

These are the Memorandum of Association laid before the meeting and signed by the President ~~or Chairman~~ *mu* on 19 July 2008 for identification purposes to be adopted as the new Memorandum of Association in substitution for the existing Memorandum of Association.

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ROSS MASHISHI
President ~~or Chairman~~

Republic of South Africa
Companies Act, 1973

MEMORANDUM OF ASSOCIATION
of a company not having a share capital

[Section 54(1); Regulation 17(3)]

Registration No of company
2004/033949/08

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1. **NAME**

(a) The name of the association is :

SOUTH AFRICAN SPORTS CONFEDERATION AND OLYMPIC COMMITTEE
(Association incorporated under Section 21)

(b) The name of the company in the other official language of the Republic is :

NOT APPLICABLE

(c) The shortened form of the name of the company is :

SASCOC.

2. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business of SASCOC is to promote and develop high performance sport as defined in the National Sport and Recreation Amendment Act, No 18 of 2007 ("the Sport and Recreation Amendment Act") in the Republic of South Africa as well as to act as the controlling body for the preparation and delivery of Team South Africa as defined in the Sport and Recreation Amendment Act, at all multi-sport international games including but not limited to the Olympics, Paralympics, Commonwealth Games, World Games and All Africa Games.

3. MAIN OBJECT

The main object of SASCOC is to promote and develop high performance sport and recreation in the Republic of South Africa as well as and to act as the controlling body for the preparation and delivery of Team South Africa at all multi-sport international games including but not limited to the Olympics, Paralympics, Commonwealth Games, World Games and All Africa Games.

Furthermore, the mission of SASCOC is to develop, promote and protect the Olympic Movement in the Republic of South Africa, in accordance with the Olympic Charter.

4. ANCILLARY OBJECTS INCLUDED

The following ancillary objects to the main object of SASCOC are specifically included:-

4.1. to assume those functions relating to high performance sport which were carried out by the following controlling bodies before the establishment of SASCOC :-

- 4.1.1. Disability Sport South Africa (Association incorporated under Section 21);
- 4.1.2. National Olympic Committee of South Africa;
- 4.1.3. South African Commonwealth Games Association (Association incorporated under Section 21);
- 4.1.4. South African Sports Commission;

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- 4.1.5. South African Student Sports Union;
- 4.1.6. Sport and Recreation South Africa;
- 4.2. to affiliate to and/or be recognised by the appropriate international, continental and regional sport organisations for high performance sport and for that purpose act as the recognized national entity for the Republic of South Africa;
- 4.3. to promote the fundamental principles and values of Olympism in the Republic of South Africa, in particular, in the fields of sport and education, by promoting Olympic educational programmes in all levels of schools, sports and physical education institutions and universities, as well as by encouraging the creation of institutions dedicated to Olympic education, such as a National Olympic Academy, an Olympic Museum and other programmes, including cultural, related to the Olympic Movement;
- 4.4. to encourage the development of sport for all;
- 4.5. to help in the training of sports administrators;
- 4.6. to take action against any form of discrimination and violence in sport;
- 4.7. to adopt and implement the World Anti-Doping Code, thereby ensuring that SASCOC's anti-doping policies and rules, membership and/or funding requirements and results management procedures conform with the World Anti-Doping Code and respect all the rules and responsibilities for NOC's that are listed within the World Anti-Doping Code;
- 4.8. to initiate, negotiate, arrange, finance and control where necessary, multi-sport tours to and from the Republic of South Africa inclusive of events between teams and/or individuals;
- 4.9. to ensure, and if necessary approve, that the bidding process relating to the hosting of international sporting events in the Republic of South Africa or any other events are in compliance with the necessary rules and regulations relating to same;
- 4.10. in particular, SASCOC shall have the exclusive authority to select and designate the city which may apply to organise the Olympic Games in the Republic of South Africa;
- 4.11. to facilitate the acquisition and development of playing facilities including the construction of stadia and other sports facilities;
- 4.12. to ensure close co-operation with both the government and private sector, relating to all aspects of Team South Africa; and



4.13. to ensure the overall protection of symbols, trademarks, emblems or insignia of the bodies referred to in 4.2 falling within SASCOC's jurisdiction.

5. ANCILLIARY OBJECTS EXCLUDED

All ancillary objects which are not in accordance with the main object are excluded from the unlimited ancillary objects of SASCOC referred to in Section 33(1) of the Act.

6. POWERS

6.1. The specific powers or part of any powers of the Company, if any, which are excluded from the plenary powers or the powers set out in Schedule 2 of the Act:

6.1.1. the power to distribute *in specie* or in kind any of its assets among its Members, as referred to in item (s) of Schedule 2 of the Act;

6.1.2. the power to undertake and execute any trust, as referred to in item (p) of Schedule 2 of the Act; and

6.1.3. the power to act as principals, agents, contractors or trustees, as referred to in item (q) of Schedule 2 of the Act.

6.2. The specific powers or part of any specific powers of the Company set out in Schedule 2 to the Act, if any, which are qualified under Section 34 of the Act:

6.2.1. stipulating that the powers under items (a), (b), (c), (d), (e) and (f) will only be executed in accordance with the main object of SASCOC;

6.2.2. amending the power referred to in item (g) to read "*The funds of SASCOC will be used solely for the objects for which it was established or shall be invested with registered financial institutions as defined in Section 1 of the Financial Services Board Act (Act No 97 of 1990) as amended, or in securities listed on a stock exchange as defined in the Securities Services Act (Act No 36 of 2004) or in such other prudent investments in financial instruments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations.*";

6.2.3. the amendment of power (j) by the addition of the words "*but only in respect of any affiliate or Member of the Association*";

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- 6.2.4. the amendment of item (n) to read *"to remunerate any person or persons in cash for services rendered in its formation or in the development of its business"*;
 - 6.2.5. by the addition of the words *"only in accordance with the main object of SASCOC and take reasonable steps to ensure that the funds are utilised for the purposes for which they had been provided"* at the end of item (o);
 - 6.2.6. paragraph (r) will read *"to pay gratuities and pensions and establish pension schemes in respect of employees"*; and
 - 6.2.7. the powers referred to in items (k), (l) and (m) will only be exercised by SASCOC if the object of such other companies is to carry on approved public benefit activities and such activities are exempt from the payment of income tax in terms of Section 30 of the Income Tax Act.
- 6.3. Without derogating from the generality of the plenary powers and powers of SASCOC conferred upon it by the Act, but subject, however, to exclusions and qualifications referred to in clauses 6.1 and 6.2 respectively, SASCOC shall have the power to:
- 6.3.1. award National Colours and confer honours and awards on individuals in recognition of their contribution to sport in the Republic of South Africa;
 - 6.3.2. establish, manage, coordinate and monitor an academy system for South African sport as a performance pathway for talented and elite athletes throughout the country;
 - 6.3.3. select, on recommendation from the relevant National Sports Federations (if any), and present multi-sport teams for international and representative competitions at all levels, in terms of National and International Sports Federation Statutes, Rules and Regulations; and
 - 6.3.4. elect or nominate any individual or individuals to represent it at any national, regional or international forums as and when the need may arise.

7. CONDITIONS

Any special conditions which apply to SASCOC, and the requirements, if any, additional to those prescribed in the Companies Act, 1973, (as amended), for their alteration, are as follows:

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- 7.1. The income and property of SASCOC whencesoever derived shall be applied solely towards the promotion of its main object and no portion thereof shall otherwise be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the Members of SASCOC or to its holding company or subsidiary.
- 7.2. Any property of SASCOC and the use thereof and any income accruing to SASCOC shall be applied solely towards SASCOC and SASCOC shall not engage in any transaction with a view to the pecuniary gain or profit of its Members. No Member shall make a profit out of their membership except in the case of and as a salaried officer of SASCOC.
- 7.3. Upon its winding-up, deregistration or dissolution, the assets of SASCOC remaining after the satisfaction of all its liabilities shall be given or transferred to another Public Benefit Organisation, exempted from income tax in terms of section 30 of the Income Tax Act having objects similar to the main object of SASCOC, as may be determined by the Members of SASCOC at or before the time of its dissolution or, failing such determination, then by the Court.
- 7.4. All donations to SASCOC must be irrevocable.
- 7.5. SASCOC may be dissolved, liquidated or wound up by a special resolution of a special meeting of the Members of the General Meeting convened for the purpose of considering such matter.
- 7.6. The activities of SASCOC (or substantially the whole thereof) will be carried out in the Republic of South Africa.
- 7.7. SASCOC will not carry on any business undertaking or trading activity unless specifically permitted in terms of Section 30(3)(b)(iv) of the Income Tax Act.
- 7.8. The members of SASCOC, except for professional sports administrators, shall not accept any compensation or bonus of any kind in consideration of their services or the performance of their duties. However, SASCOC may consider remuneration, having regard to what is generally considered reasonable in relation to service rendered but will not economically benefit any person in a manner which is not consistent with its objects.

8. **PRE-INCORPORATION CONTRACTS (IF ANY)**

None.

9. **GUARANTEE**



- 9.1. The liability of Members is limited to the amount referred to hereunder.
- 9.2. Each Member undertakes to contribute to the assets of SASCOC in the event of its being wound up either while they are Members or within one year thereafter, for the purpose of payment of the debts and liabilities of SASCOC contracted before they ceased to be a Member, and of the costs, charges and expenses of the winding-up, and for adjustment of the rights of the contributories amongst themselves, an amount of R1,00 (one rand).

10. **ALTERATION OF MEMORANDUM**



SASCOC may by special resolution make additions to or alter the provisions of this Memorandum of Association ("Memorandum") with respect to the objects and powers of SASCOC. Any amendments to the Memorandum or Articles of Association shall be submitted to the South African Revenue Services, the Director of Non-Profit Organisations and the Companies and Intellectual Property Registration Office.

11. **FINANCIAL YEAR END**

The financial year end of SASCOC ends on the last day in March.



These are the Articles of Association laid before the meeting and signed by the President or ~~Chairman~~ on 19 JULY 2008 for identification purposes to be adopted as the new Articles of Association in substitution for the existing Articles of Association.


MOSS MASHISHI 
President of ~~Chairman~~

Republic of South Africa
Companies Act, 1973

ARTICLES OF ASSOCIATION
of a company not having a share capital

[Section 60(1); Regulation 18]

Registration No of company
2004/033949/08

Name of Association :

SOUTH AFRICAN SPORTS CONFEDERATION AND OLYMPIC COMMITTEE
(Association incorporated under Section 21)



A. The Articles of Table A contained in Schedule 1 to the Companies Act, 1973, shall not apply to the SASCOC.

B The Articles of the Association are as follows:-

1. **DEFINITIONS**

In these Articles, unless the context indicates otherwise:-

- 1.1. "All Africa Games" means the All Africa Games as organised by the Supreme Council for Sport in Africa;
- 1.2. "Articles" means these Articles of Association of SASCOC from time to time, which forms part of SASCOC's Constitution;
- 1.3. "Article" means the relevant article or sub-article of these Articles;
- 1.4. "Associate Member" means an Associate member contemplated by Article 6.2;
- 1.5. "Athletes' Commission" means a Board Committee of SASCOC whose members are those athletes serving on the Athletes' Commission on behalf of Olympic and non-Olympic sports as contemplated in Article 6.7;
- 1.6. "Board" means the board of directors of SASCOC as contemplated by Article 9, who shall for the purposes of the Companies Act, be the directors of SASCOC;
- 1.7. "Board Committee" means the committees of the Board appointed by the Board of SASCOC;
- 1.8. "Calendar year" means 1 January to 31 December;
- 1.9. "CAS" means the Court of Arbitration for Sport, presently constituted and domiciled in Switzerland;
- 1.10. "Chief Executive Officer" means the Chief Executive Officer contemplated by Article 9.2.4;
- 1.11. "Commonwealth Games" means the Commonwealth Games as organised by the Commonwealth Games Federation;
- 1.12. "Companies Act" means the Companies Act, No 61 of 1973, as amended or any other act which replaces it;

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- 1.13. "CGF" means the Commonwealth Games Federation as defined in the Constitution of the CGF;
- 1.14. "Constitution" means the Memorandum, Articles, Rules and Regulations of SASCOC;
- 1.15. "Constitution of the Republic" means the Constitution of the Republic of South Africa Act, No 108 of 1996, as amended;
- 1.16. "Co-operation Agreement" means the co-operation agreement signed on 19 August 2003 by SASC, NOCSA, DISSA, SACGA, SRSA, SASSU and USSASA;
- 1.17. "Credentials" means the requisite documentation conferring either expressly or impliedly on the holder of a proper mandate and authority to act;
- 1.18. "Delegate" means a delegate appointed by a Member to represent it at any General Meeting; provided that in relation to an IOC Member, Ex Officio Member and Honorary Member it shall mean that particular Member;
- 1.19. "Director of Non-Profit Organisations" means the person designated in terms of Section 8 of the Non-Profit Organisations Act, No 71 of 1997, as amended;
- 1.20. "DISSA" means Disability Sport South Africa (Association incorporated under Section 21), the macro body catering for athletes with a disability;
- 1.21. "Ex Officio Member" means an ex officio member as contemplated in Article 6.5;
- 1.22. "Founding Members" means those sport organisations who were party to the Co-operation Agreement;
- 1.23. "GAISF" means General Assembly of International Sports Federations;
- 1.24. "General Assembly" means the general assembly of SASCOC as contemplated by Article 9.1;
- 1.25. "General Meeting" means any general meeting of the Members and includes an annual general meeting, a quadrennial general meeting, a special general meeting or any ordinary general meeting;
- 1.26. "High Performance Sport" means the high level participation in major, international sporting events including but not limited to world championships and other international multi-sport

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events such as Olympic Games, Commonwealth Games, Paralympic Games and All Africa Games;

- 1.27. "Honorary Member" means an honorary member as contemplated by Article 6.8;
- 1.28. "Income Tax Act" means the Income Tax Act, No 58 of 1962, as amended;
- 1.29. "International Sports Federation" means an International Sports Federation recognised by the IOC and/or GAISF;
- 1.30. "IOC" means International Olympic Committee as defined by the Olympic Charter;
- 1.31. "IOC Member" means an individual as contemplated in Article 6.4;
- 1.32. "IPC" means International Paralympic Committee, the supreme authority of the paralympic movement and in particular the Paralympic Games, presently registered in Bonn, Germany;
- 1.33. "Member" means a National Sports Federation, Associate Member, Special Organisational Member, IOC Member, Ex Officio Member, Provincial Member, Athletes' Commission and Honorary Member;
- 1.34. "Member in good standing" means a Member who has complied with all obligations imposed upon Members by the Constitution of SASCOC;
- 1.35. "Memorandum" means the Memorandum of Association of SASCOC from time to time, which forms part of SASCOC's Constitution;
- 1.36. "National Colours" means those colours as contemplated in the National Sports Colours Regulations, 2001;
- 1.37. "National Sports Federation" means a national governing body of a code of sport or recreational activity in the Republic recognised by the relevant international controlling body as the only authority for the administration and control of the relative code of sport or recreational activity in the Republic and which successfully applies for recognition as the sole governing body of that sport in the Republic in terms of the Constitution of SASCOC;
- 1.38. "NLDTF" means the National Lottery Distribution Trust Fund;
- 1.39. "NOCSA" means the National Olympic Committee of South Africa;
- 1.40. "Office" means the registered office of SASCOC;



- 1.41. "Officer" means any officer of the company, including but not limited to the Chief Executive Officer, the Secretariat or the Public Officer;
- 1.42. "Olympians" means such athlete or athletes who have represented South Africa at an Olympic Games;
- 1.43. "Provincial Member" means a provincial member as contemplated by Article 6.6;
- 1.44. "Quadrennial General Meeting" means a General Meeting held every 4 (four) years at which the Board will be elected;
- 1.45. "Quorum" means 50% (fifty per cent) plus 1 (one) of the Members of SASCOC entitled to vote at General Meetings and 50% (fifty per cent) plus 1 (one) of the directors at Board meetings or 50% (fifty per cent) plus 1 (one) appointed members of Board Committees of SASCOC;
- 1.46. "Register" means the register of Members kept in terms of the Companies Act;
- 1.47. "Regulations" means regulations made by the Board from time to time and which forms part of the Constitution of SASCOC;
- 1.48. "Republic" means the Republic of South Africa;
- 1.49. "Rules" means rules made by the General Meeting from time to time and which forms part of the Constitution of SASCOC;
- 1.50. "SACGA" means South African Commonwealth Games Association;
- 1.51. "SASC" means the South Africa Sports Commission;
- 1.52. "SASCOC" means South African Sports Confederation and Olympic Committee (Association incorporated under section 21);
- 1.53. "SASSU" means South African Student Sports Union;
- 1.54. "Secretariat" means the secretary of SASCOC for the time being or any person authorised to act in their stead;
- 1.55. "Special Organisational Member" means a special organisational member contemplated by Article 6.3;

- 1.56. "Sport or Recreation Body" means any national federation, agency or body, including a trust or registered company of such a national federation, agency or body, involved with the administration of sport or recreation at national level;
- 1.57. "SRSA" means Sport and Recreation South Africa;
- 1.58. "Steering Committee" means the committee appointed by the Minister of Sport and Recreation for ensuring the process to be followed in the implementation of the Constitution, of SASCOC was followed and the Steering Committee was automatically then disbanded;
- 1.59. "Team South Africa" means the brand known as Team South Africa, owned by SASCOC;
- 1.60. "USSASA" means United School Sport Association of South Africa;
- 1.61. "Vice-President" means either the first or second Vice-President, as the case may be;
- 1.62. "World Games" means the international games recognised by GAISF;
- 1.63. words importing the singular include the plural and *vice versa*;
- 1.64. any word importing one gender includes the others;
- 1.65. clause and paragraph headings are for purposes of reference only and shall not be used in interpretation.

2. PREAMBLE

- 2.1. The Founding Members, which consist of South African sporting organisations and sportspersons, have unequivocally pledged to unite and commit themselves towards an improved system based upon the principles of equal opportunity, non racialism and non sexism for all persons, and have dedicated themselves to ensuring equitable development at national and representative level, which ensures the implementing of co-ordinated sports procedures and policies, which would ensure high performance levels of athleticism, thus allowing delivery of Team South Africa by the pooling of activities, resources, experience and expertise, as well as co-ordinating the preparation, presentation and delivery of Team South Africa to any high performance event worldwide.
- 2.2. SASCOC, an organisation belonging to the Olympic Movement, undertakes to respect the provisions of the Olympic Charter and to abide by the decisions of the IOC. Furthermore, SASCOC undertakes, in accordance with our mission and role at national level, to participate in actions to promote peace and to promote women in sport. SASCOC also

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undertakes to support and encourage the promotion of sports ethics, to fight against doping and to demonstrate a responsible concern for environmental issues.

3. **AREA OF JURISDICTION**

SASCOC shall have jurisdiction in the Republic and over its Members, officials and athletes through SASCOC membership, wherever they may be at the time while engaging in SASCOC or Team South Africa activities.

4. **HEADQUARTERS**

The headquarters of SASCOC will be in Johannesburg or as otherwise determined from time to time by the General Meeting.

5. **FLAG AND EMBLEM**

The flag and emblem adopted by SASCOC for use in relation to its activities, including the Olympic Games, shall be subject to the approval of the IOC.

6. **MEMBERSHIP**

The Members of SASCOC shall consist of the following:-

6.1. National Sports Federations

- 6.1.1. National Sports Federations affiliated to the International Federations governing sports on the programme of the Olympic Games;
- 6.1.2. National Sports Federation affiliated to other major International Federations governing sports presently not included in the programme of the Olympic Games;
- 6.1.3. National Sports Federations whose sports are practised in the Paralympic Games;
- 6.1.4. National Sports Federations affiliated to International Federations, which are listed as "Recognized International Federations" by the IOC;
- 6.1.5. National Sports Federations, not included in 6.1.1, 6.1.2 and 6.1.3, but whose sports are practised in the forthcoming Commonwealth Games and the forthcoming All Africa Games;

6.1.6. Sports Federations which are not recognized internationally, and do not have an international body, but whose activities are practiced nationally; and

6.1.7. SASCOC shall not recognize more than one National Sports Federation for each sport governed by an International Federation.

6.2. Associate Members

SASCOC may, by a majority vote taken at an Annual General Meeting or Special General Meeting convened *inter alia* for this purpose, grant Associate Member status to any other association operating on a national level and who organize national competitions on a regular basis.

6.3. Special Organisational Members

6.3.1. Sports Federations/Associations which are multi-sport and cater for special needs and interests of their members, whose sports are being practised by the National Sports Federations as defined in Article 6.1;

6.3.2. SASCOC may, by a majority vote taken at an Annual General Meeting or a Special General Meeting convened *inter alia* for this purpose, grant Special Organisational Member status to any association operating on a national level and who may or may not be affiliated to an International Organisation and who do not organize national competitions on a regular basis; and

6.3.3. Special Organisational Members will be entitled to attend and speak at meetings, but do not have voting rights at any SASCOC meetings.

6.4. IOC Members

IOC Members shall be those individuals representing the IOC in South Africa, if any. Such Member shall have the right to vote at any meeting of SASCOC.

6.5. Ex Officio Members

The members of the Board shall also be Members of SASCOC in an *ex officio* capacity and shall be entitled to attend, speak and vote at any Board Meeting or General Meeting of SASCOC.

6.6. Provincial Members

Those provincial structures recognised by SASCOC as the coordinating bodies for sport in each province of South Africa will be entitled to attend and speak but not to vote at any General Meeting of SASCOC.

6.7. Athlete's Commission

The Athletes' Commission is composed of athletes who compete or have competed internationally in any sports whose National Sports Federation is a member of SASCOC. Members shall be eligible to continue serving on the Athletes' Commission for no longer than 8 (eight) years after the athlete represented the country or until the Quadrennial General Meeting whichever is the latest. The Commission shall comprise of 10 (ten) persons including but not less than 3 (three) females, 1 (one) person who competed in the sport for the disabled and not more than 1 (one) person from any single sport. Not less than 50% (fifty per cent) of the members of the Athletes' Commission shall be Olympians (i.e. athletes who competed in the Olympic Games). It is specifically recorded that the Athletes' Commission shall elect from amongst themselves 2 (two) persons, who shall represent them at the General Meetings of SASCOC and 1 (one) person who shall be a member of the Board. The person elected to be a member of the Board shall be an Olympian. The Athletes' Commission is a Committee of the Board of SASCOC.

6.8. Honorary Members

6.8.1. The General Meeting, on the proposal of the Board, may grant the titles of Honorary Member to a person or persons who have rendered meritorious service to SASCOC.

6.8.2. An Honorary Member shall be invited to attend General Meetings but shall not have the right to vote.

6.8.3. The General meeting shall have the power to withdraw the Honorary Membership conferred on any person or persons at any time, on good cause being shown to them.

6.9. Termination of Membership

SASCOC may, by resolution at a General Meeting, with a 2/3rds (two thirds) majority, withdraw the membership contemplated by Articles 6.1 to 6.3 and 6.5 to 6.8 in which event the relevant Member will cease forthwith to be a Member of SASCOC.



7. SUBORDINATE STATUS OF MEMBERS

7.1. Members shall be subordinate to SASCOC and must comply with the Constitution of SASCOC and any directives issued by SASCOC from time to time subject to the proviso that any directive shall not be in conflict with any requirement of the relevant international body to which the Member is affiliated.

7.2. Members' constitutions and any rules or regulations formulated thereunder shall not be in conflict with the constitution of their international body, IOC Olympic Charter, and/or the Constitution of SASCOC.

8. MEMBERSHIP MATTERS TO BE REGULATED IN THE RULES

8.1. The Rules may regulate any matters relating to membership, including but not limited to the following matters:

8.1.1. the criteria and procedure for acceptance of Members;

8.1.2. the colours and emblems of national Members;

8.1.3. the membership fees and subscriptions to be paid by Members;

8.1.4. the obligations of Members with respect to financial statements and books of accounts;

8.1.5. the grounds on which Members may be suspended from SASCOC;

8.1.6. any amendment to any Member's constitution.

8.2. The criteria referred to in Article 8.1.1 above shall, in the case of Members referred to in Articles 6.1 to 6.3 and 6.5 to 6.8 include the following requirements:

No Member will be eligible to acquire or to retain membership of SASCOC unless it has a constitution which provides for:

8.2.1. open elections of directors and/or officers to be held at periodic intervals of not more than 4 (four) years;

8.2.2. no director and/or officer may continue to hold office continuously for more than 12 (twelve) years;



- 8.2.3. the establishment of board committees and athletes' commission;
 - 8.2.4. regular annual audited financial statements to be presented to its membership and SASCOC;
 - 8.2.5. the adoption of codes of conduct and the Governance Code for Sport in South Africa as adopted by SASCOC together with best practice relating to governance applicable to South African companies from time to time; and
 - 8.2.6. it has complied fully with such provisions of its constitution and has provided proof of such compliance to SASCOC.
- 8.3. No National Sports Federation may be affiliated to SASCOC unless it is entitled to take its own decisions on any matter connected with its affiliation independently of any external body.
- 8.4. In the event of a National Sports Federation wishing to enter into an agreement with any company, which may change the status of the National Sports Federation and its affiliation with SASCOC, it shall inform SASCOC of its intentions in writing and disclose all information of whatsoever nature to SASCOC, to enable SASCOC to consider the affiliation or continued affiliation of the said National Sports Federation, in the best interests of South African sport.

9. GOVERNING BODIES

9.1. General Assembly

The General Assembly shall be the supreme decision making body of SASCOC and shall comprise all Members, meeting at the occasion of a General Meeting.

9.2. Board of Directors

9.2.1. There shall not be less than 5 (five) individual directors as Board members, who are not connected persons in relation to each other, and shall comprise the following:

9.2.1.1. the President, who shall not be entitled to serve for a period in excess of 3 (three) terms in that office;

- 9.2.1.2. the 2 (two) Vice-Presidents who shall be referred to as the First and Second Vice-Presidents. As determined by Article 10, the Vice-President polling the highest number of votes in terms of the procedure set out below, shall be referred to as the First Vice-President;
- 9.2.1.3. up to 5 (five) additional elected directors as Board members;
- 9.2.1.4. any IOC Members;
- 9.2.1.5. 1 (one) representative of the Athletes' Commission;
- 9.2.1.6. any co-opted members, as determined by the Board, shall not exceed 4 (four) in number or one third of the total board complement and shall have the full powers to vote on any issues before them if elected. It is specifically recorded that if and when such additional co-opted members are appointed, the Board shall take cognisance of any gender or other sensitivity matters, including sport for the disabled, skill or expertise deficiency and independence of directors which may arise out of the election contained in Articles 9.2.1.1, 9.2.1.2, 9.2.1.3 and 9.2.1.5.
- 9.2.2. The members of the Board shall be elected in terms of Article 10 below and shall hold office for a term of 4 (four) years, but shall not be entitled to serve for longer than 3 (three) successive terms in a single elected position or 4 (four) successive terms in combined positions. Save as aforesaid, all members shall be eligible for re-election, subject to qualification, and shall retain office until their successors have been elected.
- 9.2.3. Any person, excluding the IOC Members, elected to a position on the Board must vacate their position and retire by no later than the end of the calendar year during which they attain the age of 70 (seventy) years. An IOC Member's position on the Board is terminated when their membership of the IOC ceases.
- 9.2.4. The Chief Executive Officer, who shall be employed by SASCOC on such terms as it deems fit, shall be an *ex officio* member of the Board, but shall have no voting rights at any Board or General Meetings.
- 9.2.5. The voting majority of the Board shall consist of the votes cast by the Olympic Sports Federations or their representatives.

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9.3. Powers and duties of the Board

The powers of SASCOC shall be exercised by the Board, who shall have specified powers delegated to them by the General Meeting in addition to the general powers and authority herein conferred on the Board and without in any way limiting such powers and authority, shall have the following powers and duties:

- 9.3.1. To oversee, direct, control, administer and if necessary manage, the activities of SASCOC, which shall include and shall not be restricted to:
- 9.3.1.1. the activities of SASCOC's Members;
 - 9.3.1.2. overseeing the development of High Performance Sport;
 - 9.3.1.3. inquiring into the administrative and/or financial affairs of Members, and, where necessary, to recommend corrective measures in this regard, and if these measures are not implemented to take over the administrative and/or financial affairs of the Member until these are placed on a satisfactory footing;
 - 9.3.1.4. appointing Board Committees, such as an audit, risk, nomination and remuneration and facilitate the Athletes' Commission upon such terms as it may consider necessary to give effect to its powers;
 - 9.3.1.5. suspend, fine and terminate the membership of any individual affiliated through their respective National Sports Federation to SASCOC or to suspend or fine any National Sports Federation or Member who infringes the Constitution, directives or resolutions of SASCOC, or engages in any act of misconduct, improper practices, misdemeanour, acts of defiance, or brings SASCOC into disrepute;
 - 9.3.1.6. the appointment and removal of the Chief Executive Officer of SASCOC;
 - 9.3.1.7. the preparation, approval, implementation and monitoring of a detailed strategy plan, business plan and budget for SASCOC and its activities;
 - 9.3.1.8. the adoption of a Governance Code for Sport and codes of conduct and best practice in line with the principles of corporate governance applicable to companies in the Republic from time to time;

- 9.3.2. To appoint Board Committees as and when the necessity arises, which committees shall consist of a chairperson who shall be a member of the Board and such other members as are deemed necessary. It is specifically recorded that such Board committees shall take cognizance of the composition of the Board in appointing the relevant committees and more in particular shall be cognisant of any imbalances or sensitivities in respect of representivity, equity or disability issues, but having regard for performance, the necessary experience and expertise. Independent individuals, with the necessary expertise or experience and skills should be co-opted on to Board Committees to achieve objectivity and independence. Board Committees should be charged with investigating specific issues and making recommendations to the Board for decision. The foregoing applies to all Board Committees save with the exception of the Judicial Committee which remains independent.
- 9.3.3. In matters of mutual interest, SASCOC and any eligible Members may enter into a written agreement covering issues such as the establishment of a joint liaison committee, selection of the national team, communication, competitions whether national or otherwise, compensation, levies, disputes, officials, coaches and the like.
- 9.3.4. Subject to the Constitution of SASCOC to delegate any of its powers or functions to the Management Committee, a Board committee, judicial committee or other committee. Such body to revert to the Board with recommendations for decisions.
- 9.3.5. To approve the budget and all intended expenditure of SASCOC which is then presented to a General Meeting for acceptance.
- 9.3.6. To enact, repeal and amend the Rules and Regulations of SASCOC, provided that:-
- 9.3.6.1. the Board may make no Regulation which is inconsistent with the Constitution of SASCOC and
- 9.3.6.2. any Regulation made by the Board shall be tabled at the next General Meeting of SASCOC and will be of no force and effect beyond the date of that General Meeting unless it is ratified at the General Meeting.
- 9.3.7. The Board shall meet at least 4 (four) times per annum.

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10. **ELECTION OF OFFICERS**

- 10.1. Subject to the provisions of this Article, the election of Board members shall be by vote of Delegates present at a Quadrennial Annual General Meeting of SASCOC.
- 10.2. Only nominees of Members in good standing and who are citizens or permanent residents of the Republic shall be eligible for election as a member of the Board.
- 10.3. Employees of SASCOC are not eligible to stand for election onto the Board of SASCOC and Board Members of SASCOC are not eligible for full or major time employment by SASCOC.
- 10.4. Elected directors and officers of SASCOC shall not accept appointment or election to any international sports body without prior written approval of the Board. It is specifically recorded, however, that should a situation not provided for arise at any international sports meeting, such member may accept an appointment provided that such approval has been telephonically approved by the President and/or Board and which approval shall be confirmed in writing within 72 (seventy two) hours of the elected official returning to the Republic failing which such approval shall be null and void and the elected official shall be required to vacate their respective office.
- 10.5. Employees of SASCOC shall not accept appointment and/or election to any international sports body or a member without prior written approval of the Board. It is specifically recorded, however, that should a situation arise at any international sports meeting, such employee may accept an appointment provided that such appointment has been telephonically approved by the President and/or Board and which approval shall be confirmed in writing within 72 (seventy two) hours of the employee returning to the Republic failing which such approval shall be null and void and the employee shall be required to vacate his/her respective office.
- 10.6. No approved Delegate of SASCOC to any meeting of any third party shall be permitted to accept nomination for election to that body or any of its committees without the prior written approval of the SASCOC Board. It is specifically recorded, however, that should a situation arise at any international sports meeting, such Delegate may accept an appointment provided that such appointment has been telephonically approved by the President and/or Board and which approval shall be confirmed in writing within 72 (seventy two) hours of the Delegate returning to the Republic failing which such approval shall be null and void and the Delegate shall be required to vacate his/her respective office.
- 10.7. Each Delegate present at the Quadrennial General Meeting shall have a vote determined by the voting strength referred to in Article 16 in any election of Board members, provided that

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no Delegate shall be entitled to vote unless the Member which they represent is a Member in good standing.

- 10.8. Any Member in good standing shall be entitled to submit nominations for the President, the two Vice-Presidents and the Board members referred to in Articles 9.2.1.1, 9.2.1.2 and 9.2.1.3.
- 10.9. A candidate may be nominated for more than one office provided that if and when elected to a particular office, the candidate's remaining nominations shall lapse.
- 10.10. 60 (sixty) days prior to the date of the Quadrennial General Meeting the Chief Executive Officer, or the Secretariat (on behalf of the Board), shall distribute nomination forms to Members per registered post.
- 10.11. Members shall submit the original nomination forms to SASCOC's auditor such that they are received at least 30 (thirty) days prior to the date of the Quadrennial General Meeting. The closing date and time shall be specified in a circular distributed by the Chief Executive Officer, or the Secretariat (on behalf of the Board), with the nomination forms.
- 10.12. No nomination form will be accepted by SASCOC unless:
 - 10.12.1. the nomination form is signed by the President/Chairperson and the Secretary of the Member submitting the nomination; and
 - 10.12.2. the nominee has submitted to the auditor their signed acceptance of the nomination on the form provided for this purpose, or on a copy or facsimile thereof, and this signed acceptance has been received by the auditor at least 30 (thirty) days prior to the date of the Quadrennial General Meeting.
- 10.13. The onus shall be on the Member concerned to ensure that nominations and acceptances are received by the auditor on or before the closing date.
- 10.14. Within 7 (seven) days after the closing date for nominations, the auditor shall submit a list of those persons properly nominated to the Chief Executive Officer, or the Secretariat (on behalf of the Board). The original nomination forms shall be retained by the auditor.
- 10.15. The Chief Executive Officer, or the Secretariat (on behalf of the Board), shall send the list of nominations as received from the auditor to all Members along with the agenda for the Quadrennial General Meeting at least 21 (twenty one) days prior to the date of the meeting.



- 10.16. Prior to the commencement of the elections, the meeting shall appoint an electoral officer and two other persons as scrutineers who are not candidates for office, to conduct the elections.
- 10.17. Should there be fewer nominations than there are vacancies to be filled, those persons presently occupying office, shall subject to eligibility continue in office for the further period.
- 10.18. The first person to be elected shall be the President. Should only 1 (one) nomination be received, that candidate shall be declared duly elected.
- 10.19. Following the election of the President, the two Vice-Presidents shall then be elected. Should only 2 (two) nominations be received, the candidates shall be declared duly elected. Should more than 2 (two) nominations for these positions be received, then such nominations will be determined by means of a ballot with the two candidates polling the most number of votes elected to the positions of Vice-Presidents. If the second and/or third ballot does not yield a candidate polling more votes than any other candidate the electoral officer will draw the name of one candidate who shall be declared the successful candidate in the event of the election not yielding 2 (two) candidates who poll more votes than any of the other candidates:
- 10.19.1. if 1 (one) candidate polled the highest number votes, they will be elected first Vice-President and there will be a second ballot in respect of all candidates who polled the second highest number of votes;
- 10.19.2. if no single candidate polled the highest number of votes, there will be a second ballot in respect of all candidates who polled the highest number of votes elected to the positions of Vice-Presidents. If the second ballot does not yield a candidate polling more votes than any other candidate the electoral officer will draw the name of 1 (one) candidate who shall be declared the successful candidate.
- 10.20. Following the election of the two Vice-Presidents, the Electoral Officer shall announce the names of the successful candidates.
- 10.21. 5 (five) additional directors as Board members in accordance with Article 9.2.1.3 shall be elected using a single round of voting, with the 5 (five) candidates polling the highest number of votes being elected. Where only 5 (five) nominations are received, the nominated candidates shall be declared duly elected. Delegates may vote for a maximum of 5 (five) candidates, but may vote for less than 5 (five).

- 10.22. If there is a tie amongst more candidates than there are positions to be filled on the Board, there will be a second ballot in respect of those candidates. If the second ballot also results in a tie amongst any of those candidates, the electoral officer will draw the name of 1 (one) or more candidates (as the case may be) who shall be declared the successful candidate/s.
- 10.23. Should any dispute relating to an election arise during the meeting, the electoral officer shall rule thereon, and their ruling shall be final and may not be challenged by any candidate, Delegate or Member.
- 10.24. Subject to the provisions of these Articles, Board members hold office until their successors have been elected at a Quadrennial Annual General Meeting.
- 10.25. A vacancy on the Board shall occur:
- 10.25.1. upon the death of a director;
 - 10.25.2. if a director is absent from 3 (three) consecutive meetings or on a rolling aggregate of 50% (fifty per cent) or less of meetings over an 18 (eighteen) month period of the Board, without prior permission, unless the Board upon good cause being shown, otherwise decides; or
 - 10.25.3. if a director is found guilty of having conducted themselves in any manner likely to prejudice the objects or activities of SASCOC and/or whose conduct has the effect of bringing SASCOC and/or sport into disrepute;
 - 10.25.4. if a director is disqualified from acting as a director in terms of the Companies Act;
 - 10.25.5. if a director becomes of unsound mind or lunatic;
 - 10.25.6. if a director is sequestered;
 - 10.25.7. if a director proposes a compromise with his/her creditors generally;
 - 10.25.8. if a director resigns their office by notice in writing to SASCOC;
 - 10.25.9. if a director becomes an employee of SASCOC; and
 - 10.25.10. if a director is removed from a position of trust.



10.26. Should the office of any individual director of the Board become vacant, the remaining directors of the Board shall have the power to co-opt a director in their place until the next Annual General Meeting, provided that should the office of the President become vacant, the Board shall, at its next meeting, elect 1 (one) of the 2 (two) Vice-Presidents to act as President until the next Annual General Meeting.

10.27. At any Annual General Meeting which is not a Quadrennial General Meeting, elections will be held to fill offices vacated during the previous year. Candidates for such elections may be nominated only in accordance with the nomination procedures of this Article. In each category of member in respect of which there are vacancies, Delegates may vote for as many candidates as there are vacancies with the required number of candidates who obtain the highest number of votes in the first round of voting being elected. In the event of a tie, the tie-break mechanisms set out in Article 10.22 will apply.

10.28. A director elected in accordance with Article 10.27 to fill a vacancy on the Board holds office until the next Quadrennial General Meeting.

10.29. The President and Chief Executive Officer may not serve or hold office on the Board or controlling body of any Member.

11. REGISTER OF MEMBERS

11.1. SASCOC shall maintain the register of Members at the office or at any other place where the work of making up such register is done as provided in section 105 of the Companies Act.

11.2. The register shall be open to inspection as provided in section 113 of the Companies Act.

12. GENERAL MEETINGS OF MEMBERS

12.1. SASCOC shall hold at least 2 (two) General Meetings of Members during a financial year, of which one shall be the Annual or Quadrennial General Meeting to be held not later than 9 (nine) months after the end of each financial year.

12.2. The Board may, whenever it thinks fit, convene a General Meeting, and the Secretariat shall convene a General Meeting if a General Meeting is requisitioned in terms of the Companies Act. If at any time there are, within the Republic, insufficient members of the Board capable of acting to form a quorum, any member of the Board may convene a General Meeting in the same manner, as nearly as possible as that in which meetings may be convened by the Board.

12.3. A General Meeting shall be called by the Board within 30 (thirty) days after receipt of a requisition signed on behalf of 1/3 (one third) of the Members in good standing. The agenda for such meeting shall be specified in the requisition.

12.4. Subject to the provisions of this Article 12 and Article 13, a General Meeting shall be held at such time and place as the Board shall determine.

12.5. The Chief Executive Officer or the Secretariat shall, by registered post, telefax or electronic mail, give all Members at least 90 (ninety) days advance notice of the date of the Annual General Meeting, which date shall be determined by the Board. The Annual General Meeting shall be called no later than 31 December of each calendar year.

12.6. Motions to an Annual General Meeting shall be submitted to the Chief Executive Officer or the Secretariat of SASCOC in writing per registered post and/or telefax and/or electronic mail not less than 30 (thirty) days prior to the date of such Annual General Meeting. The Chief Executive Officer or the Secretariat of SASCOC shall circulate all motions submitted to them together with the agenda for the Meeting and the audited financial statements of SASCOC to all Members per registered post and/or telefax and/or electronic mail not less than 14 (fourteen) days prior to the Annual General Meeting.

12.7. Members must forward in writing to the Chief Executive Officer or the Secretariat the names of the Delegates who will represent them at the Annual General Meeting. Unless such confirmation is received by the Chief Executive Office and/or the Secretariat at least 7 (seven) days before the meeting, the Delegates in question will not be accredited and will not be entitled to participate in the meeting.

13. NOTICE OF GENERAL MEETING

13.1. Subject to the Companies Act, a meeting called for the passing of a special resolution shall be called by not less than 21 (twenty one) clear days' notice in writing and any other General Meeting (other than the Annual General meeting) shall be called by not less than 14 (fourteen) clear days' notice in writing. Notice in terms of this Article shall be exclusive of the date on which it is served or deemed to be served and exclusive of the date for which it is given.

13.2. The notice of a meeting shall specify:

13.2.1. the place;

13.2.2. the date and the hour of the meeting; and

13.2.3. in the case of special business, the general nature of such business,

and shall be given in the manner hereinafter provided or in such other manner as may be prescribed by SASCOC in General Meeting and to such persons as are, under the Articles, entitled to receive such notices from SASCOC.

13.3. Notwithstanding the provisions of the Articles, but subject always to the Companies Act:

13.3.1. a General Meeting shall, notwithstanding that it is called by shorter notice than that specified in the Articles, be deemed to have been duly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, who hold not less than 95% (ninety five per cent) of the total voting rights of all the Members;

13.3.2. a General Meeting shall be entitled to deal with special business, the general nature of which has not been notified, if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, who between them hold not less than 95% (ninety five per cent) of the total voting rights of the Members.

14. **PROCEEDINGS AT GENERAL MEETINGS**

14.1. The Annual General Meeting shall deal with and dispose of all matters prescribed by the Companies Act, including the consideration of the annual financial statements, the election of Board Members where appropriate, the appointment of an auditor and the fixing of the remuneration of the auditor, and may deal with any other business laid before it and of which notice has been duly given in terms of the Articles or in respect of which notice has been waived in terms of Article 13.3.

14.2. Business may be transacted at a General Meeting only while a quorum of Members is present.

14.3. If within half an hour after the time appointed for the General Meeting a quorum is not present, the General Meeting, if convened upon requisition of the Members, shall be dissolved. In any other case the General Meeting shall stand adjourned to the same day in the next week at the same time and place, or if that day is not a business day, to the next succeeding business day, and if at such adjourned General Meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present in person shall constitute a quorum, provided that every Member shall have received notice of the adjourned General Meeting not less than 72 (seventy two) hours prior thereto by either electronic mail, facsimile, hand delivery, telegram, telex, post or telephone call.

- 14.4. The President or, in their absence, the first Vice-President or the second Vice-President shall preside as chairperson at every General Meeting and Board Meetings of SASCOC.
- 14.5. If there is no such chairperson or if at any General Meeting they are not present within 15 (fifteen) minutes after the time appointed for the holding of the meeting or if they are unwilling to act as chairperson, the Board shall choose one of their number to act as chairperson and, failing any Board member present and willing to act, the Members present shall elect one of their number to be the chairperson of the meeting.
- 14.6. The chairperson of a General Meeting at which a quorum is present may (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted as any adjourned meeting other than business left unfinished at the meeting at which adjournment took place. Subject to the Companies Act, when a meeting is adjourned, it shall not be necessary to give notice thereof.
- 14.7. A resolution tabled at a General Meeting shall require both a proposer and a seconder.
- 14.8. At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson or by at least 2 (two) Members entitled to vote at the meeting. No poll shall, however, be demanded on the election of the chairperson of the meeting or on any question of adjournment. Unless a poll is so demanded, a declaration by the chairperson of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or failed, an entry to that effect in the book containing the minutes of the proceedings of SASCOC shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 14.9. If a poll is demanded:
 - 14.9.1. the poll shall be taken in such manner and at such time as the chairperson of the meeting shall direct;
 - 14.9.2. the chairperson of the meeting shall be entitled to appoint scrutineers;
 - 14.9.3. no notice of a poll other than an announcement at the meeting at which it is demanded shall be required;
 - 14.9.4. the demand for a poll shall not prevent the continuation of the meeting for the transaction of any business other than the question on which the poll has been demanded;

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14.9.5. a demand for a poll may be withdrawn; and

14.9.6. the result of a poll shall be deemed to be the resolution of the meeting on any question on which the poll is taken.

14.10. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is taken shall have a casting vote. However, no casting vote shall be available at any election of members of the Board.

14.11. Any objection to the admissibility of a vote on a show of hands or on a poll shall be raised at the General Meeting at which that show of hands or poll is to take place or takes place. That objection shall be determined by the chairperson of that General Meeting and their decision thereon shall be final and binding. Accordingly any vote not disallowed at that meeting shall be valid for all purposes.

14.12. A resolution shall not be invalid because a vote which should not have been included has been taken into account unless, in the opinion of the chairperson of that meeting (whose decision thereon shall be final and binding), the exclusion of that vote would have altered the result of the voting on that resolution. Conversely a resolution shall not be invalid because a vote which should have been included has not been taken into account unless, in the opinion of the chairperson of that meeting (whose decision thereon shall be final and binding), the inclusion of that vote would have altered the result of the voting on that resolution.

15. REPRESENTATION

15.1. Each National Sports Federation shall be entitled to appoint 2 (two) Delegates to represent it at General Meetings.

15.2. Each Associate Member shall be entitled to appoint 2 (two) Delegates to represent it at General Meetings.

15.3. Each Special Organisational Member shall be entitled to appoint 2 (two) Delegates to represent it at General Meetings.

15.4. Each Provincial Member shall be entitled to appoint 1 (one) Delegate to represent it at General Meetings.

15.5. The Athletes' Commission shall be entitled to appoint 2 (two) Delegates to represent it at General Meetings.

15.6. No Delegate may be appointed by a Member unless they are a duly authorised representative or elected board member of that Member.

16. **VOTING RIGHTS**

Notwithstanding any of the provisions contained in Articles 16.1 to 16.11, the Members will be entitled to only the highest category number of votes for which they qualify.

- 16.1. All Delegates of Members in good standing and eligible to vote shall be entitled to vote at any General Meeting of SASCOC.
- 16.2. No Member shall be entitled to give or obtain any form of proxy vote whatsoever.
- 16.3. The *Ex Officio* Members and IOC Members shall each be entitled to 1 (one) vote.
- 16.4. The Athletes' Commission shall be entitled to 1 (one) vote.
- 16.5. National Sports Federations as per Article 6.1.1 shall be entitled to 3 (three) votes.
- 16.6. National Sports Federations as per Article 6.1.2 shall be entitled to 3 (three) votes.
- 16.7. National Sports Federations as per Article 6.1.3 shall be entitled to 2 (two) votes.
- 16.8. National Sports Federations as per Article 6.1.4 shall be entitled to 2 (two) votes.
- 16.9. National Sports Federations as per Article 6.1.5 shall be entitled to 2 (two) votes.
- 16.10. National Sports Federations as per Article 6.1.6 shall be entitled to 1 (one) vote.
- 16.11. Associate Members as per Article 6.2 shall be entitled to 1 (one) vote.
- 16.12. Special Organisational Members as per Article 6.3 shall not be entitled to any vote.
- 16.13. The voting majority of the General Meeting shall consist of the votes cast by the Olympic Sports Federations or their representatives.
- 16.14. When dealing with questions relating to the Olympic Games, only the votes cast by the members of the Board and by the Olympic Sports Federations are taken into consideration.



- 16.15. When dealing with questions relating to the Commonwealth Games, only the votes cast by the members of the Board and by the Sports Federations whose sports appear on the programme of the forthcoming Commonwealth Games are taken into consideration.
- 16.16. When dealing with questions relating to the Paralympic Games, only the votes cast by the members of the Board and by the Sports Federations whose sport appears on the programme of the forthcoming Paralympic Games are taken into consideration.
- 16.17. When dealing with questions relating to the World Games, only the votes cast by the members of the Board and by the National Sports Federations whose sport appears on the programme of the forthcoming World Games are taken into consideration.
- 16.18. It is specifically recorded that, irrespective of the number of Delegates present at the meeting, the Delegate nominated to cast the votes on behalf of their respective delegation, shall exercise the number of votes to which that Member is entitled.
- 16.19. For the purpose of the election of the Board:
- 16.19.1. no voting will be done by a show of hands. Voting shall be by secret ballot and each person mandated to vote shall be required to exercise such vote;
- 16.19.2. the President shall act as chairperson at all meetings of SASCOC, except elections, and shall have a deliberative as well as a casting vote.
- 16.20. At the conclusion of the meeting all elected Directors shall immediately take office and constitute the Board.

17. **MINUTES AND INSPECTION**

- 17.1. The Board shall cause a record to be made of all resolutions of SASCOC in General Meeting in a book provided for that purpose.
- 17.2. The minutes kept in terms of Article 17.1 (or any extract therefrom) which must be signed by the chairperson of the Board or by any member of the Board or the Secretariat shall be *prima facie* evidence of the matters therein stated.
- 17.3. The minute book shall be open for inspection and may be copied as provided in the Companies Act.

18. **FINANCE**

- 18.1. SASCOC shall be conducted on a non-profit basis as contemplated in the Memorandum.
- 18.2. The signatories of SASCOC cheques shall be any 2 (two) duly authorised persons appointed by the Board signing together.
- 18.3. SASCOC may invest its funds in the manner contemplated in the Memorandum.
- 18.4. The Board shall cause to be kept such accounting records as are prescribed by the Companies Act and in particular such accounting records as are necessary fairly to present the state of affairs and business of SASCOC and to explain the transactions and financial position of SASCOC.
- 18.5. The Board shall open and maintain a bank account for and in the name of SASCOC.
- 18.6. SASCOC's records shall be kept at the office or such other place or places as the Board thinks fit and shall at all reasonable times be open to inspection by the Board members and by past Board members but, in the case of the latter, only in respect of the period during which they held office as Board members.
- 18.7. The Board shall from time to time determine whether, to what extent and at what times and places and under what conditions or regulations the accounting records of SASCOC or any of them may be open to inspection by Members of SASCOC or in General Meeting.

19. **AUDITED FINANCIAL STATEMENTS**

- 19.1. The Board shall from time to time and in accordance with the Companies Act, cause the annual audited financial statements to be prepared and laid before SASCOC Members in General Meeting.
- 19.2. A copy of annual audited financial statements which are to be laid before SASCOC Members at the Annual General Meeting shall, not less than 21 (twenty one) clear days' before the date of that meeting, be sent to every Member of SASCOC and, where required by the Companies Act, also to the Registrar of Companies. The provisions of this Article shall not require a copy of those documents to be sent to any Member who has not furnished an address to SASCOC.
- 19.3. Within 6 (six) months after the end of SASCOC's financial year end, the Board shall cause the annual audited financial statements to be submitted to the Director of Non-Profit Organisations and to the South African Revenue Service.



20. **AUDITOR**

An auditor shall be appointed in accordance with the Companies Act.

21. **NOTICES**

For the purposes of the Constitution of SASCOC:

- 21.1. Any document sent by registered mail shall be deemed to have been received within 7 (seven) working days of same having been posted.
- 21.2. Any document proven to have been faxed successfully to a fax line shall be deemed to have been received at the address of that fax line within 1 (one) working day of same having been faxed.
- 21.3. Any document proven to have been sent successfully by electronic mail to an electronic mail address shall be deemed to have been received by the owner of that electronic mail address within 1 (one) working day of same having been successfully sent.

22. **EVENT COMPLIANCE**

- 22.1. Multi-sport events at national and international level involving more than 1 (one) National Sports Federation or representative teams may not take place within the Republic without the approval by SASCOC, and no National Sports Federation affiliated to SASCOC or sports person registered with such a National Federation may participate in such an event, whether it takes place within or outside the Republic, without the consent of SASCOC.
- 22.2. The request for approval shall be submitted to SASCOC in writing at least 2 (two) months before the earliest of the planned dates for the event.
- 22.3. The request for approval shall be accompanied by a list of the teams who are planning to take part in the event and the event regulations.

23. **INDEMNITY**

The Board, Committees of the Board and other official structures together with staff of SASCOC are indemnified against all losses, charges, costs, damage and all other expense and liability they may incur or be put to concerning the *bona fide* execution of their duties as officials of SASCOC, subject to the fiduciary duties and duties of care and skill being complied with.

24. **RULES**

24.1. SASCOC may, by a simple majority of votes cast at a General Meeting, adopt, amend or repeal Rules consistent with the Constitution of SASCOC.

24.2. All Rules shall be deemed to form part of the Constitution of SASCOC and shall be binding on SASCOC, all Members and persons falling under the jurisdiction of SASCOC and/or its Members.

25. DISPUTE PREVENTION AND RESOLUTION

25.1. Every body or individual falling under the jurisdiction of SASCOC shall ensure that any dispute that it has with a body or individual falling under the jurisdiction of SASCOC is resolved in accordance with the dispute prevention and resolution procedures set out in the Constitution of SASCOC.

25.2. All disputes which are not covered by the Constitution of SASCOC and all appeals against decisions rendered pursuant to Article 25.1 shall be resolved by arbitration in terms of the Rules of Arbitration Foundation of Southern Africa or its successor or, with the agreement of the parties, by the Court of Arbitration for Sport (CAS) in accordance with the Code of Sports-related Arbitration.

25.3. It is recorded that the decision of the arbitrator or of CAS shall be final and binding on all parties, in all manners whatsoever.

25.4. Subject to the Constitution of the Republic, and save in circumstances where there is a need for urgent relief of a sort which cannot be obtained through the dispute resolution procedures contemplated by this Article, no body or individual falling under the jurisdiction of SASCOC shall approach a Court of Law to decide on a dispute it has with a body or individual affiliated to SASCOC.

26. COMPLIANCE WITH THE OLYMPIC CHARTER

26.1. The Constitution of SASCOC shall at all times, be in accordance with the Olympic Charter. If there is any doubt as to the implication or interpretation or contradictions between the Constitution of SASCOC and the Olympic Charter, the latter takes precedence.

26.2. SASCOC shall ensure observance of the Olympic Charter in South Africa.

26.3. SASCOC shall ensure and maintain harmonious and cooperative relations with the appropriate governmental departments by preserving its autonomy and resisting all pressures of any kind including those of a political, religious or economic nature which would prevent compliance with the Olympic Charter.

27. COMPLIANCE WITH THE CONSTITUTIONS OF THE CGF AND THE IPC

The powers of SASCOC shall not be exercised in a manner which is contrary to the constitutions of the CGF or the IPC. In the event of a conflict, the constitutions of the CGF and the IPC will take precedence on Commonwealth Games matters and Paralympic matters over these Articles, as appropriate.

28. COMPLIANCE BY MEMBERS

- 28.1. The constitutions of the Members, and any proposed amendments thereto, must comply with the SASCOC Constitution and be submitted to SASCOC for approval.
- 28.2. The Members will adopt codes of conduct and best practices in line with the Governance Code for Sport adopted by SASCOC and principles of corporate governance applicable to companies in the Republic from time to time.
- 28.3. SASCOC is entitled to exercise rights granted by its Members to SASCOC in terms of their constitutions.
- 28.4. SASCOC is entitled to enforce compliance by its Members with the terms of their constitutions.
- 28.5. Any Member who fails to commit to the structures and systems as contained in these Articles will not be entitled to funding by the Government of the Republic of South Africa through the Department of Sport and Recreation or the National Lottery Distribution Trust Fund or SASCOC.
- 28.6. SASCOC and Members, as appropriate, are required to comply with section 30 of the Income Tax Act as public benefit organisations.

29. ANTI-DOPING

SASCOC and all Members agree to comply and be bound by and to procure that their members comply with the code presently in force and adopted by the government of South Africa and the IOC arising out of the World Anti-Doping Association declaration adopted in Copenhagen in March 2002 (as amended).