. The first such meeting shall be an Ordinary General Meeting (O.G.M.) of the Provincial Council, to be held not later than July of each year, and the second meeting shall be the Annual General Meeting (A.G.M.) to be held not earlier than October of each year.
- 15.3. The O.G.M and the A.G.M. of the Provincial Council shall be held on such date and time and at such place as Exco shall determine.
- 15.4. Subject to the express provisions of this Constitution and its policy, rules and procedures in force from time to time, the Provincial Council shall have full powers in the management and direction of the business affairs of the Province and, save as may be expressly provided in this Constitution, may exercise all such powers of the Province and do all such acts on behalf of the Province, as may be exercised and done by the Province itself.
- 15.5. Without limiting the generality of the above, the Provincial Council shall have the following specific functions and powers:
  - 15.5.1. To determine the policy of the Province for the execution of which the Exco shall be responsible;
  - 15.5.2. To ratify the rules, by-laws and regulations formulated by Exco;
  - 15.5.3. To fix conditions and fees for membership of the Province;
  - 15.5.4. To consider and approve or reject applications for membership of the Province and to deal with the conduct of Members and registered individuals at all levels, including expulsion from membership and cancellation of registration;
  - 15.5.5. To elect at the second meeting of each odd-numbered year, the President of the Province and the other members of Exco for a term of two (2) years in office.

- 15.6. Notice of any O.G.M. of the Provincial Council shall be sent to Members not less than 30 (thirty) days before the date of such meeting which notice shall be accompanied by a proposed agenda as recommended by Exco.
- 15.7. The text of any motion which any Member wishes to be put to and considered by any O.G.M. shall be received not less than 21 (twenty-one) days prior to the date of such meeting by the Secretary who shall disseminate it by post and/or by hand, and/or by fax, and/or by electronic mail, together with the final agenda to all Members, not less than 14 (fourteen) days prior to the date of such meeting.
- 15.8. The business to be transacted at the O.G.M. shall be:
  - 15.8.1. to read the notice convening the meeting;
  - 15.8.2. to read and confirm, with or without amendments, or to reject the minutes of the previous O.G.M., as well as the minutes of any S.G.M. held in the interim, and to consider any matters arising therefrom;
  - 15.8.3. to consider and to adopt, with or without modification, or to reject, any Resolution of which due notice has been given;
  - 15.8.4. to consider and to adopt, with or without modification, or to reject, the budget for the ensuing year which shall have been prepared by the Treasurer and considered and recommended by Exco.

## **16. ANNUAL GENERAL MEETING ("A.G.M.")**

- 16.1. An A.G.M. shall be held once in every year, provided that unless there is good reason to the contrary, the A.G.M. shall be held within 3 (three) months from the end of the financial year and not more than fifteen (15) months after the date of the previous A.G.M.
- 16.2. Exco shall decide the date, time and place on which each A.G.M. shall be held.
- 16.3. The business to be transacted at an A.G.M. shall be:
  - 16.3.1. To read the notice convening the Meeting;
  - 16.3.2. To read and confirm the Minutes of the previous A.G.M., S.G.M. and General meetings, and to consider any matters arising therefrom;

- 16.3.3. To receive and consider the Annual Report of the President, for the period since the date of the previous A.G.M.
- 16.3.4. To receive and consider the report of the Treasurer and to adopt with or without modification, the audited Annual Financial Statements for the period since the date of the previous A.G.M., provided that if not so adopted the Annual Financial Statements shall stand for consideration and adoption, with or without modification, or rejection by the Provincial Council at its following meeting or by the Exco in terms of the decision of the A.G.M.;
- 16.3.5. To appoint the auditors of the Province to hold office until the next A.G.M.;
- 16.3.6. To receive and consider the reports of all Committees regarding their activities for the year;
- 16.3.7. To consider and to adopt with or without modification, or to reject any recommendations of Exco;
- 16.3.8. To consider all nominations by Exco of persons to be Honorary Life Members and to accept or to reject any such nomination;
- 16.3.9. To discuss and consider any further matters of which 21 (twenty-one) days written notice has been given.
- 16.4. Notice of each A.G.M. shall be sent to all the Members, Exco members and Honorary Life Members not less than 45 (forty-five) days prior to the date of the A.G.M.
- 16.5. Not less than 14 (fourteen) days prior to the date of any A.G.M., copies of the Agenda for that A.G.M. and the Annual Financial Statements for the financial year preceding the date of the A.G.M. shall be send to all Members, Exco members and Honorary Life Members.

## **17. SPECIAL GENERAL MEETINGS ("S.G.M.'s")**

- 17.1. An S.G.M. of Members shall be convened:
  - 17.1.1. By resolution of Exco, or

- 17.1.2. Upon the written requisition of not less than a third of the total number of Members, addressed and sent to the Secretary, which written requisition shall state the exclusive purpose for which the S.G.M. is to be called and the text of the motion to be put to the meeting.
- 17.2. Within 7 (seven) days after receipt of the resolution or requisition, the Secretary shall send written notification to all Members, which notice shall specify the date, time and place of the S.G.M., (which date, time and place shall have been determined by Exco) provided that the date shall not be more than 21 (twenty-one) days and not less than 7 (seven) days after the date of posting the notice, together with written notification of the purpose of and measures to be transacted at the S.G.M. and the text of the motions to be put to and considered by the meeting.
- 17.3. No business other than that stated in the notification shall be transacted at the S.G.M.

## **18. REPRESENTATION AND VOTING RIGHTS**

- 18.1. Each Member shall be entitled to nominate a maximum of 2 (two) representatives to attend and to vote at any general meeting of the Provincial Council.
- 18.2. Such nominations shall be in writing, addressed to the Secretary and must be received by him or her not less than 24 (twenty-four) hours prior to the time for the commencement of that meeting.
- 18.3. Members shall each have 2 (two) votes in respect of any and all meetings of the Provincial Council.
- 18.4. Only representatives of Members who are personally present at the meeting concerned shall be allowed to exercise the right to vote.
- 18.5. Each member of Exco present shall have 1 (one) vote and the Chairperson of any general meeting shall have a second or casting vote in the event of an equality of votes, save for and except at an Elective A.G.M. where the Exco shall have no vote in the election of the new Exco members.
- 18.6. No proxy votes will be allowed.

- 18.7. Honorary Life Members may only vote in connection with any motion to grant or terminate the Membership of any Honorary Life Member, and shall each have 1 (one) vote.

**19. GENERAL PROVISIONS RELATING TO COUNCIL MEETINGS**

- 19.1. A.G.M.'s, O.G.M.'s and S.G.M.'s shall, subject to the terms of this Constitution, be held at such date, time and place as shall be decided by Exco.
- 19.2. The chairperson of any A.G.M., O.G.M. or S.G.M. shall be the President, or in his or her absence the Deputy President, or in his or her absence such other person as shall be elected for that purpose by the representatives of Members present at the Meeting and entitled to vote.
- 19.3. A quorum shall consist of 50% (fifty per centum) plus 1 (one) of the total votes available to Members, provided they are in good standing.
- 19.4. If a quorum shall not be present at the place of the meeting within 30 (thirty) minutes after the time set for commencement of the meeting, or if sufficient representatives of Members do not remain present to constitute a quorum until the proceedings have been duly declared to have been concluded by the President, the meeting if convened upon the requisition of Ordinary Members, shall be dissolved; in any other case, it shall stand adjourned to a date not earlier than 5 (five) working days and not later than 15 (fifteen) working days after the date of that meeting, and, at such adjourned meeting the representatives of Members present and entitled to vote, shall constitute a quorum and may transact the business of that meeting.
- 19.5. Where a meeting has been adjourned as aforesaid, the Secretary shall, upon a date not later than 3 (three) working days after the adjournment, disseminate a written notice to each Member, which notice shall have been settled by the President, stating:
- 19.5.1. the date, time and place to which the meeting is adjourned;
  - 19.5.2. the matter before the meeting, when it was adjourned;
  - 19.5.3. the ground for the adjournment.
- 19.6. Voting shall be on a show of hands unless a poll be demanded by representatives of not less than one third of the votes available to Members represented and entitled to

vote, and in such event, the poll shall be conducted in such manner as the Chairperson of the meeting shall decide.

## **20. EXCO**

- 20.1. The Executive Committee of the Province ("Exco") shall consist of the following persons:
  - 20.1.1. The President;
  - 20.1.2. The Deputy President;
  - 20.1.3. The Treasurer;
  - 20.1.4. The Secretary;
  - 20.1.5. The Provincial Head of the Schools Chess structures;
  - 20.1.6. The Head Coach *ex officio* by virtue of his or her appointment as such;
  - 20.1.7. The Additional member.
- 20.2. There shall be a minimum of 2 (two) males and 2 (two) females amongst the members of Exco but Exco Meetings shall be deemed to be validly constituted notwithstanding the fact that at any time there are fewer than 2 (two) males or 2 (two) females present.
- 20.3. No person may serve for more than 8 (eight) consecutive years as President nor may any person serve for more than 8 (eight) consecutive years as Deputy President.
- 20.4. Exco may co-opt other individuals as members for short-term and project-orientated appointments in order to discharge specific functions provided that no co-opted member shall have a vote and provided further that although the predominant criterion for co-option shall always be merit, Exco shall, as far as possible, seek to preserve a balance of men and women members.
- 20.5. Exco shall perform *inter alia* the following functions:
  - 20.5.1. The administrative functions of the Province shall be the responsibility of Exco. In addition, Exco shall deal with any matters referred to it by the Provincial Council and shall report to the Provincial Council;
  - 20.5.2. Exco shall decide on the executive structures and administrative procedures of the Province as may be required from time to time.

- 20.5.3. Exco controls and oversees the work of all committees including any sub-committee of Exco, and has to ratify all their decisions of a major nature.
- 20.6. Members of Exco shall vote on all resolutions by a show of hands.
- 20.7. Members of Exco shall decide on all matters by a simple majority vote of those present at the meeting.
- 20.8. Each member of Exco shall have 1 (one) vote, and the Chairperson of any meeting of Exco shall have a second or casting vote, in the event of an equality of votes.
- 20.9. The chairperson of any meeting of Exco shall be the President, or in his or her absence the Deputy President, or in their absence such other Member of Exco as shall have been appointed at that meeting by the Members of Exco present and entitled to vote.
- 20.10. Exco shall meet not less than 4 (four) times per annum in addition to meeting at the time of each of the two bi-annual general meetings of the Provincial Council.
- 20.11. A quorum of members of Exco shall consist of not less than 3 (three) such members, and if there is not a quorum present at the appointed time and place for any meeting of Exco or if there is not a quorum present during the whole of the meeting until proceedings have been duly concluded and declared by the chairperson of that meeting to have been concluded, such meeting shall stand adjourned until a date, time and place to be determined by those members of Exco who are present at that meeting provided that such date shall not be more than 10 working days after such meeting; and at such adjourned meeting those members of Exco present and entitled to vote shall constitute a quorum and may transact the business of that meeting.
- 20.12. The Secretary shall, by such means as is most expedient and by such means as appears most appropriate in the circumstances, inform those members of Exco who were not present at the meeting of the date, time and place to which the meeting has been adjourned.
- 20.13. Any member of Exco who, without having first obtained leave of absence from Exco, shall otherwise than in circumstances beyond his or her control, not attend 3 (three) consecutive meetings of Exco, of which meetings due notice has been given, shall be deemed to have resigned from Exco.

- 20.14. No member of Exco shall be entitled to any remuneration, but all members of Exco shall be entitled to be refunded any disbursement incurred by any such member in fulfilling any duties or functions as shall be approved by Exco.
- 20.15. The Secretary shall:
- 20.15.1. Send to all Members, and to all members of Exco:
    - 20.15.1.1. Written notification of all meetings of Exco and the proposed Agenda within the stipulated time period prior to the date of the proposed meeting.
    - 20.15.1.2. Copies of the minutes and resolutions of all meetings of Exco, within 15 (fifteen) working days after the date of the relevant meeting.
  - 20.15.2. Send to all Members, and to all members of Exco:
    - 20.15.2.1. Written notification of all meetings of the Provincial Council and the proposed Agenda, in the stipulated time period prior to the date of the proposed meeting.
    - 20.15.2.2. Copies of the minutes and resolutions of all meetings of the Provincial Council, within 15 (fifteen) working days after the date of the relevant meeting.
- 20.16. Any Member shall be entitled to have a representative attend and speak, but not vote, at any meeting of Exco; provided such Member shall have submitted written notification to the Secretary of such intention and the full details of any matter such member is desirous of raising at such Meeting, not less than 5 (five) working days prior to the date of such meeting.



**21. POWERS OF EXCO**

- 21.1. Except where otherwise stated herein and subject to the provisions of this Constitution, Exco shall be vested generally with all such powers and authorities as are necessary to perform its functions as stated herein and to promote and attain the objects of the Province and, without in any way limiting the generality of the foregoing, Exco shall have all such powers and authorities specifically mentioned hereunder.
- 21.2. Exco shall control all expenditure of the funds of the Province and shall not incur any liability nor enter into any commitment which cannot be discharged out of the funds of the Province.
- 21.3. No cheque or promissory note drawn on behalf of the Province shall be valid unless signed by any 2 (two) of the President, the Deputy President, the Treasurer, the Secretary, or any other official of the Province who has been authorised by Exco to have signing powers. The same restriction applies *mutatis mutandis* to electronic (Internet) payments.
- 21.4. Exco shall be entitled to make any and all by-laws or regulations necessary to promote the aims and objects of the Province and such by-laws and/or regulations shall be binding upon members. Such regulations shall be ratified at the next General Meeting of the Provincial Council.
- 21.5. Exco may delegate the exercise of any of its powers and functions to one of its members, or a Committee established in terms of this Constitution, or to a sub-committee of Exco.
- 21.6. In addition to the foregoing, Exco shall:
- 21.6.1. undertake and perform all such duties and functions as shall be decided by the Provincial Council;
  - 21.6.2. formulate recommendations and resolutions for the consideration of the Provincial Council and prepare the agenda for Provincial Council meetings;
  - 21.6.3. refer matters to the Ethics Committee for investigation and/or the conduct of disciplinary proceedings in respect of any infringement of this Constitution or the by-laws, rules or regulations, including the Code

of Conduct in force from time to time, or the violation of the Rules of the Game and to enforce the sanctions imposed by the Ethics Committee whether by way of fines, or suspension or banning/ exclusion from participating in any championships or event or the activities of the Province or by way of withdrawing monies for which any person would otherwise be eligible. For the purposes of this Constitution, all events and championships of whatsoever nature organised and/or run by Members of the Province shall be deemed to be under the auspices of the Province;

- 21.6.4. impose and collect levies, subscriptions, dues and imposts;
- 21.6.5. arrange, control, regulate and promote events, championships and any other forms of competition;
- 21.6.6. employ any person upon such terms and conditions as shall be decided and, when considered necessary or desirable, terminate the employment of any such person.
- 21.6.7. decide upon and resolve any dispute between any Members and/or Clubs and/or persons who are members of such Clubs;
- 21.6.8. subject to the provisions of this Constitution, determine the areas or jurisdiction of Members and vary or alter such areas from time to time when necessary;
- 21.6.9. co-opt any person to Exco as may be required to achieve the objects of the province or fulfil any purpose incidental thereto;
- 21.6.10. form sub-committees, consisting of one or more persons, for any purpose incidental to the objects and powers of the Province and, subject to this Constitution, by-laws, rules and regulations, delegate such of its powers to such sub-committees as may be required;
- 21.6.11. appoint special advisers and consultants, for any purposes, and terminate such appointment/s;
- 21.6.12. consider and make a recommendation to the Provincial Council in regard to any application for membership of the Province;

- 21.6.13. open accounts with any recognised commercial banking or other financial institution, and invest any funds of the Province and pay any such funds to any person (natural, corporate or otherwise) who has a valid claim for payment against the Province;
- 21.6.14. decide upon the criteria for the award of Provincial Colours and appoint Provincial selectors for the selecting of teams to whom colours may be awarded;
- 21.6.15. ensure that full and proper books of accounts are kept in accordance with sound accounting principles;
- 21.6.16. ensure that the said books of account and all records of the Province's finances and assets are duly audited each year as soon as is practicable after the financial year end of the Province which shall be 30 September of each year and that annual financial statements are prepared for approval at the A.G.M.;
- 21.6.17. deal with any question or issue arising out of or relating to or incidental to non-racialism as described in the Schedule One of the Rules and Regulations of CHESS S.A.;
- 21.6.18. deal with any question or issue arising out of or relating to or incidental to non-sexism or discrimination on any grounds as referred to in this Constitution.
- 21.6.19. address any question or issue or matter concerning or incidental to development including budgeting for and expenditure on development;
- 21.6.20. approve the employment and termination of employment of staff by the Province including all matters incidental thereto and the review from time to time of all existing contracts of employment of staff and all matters incidental thereto;
- 21.6.21. decide any question, issue or matter relating to emblems, colours, or anthems for the Province;
- 21.6.22. make recommendations on any question or issue relating to the affiliation to or disaffiliation from any other body;

- 21.6.23. decide any question or issue relating to the use of CHES facilities and/or other facilities incidental thereto and/or the standard thereof.

**22. ELECTION OF THE PRESIDENT, DEPUTY PRESIDENT, TREASURER, SECRETARY AND THE OTHER MEMBERS OF EXCO**

- 22.1. There shall be biennial elections for the elected positions on Exco to be held at the second meeting of the Provincial Council in each odd-numbered year. The elections shall be conducted by an Elections Officer appointed by Exco and assisted by the Secretary.
- 22.2. Each Member shall be entitled to nominate 1 (one) individual for election as President, 1 (one) individual for election as Deputy President, 1 (one) individual for election as Treasurer, 1 (one) individual for election as Secretary and 1 (one) individual for election as Additional member.
- 22.3. The representative of the Schools shall be elected by the Schools Chess structures.
- 22.4. The Head Coach shall be appointed by elected members of the new Exco at its first meeting to be held within a period of 1(one) month after the date of the Elective A.G.M. at which the other members of the new Exco were elected.
- 22.5. Each nomination by a Member shall be in writing, shall be seconded on behalf of any other Member and shall be signed by the nominee to indicate his or her acceptance of the nomination.
- 22.6. It shall be permissible for the same individual to be nominated for more than one office/position. The nomination for any alternative post is conditional upon him or her not being elected to the first post for which he or she is nominated.
- 22.7. No less than 45 (forty-five) days before the election date, the Secretary shall send notification to every Member and Exco member:
- 26.11.1 informing them that the elections for Exco are to take place at the next meeting of the Provincial Council and of the date and place of this meeting;
- 26.11.2 advising them of the name of the appointed Elections Officer (who shall not be a member of Exco);

- 26.11.3 providing them with an extract of those provisions of the Constitution which are relevant to the elections; and
  - 26.11.4 calling for nominations for each position on the Exco to be filled by election.
- 22.8. All such written nominations, together with a copy of a brief *curriculum vitae* of the nominee, shall be received by the Elections Officer not less than 30 (thirty) days prior to the date of elections.
- 22.9. No less than 20 (twenty) days before the election date, the Elections Officer shall send to every Member and every Exco member a list of the nominations received with their *curricula vitae*.
- 22.10. If no nominations are received for the election of the President, the current President shall continue in office until the first meeting of the new Exco after that A.G.M., at which the elected members of the new Exco shall elect from their ranks an individual as the President and shall further fill the vacant position on Exco so occurring by the election of an individual from the ranks of the unsuccessful nominees at the elections held by the Provincial Council. The same shall apply *mutatis mutandis* in the event of there being no nominations for the positions of Deputy President, Treasurer and Secretary or if any position could not be filled at the elections for reasons of the gender requirements referred to hereunder.
- 22.11. If there is more than one nomination for any of the posts of President, Deputy President, Treasurer and Secretary, then such posts shall be elected separately by secret ballot, such elections to be held in the sequence aforesaid.
- 22.12. The nominee who is successful by commanding a majority vote shall be appointed to the position. The unsuccessful nominee shall not be passed to other positions unless he was properly nominated for those positions.
- 22.13. Election will be by an outright majority of those voting, i.e. the successful candidate must win at least 50% (fifty per centum) of the total votes casted, regardless of the number of candidates for the particular position. If the first round of voting does not produce an outright winner, the candidate with the least number of votes will drop out (if two candidates tie for last place, they both drop out) and further rounds of voting will take place in similar fashion until one candidate emerges as the outright winner.

- 22.14. Once the number of men elected reach 2 (two), no other male candidate shall be eligible for election until at least 2 (two) women have been elected and thereafter the remaining male candidates shall again be eligible for election and the remaining positions on Exco shall be filled by the candidates who have received the highest number of votes irrespective of the gender of the candidates.
- 22.15. Once the number of women elected reach 2 (two), no other female candidate shall be eligible for election until at least 2 (two) men have been elected and thereafter the remaining female candidates shall again be eligible for election and the remaining positions on Exco shall be filled by the candidates who have received the highest number of votes irrespective of the gender of the candidates.
- 22.16. Each person who votes shall record a vote for not more and not less than the number of vacancies.
- 22.17. Any elected member of Exco shall hold office for a period of two years until the date of the following elections, unless he or she resigns, or is removed from office by virtue of a vote of no confidence adopted by the Provincial Council with at least a two-thirds majority, or dies, or becomes permanently incapacitated before the expiry of his or her term.
- 22.18. Exco may terminate the appointment of the Head Coach upon approval by at least a two-thirds majority of the members of Exco. This appointee shall be afforded a reasonable opportunity to make representations to Exco before Exco makes its decision.
- 22.19. If sufficient cause exists, decided by Exco by at least a two-thirds majority vote, a formal request for the replacement of the representative of Schools Chess may be directed to the Schools Chess structures.
- 22.20. No member of Exco shall represent any Member at any meeting of the Provincial Council or Exco.
- 22.21. The President, or such other member of Exco as Exco may decide, shall represent the Province at the National Council meetings of CHESS S.A.

## **23. APPOINTED REPRESENTATIVES**

23.1 In recognition thereof that there are different chess disciplines which each focuses on the promotion of chess within its own sphere of influence, the Province shall appoint the following representatives:

23.1.1 Youth Chess Representative;

23.1.2 Women's Chess Representative;

23.1.3 Adult Chess Representative;

23.1.4 Physically Challenged Chess Representative;

23.1.5 Arbiters & Organisers Representative;

23.1.6 Trainers & Managers Representative.

23.2 The Candidate for each position shall be nominated by Exco and ratified by the Provincial Council. The term of office for the appointed representatives shall be two years.

23.3 Each of the appointed representatives shall represent the Province on the corresponding Commission of CHESS S.A.

23.4 The appointed representatives shall liaise with the corresponding representatives at Regional Chess Body level.

## **24. TECHNICAL COMMITTEES**

24.1 In recognition thereof that various aspects of the duties performed by the Province require specific expertise or experience for the most effective discharge of those duties, any of the following standing committees (or any combinations thereof) may be established:

24.1.1. Finance Committee;

- 24.1.2. Constitutional Committee;
  - 24.1.3. Ethics Committee;
  - 24.1.4. Grievances Committee;
  - 24.1.5. Provincial Selections Committee;
  - 24.1.6. Ratings & Registrations Committee;
  - 24.1.7. Development Committee;
  - 24.1.8. Events Committee; and
  - 24.1.9. Public Relations Committee.
- 24.2. The convenors and membership of each Committee shall be decided by Exco and ratified by the Provincial Council. Exco shall have due regard to the consideration that the Committees should be well-represented by representatives from each of the six (6) disciplines referred to in clause 23 and maintain a balance between male and female Committee members.
- 24.3. The Committees report to Exco.
- 24.4. The Committees may formulate their own rules and procedures subject to approval by Exco.



**25. RULES, REGULATIONS, PROCEDURES AND BY-LAWS**

- 25.1. Exco shall formulate and publish the rules, regulations, procedures and by-laws ("the Rules") in force from time to time in accordance with which the affairs of the Province will be conducted. A copy of the Rules in force at any time shall be kept by the Secretary and made available, upon request, to any Member, Club, Exco member or player or other individual registered with CHESS S.A.
- 25.2. The Rules may include the following:
- 25.2.1. Roles & Responsibilities of Exco Members;
  - 25.2.2. Selection criteria;
  - 25.2.3. Code of conduct for office bearers (including a disciplinary procedure);
  - 25.2.4. Code of conduct for players and other registered individuals (including a disciplinary procedure);
  - 25.2.5. Grievance procedure.
- 25.3. Substitution and amendment of the Rules will be effected by Exco upon approval by at least a two-thirds majority of the members of the Exco.

**26. FINANCE**

- 26.1. The financial year of the Province is the 12 (twelve) month period commencing on 1 October in one year and ending on 30 September of the following year.
- 26.2. The Finance Committee shall be chaired by the Treasurer.
- 26.3. The Finance Committee shall cause to be prepared an annual budget for the ensuing year to be presented and approved at the first general meeting of the Provincial Council each year.
- 26.4. It shall be a requirement of membership for all Members to submit to the Finance Committee a copy of their financial statements within 3 (three) months from the end of their respective year-ends and the Treasurer shall report to the Provincial Council

on compliance with this requirement and such matters pursuant thereto that may be relevant to the members of the Provincial Council.

## **27. APPEALS**

**27.1** The Legal & Appeal Committee (“LAB”) of CHESS S.A. shall hear:

**27.1.1** Any internal appeals against any decision of the Provincial Ethics Committee;

**27.1.2** Any internal appeals against any decision of the Provincial Grievances Committee;

**27.1.3** Any internal appeals against any decision of the Provincial Selection Committee;

**27.1.4** Any appeals against any decision of any other organ of the Province which concerns an Ethics, Grievances or Selections matter.

**27.2** Any party aggrieved by a decision of LAB may refer the matter to SASCOC for its final determination provided the leave of LAB is first sought and obtained within a period of 21 (twenty-one) days. LAB shall grant the necessary leave if the matter is of great importance to the parties concerned and the referral sought is not judged frivolous or vexatious.

**27.3** In the absence of a referral to SASCOC, the decision of LAB shall be final and binding.

## **28. DISPUTE RESOLUTION**

**28.1** Any dispute arising out of, or in connection with, any dispute between the Province and CHESS S.A., or between the Province and any other Provincial sports federation shall be referred to SASCOC or the designated statutory body determined by the appropriate government department, for resolution through mediation or expedited arbitration in terms of the procedure for the resolution of disputes in sport. In the event of arbitration in terms of the foregoing, such resolution shall be final and binding on the parties to the dispute.

**28.2** Any dispute arising out of, or in connection with, the enforceability of this Constitution, or the application and interpretation of the provisions thereof, shall be

referred to the Constitutional Committee of CHESS S.A. whose decision will be final and binding.

28.3 Any dispute between Members of the Province, or any dispute between members of Exco, or between Exco and a Member, or between Exco or an Exco member and an individual (but excluding disputes concerning an Ethics, Grievances or Selection matter) shall be referred to the Provincial Council who may appoint a committee to enquire into the dispute and advise the Provincial Council.

28.4 Recourse to the High Courts or Magistrates Courts by a party to any chess-related dispute shall be limited to instances of an alleged violation of the provisions of this Constitution or an alleged disregard for the principles of natural justice or for purposes of obtaining urgent interdictory relief. In all other instances any disputes fall to be decided according to the dispute resolution processes provided for in this Constitution.

## 29. **NOTIFICATION**

For the purposes of this Constitution, all notifications by the Province to any person or any Member or Honorary Life Member shall, unless delivered by hand, be effective from the date of dissemination by post, and/or by hand, and/or by fax, and/or by electronic mail to the last known postal or fax or e-mail address, as the case may be, of the addressee, by any official of the Province, but all notifications to the Province by any person (natural, corporate or otherwise) or any Member or Honorary Life Member shall only be effective from the date of receipt thereof by the Secretary. In no respects shall any postal authority be, or be deemed to be, the agent of the Province.

## 30. **ALTERATION OR VARIATION OF THIS CONSTITUTION**

This Constitution may be altered or varied, at any time, by the Members in General Meeting, upon a majority vote of not less than two-thirds of the total votes available to all Members at that time, regardless if the Members are represented at such Meeting or not, provided that not less than 30 (thirty) days written notification of such Meeting, together with a copy of a proposed resolution/s shall have been given to all Members.

**31. DISSOLUTION OR WINDING UP OF THE PROVINCE**

- 31.1. The Province may be dissolved or wound-up, at any time, by the Members in General Meeting, upon a majority vote of not less than 75% (seventy five per centum) of the total votes available to all Members at that time, regardless if the Members are represented at such Meeting or not, provided that not less than 10 (ten) working days written notification of such Meeting and of any resolution aimed at dissolving or winding-up the Province shall have been given to all Members.
- 31.2. Upon dissolution or winding up of the Province, all the property and assets of the Province, after payment of all monies owing to any third parties, shall be transferred free of compensation to CHESS S.A.

This Constitution was adopted by the Membership present at the Provincial Council General Meeting held at Hoërskool Waterkloof on the 22<sup>nd</sup> day of June 2013.



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**PRESIDENT**

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**SECRETARY**