

CONSTITUTION
OF
SOUTH AFRICAN SPORTS CONFEDERATION, OLYMPIC AND PARALYMPIC COMMITTEE

Approved by the General Assembly

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CHAPTER 1 – PREAMBLE

1. FOUNDING STATEMENT

The South African Sports Confederation, Olympic and Paralympic Committee and all its members commit themselves to a unified system of sport based upon human rights, the principles of equity, diversity, non-racialism and non-sexism for all sportspersons. We dedicate ourselves to ensuring development of sport to achieve equitable representation at all levels, and that sport shall never again be used to sow divisions and promote discrimination amongst us. Accordingly, we commit ourselves to participating and supporting all actions that promote peace, cultural inclusivity and education.

In committing ourselves to the above, we acknowledge the agreement of 19 August 2003 between all the founding Members of the South African Sports Confederation, Olympic and Paralympic Committee, they being, the South African Sport Commission, National Olympic Committee of South Africa, Disability Sport South Africa, Sport and Recreation South Africa, South African Commonwealth Games Association, South African Students' Sport Union and United Schools Sports Association of South Africa.

We affirm that the primary mandate for the South African Sports Confederation, Olympic and Paralympic Committee is high performance sport, the overall development of sport, including recreational sport, and the establishment and maintenance of integrity and a good governance framework for sport. The above accordingly necessitates the implementation of a co-ordinated sports framework, policies and procedures to achieve sustained high performance excellence and furtherance of the role of sport in society as a driver for social cohesion and source of national pride.

2. PURPOSE

2.1. Sport SA, an organisation belonging to the Olympic Movement and duly recognised by the IOC under the Olympic Charter, incorporating the National Paralympic Committee of South Africa, undertakes to comply with the provisions of the Olympic Charter and the International Paralympic Committee Handbook and to abide by the decisions of the IOC and the IPC respectively. The Members of Sport SA shall also abide by the decisions of their respective International Governing bodies. Furthermore, Sport SA undertakes, in accordance with its mission and role at national level, to participate in actions to promote peace, be committed to the principles of promoting diversity, inclusivity, safeguarding and providing equal opportunities to all genders participating in sport. Sport SA also undertakes to

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

2.2. Sport SA is responsible:

2.2.1. for coordinating high performance sport including:

- 2.2.1.1. team preparation and presentation for teams participating in multi-sport events outlined in Article 10.3;
- 2.2.1.2. training and maintaining a database of high performance sport leaders, managers, administrators, coaches and technical officials;
- 2.2.1.3. developing guidelines for the promotion and development of high performance sport;
- 2.2.1.4. updating the strategic framework for education and training;
- 2.2.1.5. providing incentives for high performance achievers and practitioners.

2.2.2. for acting as a confederation for:

- 2.2.2.1. dispute resolution and investigations;
- 2.2.2.2. the establishment and maintenance of an integrity and good governance framework for sport in the Republic;
- 2.2.2.3. the coordination of coaching in the Republic;
- 2.2.2.4. advising on bids to host events in the Republic as per the Bidding and Hosting of International Sport and Recreation Events Regulations (National Sport and Recreation Act of 1998 as amended on 28 May 2010).
- 2.2.2.5. supporting its Members in the development of sport from the entry to elite levels to transform demographic representation, achieve outstanding results on the international stage and to support the social cohesion, national promotion and health outcomes to which the nation aspires.

2.2.2.6. for implementing any other function delegated by the Minister, in accordance with this Constitution.

3. INTERPRETATION

- 3.1. Article and paragraph headings are for purposes of reference only and shall not be used in interpretation.
- 3.1.1. Unless the context clearly indicates a contrary intention, words importing the singular include the plural and vice versa
- 3.1.2. A reference to one gender includes the other genders;
- 3.1.3. A reference to natural persons shall include a reference to juristic bodies and other legal personae and vice versa;
- 3.1.4. A reference to a party includes that party's successors and permitted assignees;
- 3.1.5. Any reference to an enactment is to that enactment as at the date of acceptance thereof and as amended or re-enacted from time to time;
- 3.1.6. Unless recorded to the contrary, when any number of days is prescribed in this Constitution:
- 3.1.6.1. where the day on or by which anything is to be done is not a business day, it shall be done on or by the first business day thereafter.
- 3.1.6.2. when any number of days is prescribed, same shall be reckoned exclusively of the first and inclusively of the last day, unless the last day falls on a weekend or Public Holiday, in which case the last day shall be the next succeeding day which is not a weekend day or Public Holiday;
- 3.1.6.3. any reference to days (other than a reference to business days), months or years shall be a reference to calendar days, months, or years.

4. DEFINITIONS AND ABBREVIATIONS

In these articles, unless the context indicates to the contrary, the words and expressions set out hereunder shall have the meanings assigned to them:

“AGM”	means the Annual General Meeting as contemplated in Article 34.
“ANOC”	means the Association of National Olympic Committees.
“ANOCA”	means the Association of National Olympic Committees of Africa.
“AUSC Region V”	means the African Union Sports Council Region V covering southern Africa.
“Article”	means the relevant article or sub-article of this Constitution.
“Associate Member”	means an Associate Member contemplated by Article 25.2.
“Athletes’ Commission”	means a commission of Sport SA established under specific terms of reference compliant with the IOC guidelines for NOC’s Athletes’ Commissions, whose members are those athletes serving on the Athletes’ Commission on behalf of Olympic, Paralympic, athletes with other disabilities, and non-Olympic athletes as contemplated in Article 46 and in its Terms of Reference.
“AUSC”	means the African Union Sports Council, responsible for the co-ordination of the African Sports Movement and the forum for concerted action between Member States for the promotion and development of sports and development through sport in Africa. Sport SA supports the Department, the member of the AUSC, in implementing programmes of the AUSC including delivering Team SA to the African and AUSC Region V Games.
“Board”	means the Board members of Sport SA as contemplated by Article 30.
“Board Commission”	means a Commission appointed by the Board and ratified by the General Assembly from nominations from Members

	for a four-year term of office to address matters set out in the King Codes and as contemplated in Article 45.
<i>“Board Committee or ad hoc Committee”</i>	means an independent or ad hoc committee of the Board appointed by the Board of Sport SA with a specific mandate and timeframe as set by the Board and contemplated in Article 45.
<i>“By-laws”</i>	means a document regulating the affairs of Sport SA which has been approved by the General Assembly.
<i>“Calendar year”</i>	means 1 January to 31 December.
<i>“CAS”</i>	means the Court of Arbitration for Sport, presently constituted and domiciled in Switzerland.
<i>“CGF”</i>	means the Commonwealth Games Federation as defined in the Constitution of the CGF which organises the Commonwealth Games.
<i>“CEO”</i>	means the Chief Executive Officer as contemplated in Article 30.2.9 and 42.2.
<i>“Compensation”</i>	means: <ul style="list-style-type: none"> • a specific sum paid to Board members for specific administrative tasks or services rendered, if any, or for justified expenses incurred in the carrying out of their functions, as determined by the Human Resources and Compensation Commission in the Compensation Policy as approved by the General Assembly. • Board members shall not be considered employees of Sport SA and Sport SA shall not have any liability or legal obligation towards such individuals. • payment made to individuals, other than the Board members, as an honorarium for specific administrative tasks or services rendered as determined by the Human Resources and Compensation Commission in the Compensation Policy. Sport SA shall not have any liability or legal obligation towards such individuals.
<i>“Consolidated Governing Body”</i>	means several National Federations consolidated into one structure as contemplated by Article 25.1.2.1 and the by-laws of the constitution.

<i>“Constitution”</i>	means this document, read together with the Rules and Regulations, policies, by-laws, and other governance handbooks of Sport SA.
<i>“Constitution of the Republic”</i>	means the Constitution of the Republic of South Africa Act, no 108 of 1996, as amended.
<i>“Credentials”</i>	means the requisite documentation conferring either expressly or impliedly on the holder of a proper mandate the authority to act as contemplated in Article 27.1.
<i>“C-suite managers”</i>	means the executive level managers within Sport SA which may include but is not limited to the chief executive officer (CEO), and executive heads of department as determined in organisational structure from time to time.
<i>“Day”</i>	means a calendar day.
<i>“Delegate”</i>	means a delegate appointed by a Member to represent it at any General Meeting, provided that in relation to an IOC/IPC Member, Ex Officio Member, Honorary President and Honorary Member it shall mean that Member. It also means a delegate appointed by the Board to attend meetings nationally and internationally to represent Sport SA.
<i>“Department”</i>	means the Government Department responsible for sport and recreation.
<i>“Digital meeting”</i>	means a web-based meeting or conference format which could from time to time be shortened to ‘e-meeting’ that allows people to see and hear each other though not being in the same room, city and /or country.
<i>“Director of Non-Profit Organisations”</i>	means the person designated in terms of Section 8 of the Non-Profit Organisations Act, no 71 of 1997, as amended.
<i>“Electronic”</i>	means communication via digital platforms inclusive of emails, web information transfers or digital meetings.
<i>“Emblem”</i>	means the Sport SA emblem/s registered for legal and commercial purposes and for Team SA, including the King Protea.

“EPG”	means the Eminent Persons’ Group as appointed by the Minister as an advisory group from time to time.
“Ex Officio Member”	means an ex officio member as contemplated in Article 25.4.
“Founding Members”	means those sports organisations which were party to the Co-operation Agreement as referred to in Article 1.
“GAISF”	means the Global Association of International Sports Federations being the umbrella organisation for both Olympic and non-Olympic international sports federations as well as organisers of international sport events.
“General Assembly”	means the general assembly of Sport SA as contemplated by Article 25.
“General Meeting”	means any general meeting of the Members as contemplated by Article 33.
“Headquarters”	means the registered place of business of Sport SA.
“High Performance Sport”	means the high-level participation in major, international sporting events including but not limited to world championships, continental championships and other international multi-sport events such as Olympic Games, Commonwealth Games, Paralympic Games, International School Sport Games, World Games and All Africa Games.
“Honorary President and Honorary Member”	means an honorary President and honorary member as contemplated by Article 25.5.
“Hybrid meeting”	means a meeting held simultaneously in person as well as via digital meeting platforms.
“Income Tax Act”	means the Income Tax Act, no 58 of 1962, as amended.
“Independent”	shall be defined in the by-laws of Sport SA. For the interpretation of this constitution it shall mean that an individual shall be free from outside influence and not subject to another authority. Independent members nominated and appointed to form part of the Board and JB may not have served on the Executive and/or Management

	Board/Committees of Sport SA and/or its members in the 12 months preceding such appointment.
<i>“International Body”</i>	means an international multi-coded sports structure to which Sport SA is affiliated or by which it is recognized.
<i>“IF”</i>	means an International Federation recognised by the IOC, IPC, CGF, IWGA, and/or GAISF.
<i>“IOC”</i>	means the International Olympic Committee as defined by the Olympic Charter, the supreme authority of the Olympic Movement and in particular the winter and summer Olympic and Youth Olympic Games currently registered in Lausanne, Switzerland.
<i>“IOC Member and IPC Governing Board Member”</i>	means an individual as contemplated in Article 25.4.
<i>“International Standards”</i>	means documents which foster consistency among anti-doping organizations in various areas and which are mandatory for World Anti-Doping Code signatories.
<i>“IPC”</i>	means the International Paralympic Committee, the supreme authority of the Paralympic movement and in particular the Paralympic Games, presently registered in Bonn, Germany.
<i>“ISF”</i>	means the International School Sports Federation which organises school sports and its competitions and games.
<i>“IWGA”</i>	means the International World Games Association as defined in the Constitution of the IWGA which organises the World Games.
<i>“JB”</i>	means the Judicial Body duly ratified by the General Assembly to administer any forms of judicial process inclusive of hearings, appeals, determinations as contemplated in Article 49 and the associated by-laws.
<i>“King Code”</i>	means the King IV, which is a report structured and compiled by the Institute of Directors of South Africa inclusive of a Code, with additional, separate sector supplements for small, medium enterprises, non-profit organisations, state-owned entities, municipalities and retirement funds. It contains both principles and

	recommended practices aimed at achieving good governance outcomes.
“Member”	means the Members of Sport SA as contemplated in Article 25.
“Member in good standing”	means a Member who has complied with all obligations imposed upon Members by the Constitution and any rules and regulations of Sport SA.
“Minister”	means the Minister responsible for sport and recreation.
Multi-coded sport events	means international sport events which are multi-coded such as Olympic Games, Commonwealth Games, Paralympic Games, ISF Gymnasiade , World Games and All Africa Games.
“National Colours”	means those colours as contemplated in the National Sports Colours Regulations, 2001 for which Sport SA shall have the authority to implement the provisions as contemplated in the Statutory Regulations and as directed by the Minister responsible for sport and recreation pending compliance with the provisions of the aforesaid Act.
“National Flag”	means the National Flag as determined by Parliament of the Republic of South Africa.
“National Federation” (NF)	means a national governing body of a sport or recreational activity in the Republic as contemplated in Article 25.1.
“NLC”	means the National Lotteries Commission.
“NOC”	Means the National Olympic Committee.
“Nominations Committee”	means an independent Nominations Committee appointed by the Board, subject to ratification by the General Assembly, that oversees the process for nominating, electing, and appointing the members of the Board as contemplated in Article 31.1.
“NPC”	Means the National Paralympic Committee.

<i>“NPO”</i>	means a non-profit organisation as defined in the Non-Profit Organisations Act 71 of 1997 and amended in 2000.
<i>“Olympians”</i>	means such athlete or athletes who have represented South Africa at the Olympic Games.
<i>“Paralympians”</i>	means such athlete or athletes who have represented South Africa at the Paralympic Games.
<i>“Policy”</i>	means a policy approved by the Board to ensure good governance and which shall be reported to the General Assembly. Policies that apply to all Members of Sport SA shall be submitted to the General Assembly for ratification; operational policies are approved by the Board and reported to the General Assembly for noting.
<i>“Prohibited List”</i>	means the list updated annually or from time to time of substances and methods that are prohibited both in- and out-of-competition, designates which substances are banned in particular sports, which is mandatory to adhere to by all signatories of the World Anti-Doping Code.
<i>“PSC”</i>	means a Provincial Sports Confederation as contemplated by Article 25.3.
<i>“PBO”</i>	means a public benefit organisation which can be a trust, a company (a not-for-profit company in terms of the new Companies Act) or another association registered with the South African Revenue Service (SARS) in terms of Section 30(1) of the Income Tax Act, No 58 of 1962.
<i>“QGM”</i>	means Quadrennial General Meeting as contemplated in Article 36.
<i>“Quorum”</i>	means the minimum number of Members of an Assembly or specific Member groups that must be present at any of the meetings to make its proceedings and/or decisions valid.
<i>“Register”</i>	means register of Members kept in terms of the Article 26.
<i>“Regulations and rules”</i>	means any regulations and rules required to regulate specific functions within the organisation as established by the Board from time to time.

<i>“Republic”</i>	means the Republic of South Africa.
<i>“Sport SA”</i>	means the South African Sports Confederation, Olympic and Paralympic Committee, known as Sport SA, a non-profit and non-governmental sports organisation incorporated in terms of this Constitution.
<i>“Secretariat”</i>	means either the Chief Compliance Officer or the person authorised within the administration to function as the secretariat of Sport SA to ensure compliance and corporate governance of the organization.
<i>“Sport”</i>	means a generic term comprising mass participation, physical play, recreation, dance, as well as organised, casual, competitive, traditional and indigenous sports and games in their diverse forms as defined by UNESCO 2017.
<i>“Sport Ethics”</i>	as defined in the Code of Ethics which include honesty, fairness, integrity, responsibility, and respect as key virtues.
<i>“SGM”</i>	means a Special General Meeting as contemplated in Article 35.
<i>“Sport or Recreation Body”</i>	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.
<i>“Subordinate”</i>	means a Member is under the authority or control of the General Assembly of Sport SA.
<i>“Team South Africa”</i>	means the brand Team South Africa, owned by Sport SA for the delivery of multi-coded sports teams by Sport SA.
<i>“WADA”</i>	means the World Anti-Doping Agency, responsible for determining the World Anti-Doping Code, detailing inter alia, anti-doping policies, international standards and rules.

CHAPTER 2 - IDENTITY

5. NAME

The name of the organisation shall be the South African Sports Confederation, Olympic and Paralympic Committee known as "Sport SA".

6. INCORPORATION

6.1. Sport SA has a legal existence apart from its Members, is a non-Governmental membership based structure and a not-for-profit sports organization. It is a corporate body with full legal capacity and perpetual succession, capable of suing and being sued in its own name.

6.2. Sport SA shall be a member of, or recognized by, international multi-coded sport structures.

7. AREA OF JURISDICTION

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

8. HEADQUARTERS

The headquarters of Sport SA will be in Johannesburg at Olympic House, James and Ethel Gray Park, Athol Oaklands Road, Melrose, Johannesburg or as otherwise determined from time to time by the General Assembly. Sport SA will accept service of legal process and other notices at this address.

9. FLAG AND EMBLEM

9.1. The flag and emblem adopted by Sport SA for use in relation to its activities, including the Olympic and Paralympic Games, shall be subject to the approval of the IOC, IPC, CGF, IWGA, ISF, ANOCA, ANOCA Zone VI, as the case may be and within the framework of their respective jurisdiction.

9.2. Sport SA shall establish a National Colours Board to consider applications for the award and withdrawal of national colours in accordance with the regulations.

- 9.3. Only Sport SA Members in good standing may apply for National Protea Colours as guided by the by-laws and policies of Sport SA and this constitution.

CHAPTER 3 - OBJECTIVES, FUNCTIONS AND POWERS OF SPORT SA

10. MAIN BUSINESS

The main business of Sport SA is to:

- 10.1. Promote a strategic framework in all Sport in the Republic as defined in the National Sport and Recreation Act 110 of 1998 as amended from time to time.
- 10.2. Act as the controlling body for sport in the Republic.
- 10.3. Prepare and deliver Team South Africa as defined in the aforesaid Act, at all multi-sport international games including but not limited to the Olympic Games, Paralympic Games, Commonwealth Games, World Games, ISF Gymnasiade and All Africa Games as well as World Para Sport events and have the exclusive authority to represent the Republic at such Games and events. In addition, it is obliged to participate in the Games of the Olympiad by sending athletes.
- 10.4. Cooperate with the relevant stakeholders on bidding and hosting in relation to national and international sports events.
- 10.5. Ensure that its Members comply with the Transformation Charter and the agreed EPG targets.
- 10.6. Collaborate with the Minister and Department in relation to the development of sport and recreation and provide regular reports as required for public funding received from the Department.

11. MISSION AND OBJECTIVES OF SPORT SA

- 11.1. Develop, protect and promote the Olympic Movement in the Republic, in accordance with the Olympic Charter.
- 11.2. Develop, protect and promote the Paralympic Movement in the Republic, in accordance with the International Paralympic Committee Handbook and rules governing World Para Sport.
- 11.3. Develop and promote the activities of the GAISF, the IWGA, CGF, ANOCA and ISF in accordance with their respective constitutions.
- 11.4. Promote the fundamental principles and values of Olympism in the Republic and the initiatives of the IOC and IPC.

11.5. To encourage the development of high performance sport and sport for all.

12. ANCILLARY OBJECTIVES OF SPORT SA

The following ancillary objectives to the main object of Sport SA are set out below:

- 12.1. To affiliate to and/or be recognised by the appropriate international, continental, and regional sport organisations and for these purposes to act as the recognised national entity for the Republic.
- 12.2. To promote the fundamental principles and values of the IOC, IPC, GAISF, IWGA, CGF and ISF in the Republic in the fields of sport and education, by promoting their various educational programs in all levels of schools and universities.
- 12.3. To take appropriate action against any form of discrimination, violence and abuse in sport, corruption, illegal betting, manipulation of matches and competitions, particularly by implementing the Olympic Movement Code on the Prevention of the Manipulation of Competitions, and doping.
- 12.4. To take appropriate action against non-compliance with Sport SA's safeguarding and other policies, trafficking and any other unethical practices set out in the Codes Handbook and other policies.
- 12.5. To adopt and implement the WADA Anti-Doping Code as well as the International Standards and Prohibited List, thereby ensuring that Sport SA's anti-doping policies and rules and regulations, membership and/or funding requirements and results management procedures conform to the Code and respect all the rules and responsibilities.
- 12.6. To encourage and support measures relating to the medical care of the athletes as per the Olympic Charter and in accordance with the IPC Medical Code and to adopt and implement the IPC athletes' classification code.
- 12.7. To initiate, negotiate, arrange, administer, finance and control where necessary and where possible, multi-sport tours to and from the Republic inclusive of events between teams and/or individuals.
- 12.8. To ensure, and if necessary approve, that the bidding process relating to the hosting of international sporting events in the Republic or any other events are in compliance with the necessary rules and regulations relating to same.
- 12.9. To ensure close co-operation with both the government and the private sector, relating to all aspects of Team South Africa, however it should not associate itself

with any activity which would be in contradiction with the Olympic Charter or the IPC Handbook.

- 12.10. To ensure the overall protection of symbols, trademarks, emblems, or insignia of the bodies referred to and falling within Sport SA's jurisdiction.
- 12.11. To encourage local and provincial authorities, municipalities, tourism bodies and the like to work with the NFs regarding planning and holding events relevant to the sports of the NF and for the NFs to ensure compliance with all legislation.
- 12.12. To support Members in improving governance and athlete performance and in ensuring compliance with the Sport SA Constitution.
- 12.13. All ancillary objectives, which are not in accordance with the main object, are excluded from the ancillary objectives of Sport SA.

13. POWERS AND AUTHORITY

- 13.1. Sport SA shall:
 - 13.1.1. not have the power to distribute in specie or in kind any of its assets among its Members, subject to Article 14.1.
 - 13.1.2. have the power to undertake and execute any trust.
- 13.2. Sport SA may adopt, amend or repeal Rules and Regulations consistent with the Constitution of Sport SA.
 - 13.2.1. All Rules and Regulations shall be deemed to form part of the Constitution of Sport SA and the Membership shall be bound by same.
- 13.3. The following specific powers or part of any specific powers of Sport SA shall be limited as follows:
 - 13.3.1. the power to:
 - 13.3.1.1. purchase or acquire in any way stock-in-trade, plant, machinery, land, buildings, agencies, shares, debentures and every other kind or description of movable and immovable property.

- 13.3.1.2. manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any way otherwise deal with its undertaking or all or any part of its property and assets;
 - 13.3.1.3. apply for, purchase or by any other means acquire, protect, prolong and renew any patents, patent rights, licences, trademarks, concessions or other rights and to deal with and alienate them.
 - 13.3.1.4. borrow money and secure overdraft facilities if necessary, as and when required.
 - 13.3.1.5. secure the payment of moneys borrowed in any manner including the mortgaging and pledging of property and, without detracting from the generality thereof, in particular by the issue of any kind of debenture or debenture stock, with or without security.
- 13.3.2. Sport SA's funds 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 Board may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations or any other financial expert advice.
- 13.3.3. Sport SA may enter into indemnities, guarantees and suretyships and secure payment thereunder in any way, but only in respect of any affiliate or Member of the organisation.
- 13.3.4. Sport SA may remunerate any legal personae for services rendered.
- 13.3.5. Sport SA may make donations only in accordance with the main object of Sport SA and must take reasonable steps to ensure that the funds are utilised for the purposes for which they had been provided.
- 13.3.6. Sport SA may pay gratuities and pensions and establish pension schemes in respect of employees; and
- 13.3.7. Sport SA may:

- 13.3.7.1. form and have an interest in any company or companies for the purpose of acquiring the undertaking or all or any of the assets or liabilities of the company or for any other purpose which may seem, directly or indirectly, calculated to benefit Sport SA, and to transfer to Sport SA the undertaking or all or any of the assets or liabilities of the company;
 - 13.3.7.2. take part in the management, supervision and control of the business or operation of any other company or business and enter into partnerships, only 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.
- 13.4. Without derogating from the generality of the plenary powers and powers of Sport SA, limited as set out above, Sport SA shall have the power to:
 - 13.4.1. award National Colours and confer honours and awards on individuals in recognition of their contribution to sport in the Republic.
 - 13.4.2. establish, co-ordinate and ~~monitor~~ implement a coaching ~~body~~ accreditation framework ~~to be set up~~ for all accredited NF coaching personnel.
 - 13.4.3. select, on recommendation from the relevant NFs, 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
 - 13.4.4. elect or nominate any individual or individuals to represent it at any national, regional, or international forums as and when the need may arise.
- 13.5. Sport SA shall have the exclusive authority, in consultation with the Department, to select and designate the city which may apply to organise the Olympic and Paralympic Games, Commonwealth Games and any other multi-coded sports events in the Republic in terms of the bidding and hosting strategy from time to time.
- 13.6. Without limiting in any way its rights, commitments and obligations under the Olympic Charter, IPC Handbook and under the various commercial agreements in force with the IOC and IPC, Sport SA shall own and control all commercial rights in and to any multi-coded sport and World Para events sanctioned, awarded, organised and thus included on Sport SA's annual calendar. Such commercial rights include, without limitation and in each case on a country-wide basis, all:

- 13.6.1. audio, visual and audio-visual and data rights (in every medium, whether or not existing at the date of this Constitution);
 - 13.6.2. sponsorship, advertising, merchandising, marketing and other forms of rights of organisation;
 - 13.6.3. ticketing, hospitality and other concession rights; and
 - 13.6.4. other rights to commercialise the event (including without limitation any so-called "event rights" and any right to authorise the taking of bets on the event).
- 13.7. Without limiting in any way its rights, commitments and obligations under the Olympic Charter, IPC Handbook and under the various commercial agreements in force with the IOC and IPC, Sport SA shall exploit the commercial rights in such manner as it considers appropriate, including granting licences in respect of the same (or part thereof) to the relevant Members or to other third party(ies) from time to time.
- 13.8. The powers of Sport SA shall be exercised by the Board, which will provide responsible leadership to Sport SA based upon an ethical foundation and 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.

14. CONDITIONS

Notwithstanding anything to the contrary contained in this Constitution, the following special conditions shall apply to Sport SA:

- 14.1. The income and property of Sport SA, regardless of where or how same has been 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 Sport SA unless otherwise agreed with the organization contributing such income or property.
- 14.2. Any property of Sport SA and the use thereof and any income accruing to Sport SA shall be applied solely towards Sport SA and Sport SA shall not engage in any transaction with a view to the pecuniary gain or profit of its Members.
- 14.3. All donations to Sport SA must be irrevocable.

- 14.4. Sport SA may be dissolved, liquidated, or wound up by a resolution of a special meeting of the Members convened for the purpose of considering such matter upon a majority vote of not less than seventy-five (75) percent of the total votes of the General Assembly and Members whose representatives are entitled to vote and are present at such General Meeting.
- 14.5. Subject to foreign representation by representatives of Sport SA, the activities of Sport SA will be carried out in the Republic.
- 14.6. Sport SA 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. The Members of Sport SA, 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, Sport SA may consider compensation, 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.

CHAPTER 4 - COMPLIANCE

15. COMPLIANCE WITH THE LAWS OF THE REPUBLIC OF SOUTH AFRICA

This Constitution is governed, construed and interpreted in accordance with the laws of the Republic of South Africa.

16. COMPLIANCE WITH THE OLYMPIC CHARTER AND IPC HANDBOOK

- 16.1. The Constitution of Sport SA shall always observe and be in accordance with the Olympic Charter, and IPC Handbook and approved by the IOC and IPC respectively.
- 16.2. If there is any doubt as to the implication or interpretation or contradictions between the Constitution of Sport SA and the Olympic Charter, or the IPC Handbook in relation to Paralympic matters, the latter respectively takes precedence.
- 16.3. Sport SA shall ensure observance of the Olympic Charter in South Africa.
- 16.4. Sport SA 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 and IPC Constitution.

17. COMPLIANCE WITH THE CONSTITUTIONS OF INTERNATIONAL BODIES

- 17.1. The powers of Sport SA shall not be exercised in a manner, which is contrary to the constitutions of the international governing bodies regulating its Members, inclusive but not limited to the GAISF, IWGA, COSANOC, ANOC, ANOCA, ISF, or CGF.
- 17.2. In the event of a conflict, the constitutions of these bodies will take precedence in relation to the function of their competitions or games.

18. COMPLIANCE WITH ANTI-DOPING REGULATIONS

Sport SA and all Members agree to comply and be bound by and to ensure that their members comply with the Code in force and adopted by the Government of South Africa and the IOC, IPC, CGF, IWGA GAISF, ISF arising out of the WADA Declaration adopted in Copenhagen in March 2002 (as amended) or any subsequent declaration adopted by WADA from time to time.

19. COMPLIANCE BY MEMBERS

- 19.1. The constitutions of the Members, and any proposed amendments thereto, must comply with the Sport SA Constitution and be submitted to Sport SA for approval subject to Article 17.
- 19.2. The Members will adopt Codes of conduct and best practices in line with any Codes and policies for sport adopted by Sport SA and principles of corporate governance applicable to organisations in the Republic from time to time.
- 19.3. Subject to Articles 15, 16, 17 and 18, Sport SA is entitled to exercise the rights granted by its Members to Sport SA in terms of their constitutions and Members' constitutions shall include the granting of this right and power to Sport SA.
- 19.4. Subject to Articles 15, 16, 17 and 18, Sport SA is entitled to enforce compliance by its Members with the terms of their constitutions and Members' constitutions shall include the granting of this right and power to Sport SA.
- 19.5. Any Member who is found guilty of failing to abide by the provisions of this Constitution, its by-laws, Rules and Regulations shall not be entitled to funding by Sport SA and may be sanctioned by Sport SA following due process as outlined in Chapter 11.
- 19.6. Sport SA and Members, as appropriate, are required to comply with section 30 of the Income Tax Act as public benefit organisations.

CHAPTER 5 - MEMBERSHIP

20. GENERAL MEMBERSHIP RULES

- 20.1. Members shall be subordinate to Sport SA and must comply with the Constitution of Sport SA and any directives issued by the General Assembly of Sport SA from time to time subject to the proviso that any directive shall not conflict with any requirement of the relevant IF to which the Member is affiliated.
- 20.2. The Membership criteria and associated processes for all Members shall be set out in the Membership Recognition and Compliance by-laws.
- 20.3. Members shall be subject to the different Sport SA codes as set out in the Codes Handbook.

21. ADMISSION OF NEW MEMBERS BASIC CRITERIA AND GENERAL COMPLIANCE

- 21.1. To apply for membership of Sport SA, an Applicant must submit an application as required by the Board from time to time as per the Sport SA Membership Recognition and Compliance by-laws. Once affiliated, the Member shall continue to comply with the conditions set forth in this Constitution and the Membership Recognition and Compliance by-laws to retain membership and be regarded as a Member in good standing.
- 21.2. No Member may be affiliated to Sport SA unless it is entitled to take its own decisions on any matter independently of and without any undue influence from any third party.
- 21.3. Members' constitutions and any amendment thereto shall be approved by Sport SA and shall not conflict with the IOC Charter, the IPC Handbook and/or the Constitutions of Sport SA, CGF and their relevant IF Constitutions.
- 21.4. In the event of a Member wishing to enter into an agreement with any company, which may change the status of the Member's affiliation with Sport SA, it shall inform Sport SA of its intentions in writing and disclose all information of whatsoever nature to Sport SA, to enable Sport SA to consider the affiliation or continued affiliation of the said Member, in the best interests of South African sport.
- 21.5. Additional regulations, rules and by-laws of Sport SA may regulate any other matters relating to membership, including but not limited to the following matters:

- 21.5.1. the criteria and procedure for acceptance of Members in terms of Sport SA's Membership Recognition and Compliance by-laws.
- 21.5.2. the colours and emblems of Members in accordance with the National Colours Regulations.
- 21.5.3. membership fees and subscriptions to be paid by Members, if any.
- 21.5.4. the obligations of Members with respect to disclosing their annual financial statements.
- 21.5.5. the grounds on which Members may be suspended or expelled from Sport SA.
- 21.5.6. any amendment to any Member's constitution.
- 21.5.7. the criteria referred to in this Article 21.5 above shall not be in conflict with the constitution of the respective IF to which the Member is affiliated.

22. SUSPENSION OF MEMBERSHIP

- 22.1. The General Assembly may suspend a Member at a General Meeting. Any decision to suspend a Member shall take place before voting on any other point on the agenda of such General Meeting.
- 22.2. The Board may, provisionally and with immediate effect, suspend a Member which violates its obligations as a Member or no longer meets the requirements of a Member in good standing. The Board shall consult the relevant international body and/or IF, if any, and grant the Member the opportunity to make representations at a hearing before a suspension is confirmed.
- 22.3. The provisional suspension of a Member shall last, unless it has been revoked by the Board, until the next General Meeting.
- 22.4. The suspension of a Member requires a two-thirds (2/3rds) majority resolution of the voting delegates present at the next General Meeting, failing which the provisional suspension shall be automatically lifted.
- 22.5. The consequences of the provisional or confirmed suspension of a Member includes but is not limited to the following:

- 22.5.1. Non-participation by the Member or its representatives at any General Meeting.
 - 22.5.2. The inadmissibility of the nominations for elections and other appointments proposed by the Member.
 - 22.5.3. The suspension of the Member and its representatives from the Board and any committee, Board, commission or any other structure of Sport SA.
 - 22.5.4. The deletion or non-registration of any event from the national and international calendar published by Sport SA.
 - 22.5.5. The exclusion of affiliated athletes from participation in international events under Sport SA's jurisdiction.
 - 22.5.6. The withdrawal of any application of an award of National Colours to any athlete, team or athlete support personnel about to compete internationally.
 - 22.5.7. The suspension of funding from Sport SA.
 - 22.5.8. The contravention of the requirements set out in Articles 20 and 21 above or in the membership regulations.
- 22.6. Notwithstanding the foregoing, the Board may decide, taking into consideration the best interests of sport and athletes in particular, that certain consequences in Article 22.5 will not apply and for such period as it shall determine, following consultation with the relevant International Body and/or IF, if any.
- 22.7. The Board may lift the suspension at any time if the Member has addressed the violations of its membership at any time and will report to the General Meeting.
- 22.8. During suspension, and subject to consultation and prior agreement with the relevant international body and/or IF, if any, the Board may also appoint a person/s to administer the Member for any period of time in order to ensure the ongoing operation while also addressing complaints and disputes addressed to Sport SA.

23. EXPULSION AND TERMINATION OF MEMBERSHIP

- 23.1. Sport SA may, by 2/3rds (two-thirds) majority resolution at a General Meeting, expel or terminate the membership of any Member, excluding the IOC Member and IPC

Governing Board Member, in which event the relevant Member will cease forthwith to be a Member of Sport SA.

- 23.2. Any decision of the General Assembly to expel a Member shall take place before voting on any other point on the agenda at a General Meeting.
- 23.3. The General Assembly may decide whether to expel a Member on the recommendation of the Board after following due process where the Member has been granted the opportunity to make representations at a hearing, following prior consultation with the relevant international body and/or IF, if any. The grounds for expulsion of a Member are:
 - 23.3.1. Being in breach of its membership obligations as set out in Article 24.
 - 23.3.2. Being in material or persistent breach of any provision of this Constitution, any policy or decision of the General Assembly or Board.
 - 23.3.3. Ceasing to be the NF for the sport in the Republic or if it appears likely to the Board that the NF has ceased to maintain or hold that status.
 - 23.3.4. Having been dissolved, liquidated or wound up.
 - 23.3.5. Acting in a way that is in breach of good governance by omission or commission.
 - 23.3.6. Acting in a way which is detrimental to, brings into disrepute, is materially inconsistent with, is contrary to or prejudicial to the best interests, image or welfare of the NF, its members or Sport SA.
 - 23.3.7. Ceasing to be a Member in good standing.
- 23.4. Once recognised as a Member, such membership is of indefinite duration unless the Member:
 - 23.4.1. Withdraws its membership subject to having paid all outstanding dues owed by it to Sport SA.
 - 23.4.2. Is expelled in accordance with this Constitution or any other applicable policy or regulation.
 - 23.4.3. Is no longer recognised either by the relevant IF or Sport SA as representing that particular sport in the Republic as determined by the

Board having considered all available information and having given the Member an opportunity to present its case.

24. GENERAL MEMBERSHIP RIGHTS AND OBLIGATIONS

- 24.1. Unless indicated to the contrary in this Constitution, any Member shall have the right to attend, speak and vote at any General Meeting provided that such Member has complied with all of its membership and financial obligations.
- 24.2. The representative of any Member wishing to attend, speak or vote at any General Meeting shall, not less than seven (7) days prior to the time of the commencement of that Meeting, submit to the Secretariat written confirmation that such representative has been authorised to attend, speak and vote at such Meeting, unless permitted otherwise to do so by the Chairperson of such Meeting upon good cause shown.
- 24.3. Each Member shall have the right to:
 - 24.3.1. Propose matters to be included in the agenda of the General Meeting,
 - 24.3.2. Appoint two (2) representatives to attend, speak and vote at General Meetings in line with Article 27.
 - 24.3.3. Nominate candidates for election to the Board or appointment to committees and commissions.
 - 24.3.4. Receive Sport SA's annual report, audited financial statements and any other documents required in terms of this Constitution or policies.
 - 24.3.5. Make submissions on any document as requested by Sport SA.
 - 24.3.6. Nominate athletes, athlete support personnel and technical officials for selection or appointment by Sport SA to Team South Africa.
 - 24.3.7. Apply for National Protea Colours to Sport SA on behalf of their NF athletes and officials.
- 24.4. Each Member has the obligation to:
 - 24.4.1. Meet and maintain the membership requirements set out in 20 and 21 and the membership regulations.

- 24.4.2. Do all things necessary to comply with the Constitution, policies, regulations, by-laws and decisions of Sport SA.
- 24.4.3. Do all things required to comply with any governance requirements including but not limited to anti-doping, safeguarding, anti-illegal betting and match fixing.
- 24.4.4. Do all things to comply with legislation.
- 24.4.5. Act at all times in the best interests of Sport SA, its Members and sport in the Republic.
- 24.4.6. Act at all times in good faith and loyalty to Sport SA, promote trust and cooperation.
- 24.4.7. Provide any report or document to Sport SA when so requested with reasonable and just cause.

25. MEMBERS

The Members of the General Assembly shall be:

25.1. National Federations

- 25.1.1. Only one (1) National Federation shall be recognised as a Member governing a sport or one (1) or more related disciplines of the sport in the Republic. Such Member shall be recognised by the relevant IF and such IF shall be recognised in turn by either:
 - 25.1.1.1. The IOC for IFs where the sport is on the programme of the Olympic Games;
 - 25.1.1.2. The IPC for IFs where the sport is on the programme of the Paralympic Games;
 - 25.1.1.3. The CGF for IFs where the sport is on the programme of the Commonwealth Games;
 - 25.1.1.4. The IWGA for IFs where the sport is on the programme of the World Games.

- 25.1.1.5. The GAISF for any other IF not otherwise recognised by the IOC or IPC.
- 25.1.2. NFs affiliated to IFs governing sports presently not included in the programme of the Olympic, Paralympic or Commonwealth Games, nor recognised by the IOC, IPC or CGF but a member of GAISF where no NF within the same sports code is already affiliated through Article 25.1.1.
- 25.1.2.1. A NF with an affiliation to an IF which is not included in the programme of the Olympic, Paralympic or Commonwealth Games but which includes similar discipline(s) of the same sports code as another NF whose international affiliation is recognised by Article 25.1.1 above, shall become an associate member of the NF recognised by Article 25.1.1 to create a consolidated governing body of all the different disciplines and variations of such sport code.
- 25.1.2.1.1. Associate membership of a NF shall not be unreasonably withheld and the independence and/or autonomy shall be clearly defined through a Memorandum of Agreement between the organizations.
- 25.1.2.1.2. If such associate membership is in breach of any of the regulations of an IF, such NF may apply for independent membership with Sport SA.
- 25.1.2.2. A NF with no existing IF, but which includes similar discipline(s) of the same sports code as another NF whose international affiliation is recognised by Article 25.1.1 above, shall become an associate member of the recognised NF.
- 25.1.2.2.1. Associate membership of an association to an NF shall not be unreasonably withheld and the independence and/or autonomy shall be clearly defined through a Memorandum of Agreement between the organizations.
- 25.1.3. Notwithstanding Article 25.1.1 to 25.1.22 above, an organization which is not recognised internationally and does not have an international body, whose activities are practised nationally and are not similar to any other NF member, and which is able to fulfil Sport SA's criteria as set out in this Constitution and by-laws, shall be recognised by the General Assembly as a NF which can affiliate as a Member of Sport SA. Sports

organisations which do not comply with the requirements to become a Member of Sport SA are specifically excluded from this Article.

- 25.2. Associate Members¹ where such Member is multi-sport and where it caters for special needs and interests.
- 25.3. Provincial Sports Confederations which are multi-sport coordinating bodies in each of the nine (9) geopolitical demarcated provinces of the Republic.
- 25.4. Ex officio Members who are elected or co-opted Members of the Board shall include IOC Member(s) and IPC Governing Board Member(s).
- 25.5. Honorary President and Honorary Members, including the IOC and IPC Honorary Member(s) in the Republic, if any, who are elected by the General Assembly for meritorious service to sport on the recommendation of the Board and will be accorded privileges as determined by the Board from time to time.

26. REGISTER OF MEMBERS

- 26.1. Sport SA, through its Secretariat, shall maintain the register of Members at the Headquarters or at any other place where the work of making up such register is done in terms of the Sport SA Constitution.
- 26.2. The register shall be open to inspection as provided in terms of the Sport SA Constitution.

27. MEMBER ATTENDANCE, SPEAKING AND VOTING RIGHTS

- 27.1. Preconditions and credentials required for attending, speaking and voting rights:
 - 27.1.1. All delegates of Members in good standing and eligible to vote shall be entitled to vote at any General Meeting of Sport SA.
 - 27.1.2. To remain in good standing and be eligible to speak and/or vote at any General Meeting, a member shall annually comply with the recognition criteria set out in the by-laws.
- 27.2. No Member shall be entitled to give or obtain any form of proxy vote whatsoever.

¹ USSA, SAPS, SANDF, Masters, schools, disability groups, wargames, traditional sports

- 27.3. Members qualifying for more than one category of membership can only represent one category and will be entitled to the highest category number of votes for which they qualify.
- 27.4. The voting majority of the General Meeting shall consist of the votes cast by the NFs affiliated to IFs governing Sports on the program of the Olympic Games or their representatives.
- 27.5. For general matters and Board elections at General Meetings, votes allocated shall be:
 - 27.5.1. For each NF affiliated to an IF on the Olympic and Paralympic programs: three (3) votes.
 - 27.5.2. For each NF affiliated to an IF, but not affiliated to IFs on the Olympic and Paralympic programs: two (2) votes.
 - 27.5.3. For each NF not affiliated to any international organization: one (1) vote.
 - 27.5.4. For each Associate Member: one (1) vote.
 - 27.5.5. For each Provincial Sports Confederation: one (1) vote.
 - 27.5.6. IOC Members and IPC Governing Board Members: one (1) vote each.
 - 27.5.7. Ex officio/Board members: no vote.
 - 27.5.8. Honorary President and Honorary Members: no vote.
 - 27.5.9. Athletes' Commission: two (2) votes.
 - 27.5.10. Boxing SA (professional body): no vote.
- 27.6. Only the NFs which are affiliated to IFs governing sports on the program of the:
 - 27.6.1. Forthcoming Olympic Games may vote on issues relating to the Olympic Games.
 - 27.6.2. Forthcoming Paralympic Games may vote on issues relating to the Paralympic Games.

- 27.6.3. Forthcoming Commonwealth Games may vote on issues relating to the Commonwealth Games.
 - 27.6.4. Forthcoming World Games may vote on issues relating to the World Games.
 - 27.6.5. Forthcoming International School Sports Games may vote on issues relating to these Games.
- 27.7. Irrespective of the number of Delegates present at the Meeting, the Delegate nominated to cast the votes on behalf of their respective Member shall exercise the number of votes to which that Member is entitled. Should the Delegate mandated to vote not be available for any reason, the alternate Delegate shall exercise the vote.

CHAPTER 6 - GOVERNING BODIES

28. GOVERNING BODIES OF SPORT SA

- 28.1. The General Assembly.
- 28.2. The Board (“The Board”).

29. THE GENERAL ASSEMBLY

- 29.1. The General Assembly shall be the supreme decision-making body of Sport SA and shall comprise of a quorate attendance of Members, meeting at the occasion of a General Meeting.
- 29.2. The General Assembly shall elect the leadership representatives who will form the Board of the Sport SA.
- 29.3. The General Assembly shall convene twice annually where it shall:
 - 29.3.1. ensure that the Constitution is applied and adopt any amendments and executive arrangements required for its application;
 - 29.3.2. ratify governance and organizational policies, rules and regulations recommended by the Board and note operational polices approved by the Board;
 - 29.3.3. consider and, if thought fit, approve the separate constitutions, rules and regulations of each Member and any amendments or alterations thereto;
 - 29.3.4. accept or reject any application for membership and approve Honorary President and Honorary Members on the recommendation of the Board;
 - 29.3.5. review and approve the annual report and annual audited finance statements of Sport SA;
 - 29.3.6. appoint the external, independent and qualified auditor of Sport SA on the recommendation of the Board;
 - 29.3.7. conduct any other business which is required or deemed to be necessary in the interests of Sport SA;

- 29.3.8. ratify any decision taken by resolution in writing between General Meetings.

30. THE BOARD

30.1. Composition of the Board

- 30.1.1. There shall be the following Board members, of which at least 50% must be women, including:

30.1.1.1. eight (8) elected,

30.1.1.2. up to four (4) co-opted,

30.1.1.3. one (1) Athletes' Commission representative,

30.1.1.4. the CEO ex officio,

30.1.1.5. the IOC Member(s) and IPC Governing Board Member(s) as ex-officio voting member(s).

30.1.1.6. the IOC Honorary Member(s) in the Republic, if any, may also be included as Honorary Board Member(s), without voting right.

- 30.1.2. At least one (1) co-opted Member must have a legal background and at least one (1) co-opted Member must have a financial background, and such persons should not be part of a Member's Board or national executive.

- 30.1.3. Any other independent co-opted Member shall resign any elected position held in a Member's Board or national executive for the period of their term of office as a Board member of Sport SA.

- 30.1.4. There shall be no more than one (1) Board member nominated and elected from the same Sport SA Member with the exception of the IOC Member, member of the IPC Governing Board or Athletes Commission representative.

- 30.1.5. The voting majority of the Board shall consist of the NFs affiliated to the IFs on the program of the Olympic Games.

30.2. Board Member Portfolios

- 30.2.1. The President as determined by Article 31.3.6.
- 30.2.2. The 1st Vice President as determined by Article 31.3.6.
- 30.2.3. The 2nd Vice-President as determined by Article 31.3.6.
- 30.2.4. Five (5) additional persons elected as Board members.
- 30.2.5. IOC Member(s) and IPC Governing Board Members will be Ex Officio members as provided by Article 25.4.
- 30.2.6. IOC Honorary Member(s) and IPC Honorary Member(s) will be Ex Officio members as provided by Article 25.4.
- 30.2.7. One (1) athlete representative elected by the Athletes' Commission as contemplated in Article 46.
- 30.2.8. Any co-opted members, as determined by the Board subject to:
 - 30.2.8.1. ratification by the General Assembly.
 - 30.2.8.2. ensuring co-opted Members shall not exceed four (4) in number or 1/3rd (one-third) of the total Board complement and shall have the full powers to vote on any issues before them.
 - 30.2.8.3. taking cognisance of any gender or other sensitivity matters, including Paralympic sport, skill or expertise deficiency and independence of directors which may arise out of the election.
 - 30.2.8.4. ensuring full compliance with the requirement derived from the Olympic Charter, the representative of the NFs affiliated to IFs governing sports on the program of the Olympic Games must constitute a voting majority of the Board as referred to in Article 30.1.5. Consideration must be given to the co-option of a person representing Paralympic sport and one (1) representative of nine (9) Provincial Sport Confederations in the event of none being elected.
- 30.2.9. The CEO, who shall be employed by Sport SA on such terms as the Board deems fit, shall report to the Board, serve as an ex officio member at any Sport SA General Meeting or Board meeting without any voting right.

30.3. Term of office

- 30.3.1. The President shall not be entitled to serve for a period more than three (3) of four (4) years in that office.
- 30.3.2. The members of the Board shall be elected in terms of Article 31 and shall hold office for a term of four (4) years but shall not be entitled to serve for longer than three (3) successive terms (12 years) in a single elected position or four (4) successive terms (16 years) in combined positions. Save as aforesaid, all members of the Board shall be eligible for re-election.
- 30.3.3. Any person elected or co-opted to a position on the Board, excluding the IOC Member and IPC Governing Board Member, must vacate their position and retire by no later than the end of the calendar year during which they attain the age of 70 years.
- 30.3.4. IOC Member and IPC Governing Board Member's positions on the Board are terminated when their membership of the IOC or the IPC Governing Board ceases.
- 30.3.5. No nominee may be nominated for a Board position if he/she/they attain the age of 70 within the four (4) years following the election date.
- 30.3.6. The President, the CEO and C-suite managers may not serve on the board or national executive committees of any of Sport SA's Members.
- 30.3.7. Subject to the provisions of these Articles, Board members hold office until their successors have been elected at a Quadrennial General Meeting.

30.4. Powers and duties of the Board

The following powers of Sport SA shall be exercised by the Board, with its responsibilities set out in the Board Charter which will provide responsible leadership to Sport SA based upon an ethical foundation and which shall have specified powers delegated to it by the General Meeting in addition to the general powers and authority herein conferred on the Board. Without in any way limiting such powers and authority, the Board shall have the following powers and duties:

- 30.4.1. To oversee, the activities of Sport SA, which shall include and not be restricted to:
 - 30.4.1.1. ensuring the activities, governance and integrity of Sport SA's Members.

- 30.4.1.2. overseeing the development of High Performance Sport.
- 30.4.1.3. serving as a confederation of sport and promoting cooperation among its Members.
- 30.4.1.4. inquiring into the administrative and/or financial affairs of Members, and, where necessary, to recommend corrective measures in this regard, subject to prior consultation and coordination with the IFs concerned if the Member in question is a NF.
- 30.4.1.5. appointing Board Commissions, independent and ad hoc committees for ratification by the General Assembly as and when the necessity arises, and shall ensure the appointment of Audit and Risk, Nominations as well as a Human Resources and Compensation commissions and committees as outlined in article 45.4; all appointed Commissions must have gender equality and include persons with a disability.
- 30.4.1.6. subject to due process that has been followed, including and subject to prior consultation and coordination with the IF concerned if the Member in question is a NF:
 - 30.4.1.6.1. suspend, fine and terminate the membership of any individual affiliated through their respective NF to Sport SA. Fines shall be approved and published by the Board on the recommendation of the Finance Commission.
 - 30.4.1.6.2. Provisionally suspend or fine any Member who contravenes the Constitution, directives or resolutions of Sport SA, or engages in any act of misconduct, improper practices, misdemeanour, acts of defiance, or that brings Sport SA and/or sport into disrepute. Fines shall be approved and published by the Board on the recommendations of the Finance Commission.
- 30.4.1.7. appointing and deciding the terms and conditions of appointment, performance and removing the CEO from office.
 - 30.4.1.7.1. approving and monitoring of a strategic plan, annual business plan, staff structure and budget

for Sport SA and its activities and monitor implementation.

- 30.4.1.8. ensure the application of best practice through the application of the King Code, the basic principles of good governance of the Olympic and Paralympic Movements and the principles of corporate governance applicable to organisations in the Republic from time to time.
- 30.4.1.9. ensure the adoption, implementation and maintenance of a code of ethics and codes of conduct by the General Assembly.
- 30.4.1.10. ensuring that conflicts of interest of Board members are appropriately managed.
- 30.4.1.11. ensuring that any financial commissions received are pre-approved and declared and any commission received but not declared or alleged breach of the Board Charter or Codes Handbook, are immediately referred to the independent JB and the Board Member suspended from all Sport SA activities until the JB has fully addressed the matter.
- 30.4.2. To ensure legal compliance, financial reporting compliance, risk management and compliance with regulatory authorities as may be required.
- 30.4.3. To determine fees, subscriptions and levies annually.
- 30.4.4. To consider and recommend any amendments to this Constitution.
- 30.4.5. To fix an annual calendar of meetings.
- 30.4.6. To undertake a regular Board review and monitor the culture of Sport SA.
- 30.4.7. To delegate authority to the CEO and approve matters reserved for the Board.
- 30.4.8. In matters of mutual interest, Sport SA and any Member may enter into a written agreement, aligned with this constitution and its by-laws, 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.

- 30.4.9. To approve the budget and all intended expenditure of Sport SA.
- 30.4.10. To enact, repeal and amend the policies, rules and regulations of Sport SA, provided that:
- 30.4.10.1.** the Board may make no policies, rules and regulations which are inconsistent with the Constitution of Sport SA, and
- 30.4.10.2.** a list of policies, rules and regulations made by the Board shall be circulated as they are approved and a Member may request a specific policy, rule or regulation document to be tabled at the next General Meeting of Sport SA for ratification and further provided that governance and organisational policies shall be referred to the General Assembly for approval.
- 30.4.11. The Board shall meet at least four (4) times per annum either in person and/or using digital meeting platforms.
- 30.4.12. In carrying out their duties relating to governing Sport SA, the Board will, as a guideline apply the governance requirements and principles of the King Code as amended from time to time.
- 30.4.13. In addition to the foregoing and where necessary, the Board will act as focal point for and custodian of governance in Sport SA.
- 30.4.14. Each Board member, IOC Member and IPC Governing Board Member shall be entitled to one (1) vote at any Board meeting.
- 30.4.14.1.** Should an IOC Member or IPC Governing Board Member also be an elected, ex officio or co-opted member, such member shall not be entitled to any additional vote.
- 30.4.14.2.** Any member of the Board cannot have more than one (1) vote, except for the Chairperson who may exercise a casting as well as a deliberative vote in the event of a tie.
- 30.4.15. A resolution that could be voted on at a Board meeting, may instead of being voted on at a meeting be:
- 30.4.15.1.** submitted by the Board member/s proposing the resolution for consideration to each Board member; and

30.4.15.2. voted on in writing by Board members entitled to exercise voting rights on that matter within ten (10) business days or when urgent, a shorter period to be determined by the President or his/her/their delegate, after the resolution was submitted to them.

30.4.16. A written resolution:

30.4.16.1. will have been adopted as a Board resolution if it has been supported in writing by a majority of the Board members who are entitled to exercise voting rights on the resolution proposed, and, if so adopted, such a resolution will have the same effect as if it had been adopted at a quorated Board meeting.

30.4.16.2. shall be deemed to have been passed on the date on which the resolution was approved in writing by the last of the Board members entitled to vote or when urgent, a shorter period to be determined by the President or his/her/their delegate.

30.4.16.3. All votes cast in respect of any of the above resolutions shall be recorded.

30.4.17. The jurisdiction of the Board shall include the power and capacity to be pro-active and initiate such enquiries and/or take such steps as Board deems fit, serving the best interests of Sport SA.

30.5. Role of the President

30.5.1. To ensure independence, upon being elected, the President shall immediately resign as a member of the board or national executive committee of any Sport SA Member for the period of his/her/their term of office.

30.5.2. In addition to the duties in the Board Charter, the President:

30.5.2.1. shall chair any General Meeting and meetings of the Board, unless the President chooses to delegate such responsibility to another person.

30.5.2.2. may be present at any meeting of any committee or commission of Sport SA, except the independent committees,

the Nomination Committee, the Athletes' Commission and JB or any of its appointed panels, unless by specific invitation.

30.5.2.3. shall ensure that the Board meets its fiduciary duties:

30.5.2.3.1. to act in good faith and in the interests of Sport SA.

30.5.2.3.2. to act honestly and responsibly in relation to the conduct of Sport SA's affairs.

30.5.2.3.3. to act in accordance with the Constitution and exercise powers only for purposes allowed by law.

30.5.2.3.4. not to misuse Sport SA's property, information or opportunities.

30.5.2.3.5. not to fetter independent judgment.

30.5.2.3.6. to avoid conflicts of interest.

30.5.2.3.7. to exercise reasonable care, skill and diligence.

30.5.2.3.8. to have regard to Members' interests.

31. ELECTION OF OFFICE BEARERS/BOARD MEMBERS

31.1. Appointment of Nominations Committee

31.1.1. The Board shall cause the appointment of an independent Nominations Committee of at least three (3) persons in accordance with the Nominations and Elections Handbook, subject to ratification by the General Assembly.

31.1.2. The Nominations Committee shall amongst themselves, nominate and appoint a chairperson to serve as lead auditor of the election process.

31.2. Nomination of Board Members

- 31.2.1. Nomination of candidates shall be done in accordance with the Nominations and Elections Handbook.
- 31.2.2. No nominee may be nominated for a Board position if he/she/they attain the age of 70 within the four (4) years following the election date.
- 31.2.3. Candidates nominated for election shall present themselves to the QGM either in person or via live digital means.

31.3. Election of Board Members

- 31.3.1. Elections shall be organized in accordance with the Nominations and Elections Handbook.
- 31.3.2. Subject to the provisions of this Article, the election of Board Members shall be by vote of Delegates at a QGM of Sport SA.
- 31.3.3. Prior to commencing the election, the outgoing President shall dissolve the Board and the Electoral Officer shall thereafter manage the election process.
- 31.3.4. Should there be fewer nominations than there are vacancies to be filled, the remaining position(s) shall be left vacant, until a SGM called for this specific purpose, which shall be concluded within sixty (60) days from the QGM, at which a specific election(s) for the vacant position(s) shall take place.
- 31.3.5. Each Delegate at the QGM shall have a vote determined by the voting strength referred to in Article 27.5 in any election of Board Members, provided that no Delegate shall be entitled to vote unless the Member which they represent is a Member in good standing.
 - 31.3.5.1. Irrespective of the number of Delegates 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.
 - 31.3.5.2. Should the Delegate mandated to vote not be available for any reason, the alternate Delegate shall exercise the vote.
 - 31.3.5.3. For the purpose of the election of the Board voting shall be by secret ballot, which may be electronic digital means, and each

Delegate mandated to vote shall be required to exercise such vote.

31.3.6. Any one (1) of the President or Vice Presidents shall be a female, and should the vote dictate a male being elected as the President and 1st Vice then 2nd Vice will automatically be a female nominee.

31.3.7. After the election of each of the President, 1st and 2nd Vice President and additional members, the Electoral Officer shall announce the name of the successful candidate/s.

31.3.8. At the conclusion of the Meeting all elected individuals shall immediately take office and constitute the Board.

31.4. Co-option of Board Members

31.4.1. The Nominations Committee shall recommend candidates for co-option to the Board having undertaken a recruitment process following an assessment of any deficiencies in diversity or skills required, specifically legal and financial, while also considering gender equality.

31.4.2. The Nominations Committee shall vet the candidates in line with Sport SA's fit and proper person test before a recommendation is made to the Board.

31.4.3. The Board will co-opt the required number of candidates from those recommended by the Nominations Committee, subject to Article 30.2.8.

31.5. A vacancy on the Board

31.5.1. A position on the Board shall become vacant if an individual serving as a Board Member:

31.5.1.1. passes away;

31.5.1.2. is absent from 3 (three) consecutive meetings or, in attendance on a rolling aggregate of 50% (fifty percent) or less of meetings over an 18 month period of the Board, without prior consent of the President, unless the Board upon good cause being shown, otherwise decides;

31.5.1.3. is found guilty, after a judicial process, of having conducted themselves in any manner likely to prejudice the objects or

activities of Sport SA and/or whose conduct has the effect of bringing Sport SA and/or sport into disrepute;

31.5.1.4. is disqualified from acting as a director in terms of the NPO Act and Section 69 of the Companies Act.

31.5.1.5. becomes of unsound mind;

31.5.1.6. resigns from the Board by notice in writing to Sport SA;

31.5.1.7. becomes an employee of Sport SA except in an interim capacity;

31.5.1.8. ceases to be a member of the Athletes' Commission or if the Athletes' Commission informs the Board that it no longer supports its representative on the Board having followed due process.

31.5.2. Should the President, 1st or 2nd Vice President be suspended from the Board, the provisions outlined in Article 31.5.3 shall apply for the period of suspension or until the Member's term is terminated following due process. Should another elected or appointed Board Member be suspended, the status quo shall remain until the suspension is lifted or the Member's term is terminated following due process.

31.5.3. Should the office of any Member of the Board become vacant, the remaining members of the Board shall have the power to co-opt an individual in their place until the next General Meeting where normal election procedures shall take place for said vacancies, provided that should:

31.5.3.1. the office of the President become vacant, the 1st Vice President shall act as President until the next General Meeting.

31.5.3.2. the office of the 1st Vice President become vacant, the 2nd Vice President shall act as 1st Vice President until the next General Meeting.

31.5.3.3. the office of the 2nd Vice President become vacant, the remaining members of the Board will appoint an acting 2nd Vice President from the remaining Board members and may

co-opt an individual until the next General Meeting. This individual must be co-opted as per Article 31.4.

31.5.3.4. the position of the Athletes' Commission representative become vacant, the Athletes' Commission shall nominate a replacement from among the remaining members of the Athletes' Commission.

31.5.4. All appointments whether pursuant to elections or otherwise will be communicated to the Members at the next General Meeting where such appointments may be ratified retrospectively and an election held if necessary.

31.6. Conflicts of interest and conduct of Board members

31.6.1. The conduct of Board members shall be regulated through this Constitution, the Board Charter and the Codes Handbook.

31.6.2. Board Members of Sport SA are not eligible for full- or major-time employment by Sport SA unless the Board resolves to appoint one (1) of its members as interim CEO while the CEO is either incapacitated for whatever reason or until a new CEO is appointed or for no more than six (6) months whichever is the shorter.

31.7. Eligibility to serve as an office bearer of an International Body

31.7.1. Subject to the applicable rules of the relevant international body, the Board shall consider the candidature of any Sport SA Board member, delegate or employee to stand for election or to be appointed to an international body to which Sport SA is affiliated or associated.

31.7.1.1. Should a situation not provided for arise at any relevant international sports meeting, such official, delegate or employee may accept an appointment or election provided that such appointment or election has been telephonically or electronically approved by the Board and which approval shall be confirmed in writing within seventy two (72) hours of the elected official, delegate or employee returning to the Republic failing which such approval shall be null and void and the elected official, delegate or employee shall be required to vacate their respective office.

31.7.1.2. Should an elected official, delegate or employee be nominated by an IF or other international body to stand for election or

be appointed to an international body to which Sport SA is affiliated, the Board shall endorse such nomination provided that any potential conflict of interest is considered and managed and such nominee meets Sport SA's fit and proper person test. Such endorsement shall not be unreasonably withheld.

- 31.8. The President, CEO and other C-suite Managers may not serve on the board or national executive committees of any of Sport SA's Members.

CHAPTER 7 - MEETINGS

32. QUORUM AT MEETINGS

- 32.1. 50% (fifty percent) plus 1 (one) of the total number of Members of Sport SA entitled to vote at General Meetings save for the General Meeting called to dissolve Sport SA in which case a quorum of 75% is required.
- 32.2. 50% (fifty percent) plus 1 (one) of the total number of Olympic Members of Sport SA entitled to vote on Olympic issues during any General Meeting as contemplated in Article 27.6.1.
- 32.3. 50% (fifty percent) plus 1 (one) of the total number of Paralympic Members of Sport SA entitled to vote on Paralympic issues during any general meeting as contemplated in Article 27.6.2.
- 32.4. 50% (fifty percent) plus 1 (one) of the total number of NF's Members of Sport SA entitled to vote on Commonwealth Games issues during any general meeting as contemplated in 27.6.3
- 32.5. 50% (fifty percent) plus 1 (one) of the total number of NF's Members of Sport SA entitled to vote on World Games issues during any general meeting as contemplated in 27.6.4.
- 32.6. 50% (fifty percent) plus 1 (one) of the total number of NF's Members of Sport SA entitled to vote on International School Sports Games issues during any general meeting as contemplated in 27.6.5.
- 32.7. 50% (fifty percent) plus 1 (one) of the total number of Board Members entitled to vote at Board meetings.
- 32.8. 50% (fifty percent) plus 1 (one) of the Board Members from Olympic and Paralympic Federations entitled to vote at Board meeting on all Olympic and Paralympic matters.
- 32.9. 50% (fifty percent) plus 1 (one) appointed and/or elected members of Board Commissions and Committees of Sport SA.
- 32.10. IOC and IPC Honorary Members are calculated towards a quorum determination.

33. GENERAL MEETINGS

- 33.1. Sport SA shall hold at least two (2) General Meetings of Members during a financial year, of which one shall be the Annual General Meeting. In an elective year, a third General Meeting shall be held which will be the Quadrennial General Meeting.
- 33.2. A General Meeting shall be held at such time and place as the Board shall determine.
- 33.3. A notice for a General Meeting shall be given in writing by the Secretariat through telefax or electronic mail with not less than:
- 33.3.1. Fourteen (14) days' notice for a SGM;
 - 33.3.2. Thirty (30) days' notice for a GM;
 - 33.3.3. Sixty (60) days' notice for an AGM;
 - 33.3.4. Ninety (90) days' notice for a QGM and for a General Meeting at which the dissolution of the organisation is to be considered.
- 33.4. 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. The notice of a Meeting shall specify:
- 33.4.1. the place with provision for Delegates to attend using digital meeting platforms;
 - 33.4.2. the date and the hour of the meeting; and
 - 33.4.3. 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 Sport SA in General Meeting and to such persons as are, under the Articles, entitled to receive such notices from Sport SA.
- 33.5. 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 50% plus 1 of the total voting rights of the Members present and who are in good standing.
- 33.6. Any General Meetings, including the AGM, QGM or SGM may take place in person, via digital and electronic means or a hybrid combination of both.

- 33.7. The Secretariat shall circulate all documents together with the agenda, motions for the AGM, GM or QGM and the audited financial statements to all Members per telefax or electronic mail to reach the recipients not less than 14 days prior to the AGM, GM or QGM.
- 33.8. 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, 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 seventy-two (72) hours prior thereto by either electronic mail, or telephone call.
- 33.9. Business may only be transacted at a General Meeting while a quorum of Members is present.
- 33.10. General Meetings shall deal with and dispose of all matters prescribed by the Constitution, and in compliance with the Members' obligations as contained in the IOC Charter, IPC Handbook, and other relevant statutes inclusive of electing the Board.
- 33.11. Minutes and inspection
- 33.11.1. The Board shall cause a record to be made of all resolutions of Sport SA in the General Meeting minutes.
- 33.11.2. The minutes of all General Meetings shall be kept by the Secretariat which must be signed by the chairperson of the General Meeting.
- 33.11.2.1. Such minutes shall be circulated within thirty (30) days following the General Meeting.
- 33.11.2.2. Such minutes shall be presented at the next General Meeting, irrespective of the nature of such General Meeting, except for a SGM where no minutes shall be adopted. SGM minutes shall however be presented for adoption during the next General Meeting.
- 33.11.2.3. Once adopted at the next General Meeting, such minutes shall be prima facie evidence of the matters therein stated.

- 33.11.3. The minutes shall be available for inspection by any Member or in terms of the Promotion of Access to Information Act.

34. ANNUAL GENERAL MEETING

- 34.1. An Annual General Meeting shall be held not later than six (6) months after the end of each financial year in order to meet the requirements set out in Article 39.
- 34.2. The Agenda of the AGM shall be sent to the Members not less than thirty (30) days prior to the date of the AGM and shall include:
- 34.2.1. The Board's annual report as outlined in the Standing Orders, will be presented for discussion and adoption by the General Assembly;
 - 34.2.2. the draft annual audited financial statements of Sport SA for the preceding financial year;
 - 34.2.3. any proposed resolution which is to be considered at such meeting, provided that such proposed resolution, a summary thereof and the reasons thereof are delivered in writing to the Sport SA Secretariat not less than forty (40) calendar days prior to the date of such meeting and is relevant to the business of the AGM;
 - 34.2.4. any other documents which the Board may consider necessary to be discussed at such Meeting.
- 34.3. The business to be conducted at an AGM shall be to:
- 34.3.1. determine that a quorum is present and to read the notice convening the AGM;
 - 34.3.2. read and confirm with or without amendments, or reject the minutes of the previous AGM and to consider any matters arising therefrom;
 - 34.3.3. receive, consider and adopt, the annual reports of the President, the Vice Presidents and the chairpersons of Committees or Commissions.
 - 34.3.4. consider and adopt, with or without modification, the annual audited financial statements of Sport SA for the preceding financial year as presented by the CEO, provided that if the annual audited financial statements are not adopted at the AGM, they shall be considered and adopted, with or without modification, or rejected at the next General

Meeting or, if the delegates at the AGM pass a resolution to that effect, by the Board;

- 34.3.5. appoint the auditors of Sport SA for the next financial year on the basis that the auditors shall hold office until the next AGM;
- 34.3.6. to consider and adopt, with or without modification, or reject any proposed resolution in respect of which due notice has been given, provided that the chairperson may, in his/her/their discretion, permit a proposed resolution which was delivered to the Sport SA Secretariat less than forty (40) days before the date of such Meeting to be discussed and voted upon.
- 34.3.7. make any decision, election or appointment relating to a proposed nomination received by the Secretariat not less than forty (40) calendar days before the date of such meeting;
- 34.3.8. consider and adopt, with or without modification, or reject any recommendations of the Board;
- 34.3.9. consider and adopt, with or without modification, or reject any recommendations and amendment to the Constitution, policies, rules and regulations of Sport SA;
- 34.3.10. consider and accept or reject any recommendation or nomination of persons to be appointed as Honorary President and Members;
- 34.3.11. appoint and/or elect person/s to fill any vacant positions on the Board;
- 34.3.12. appoint and/or elect any persons to fill any vacant positions of any Commission or committee of Sport SA requiring appointment by the General Assembly
- 34.3.13. consider any other business which the AGM agrees to discuss and vote upon.

35. SPECIAL GENERAL MEETING

- 35.1. A SGM may either be called through a request by the Sport SA Board or by the Membership of Sport SA as per the terms below.

- 35.1.1. The Board may, whenever it deems necessary, convene a SGM, and the Secretariat shall convene such SGM if requisitioned by at least 1/3rd (one third) of the Board Members.
 - 35.1.2. A SGM shall be called by the Board after receipt of a requisition signed on behalf of 1/3rd (one third) of the Members in good standing. The agenda for such meeting shall be specified in the requisition.
 - 35.1.3. Notwithstanding the provisions of article 35.1.1 and 35.1.2 above, a SGM shall, notwithstanding that it is called by shorter notice than that specified in the Constitution, 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 and who hold not less than fifty (50) percent plus one (1) of the total voting rights of all the Members present and who are in good standing.
- 35.2. Notice of the meeting shall, in addition, specify and include:
- 35.2.1. the resolutions and/or discussion points which will be the exclusive points on the agenda of the meeting; and
 - 35.2.2. in the case of special business, shall be given in the manner provided in this Constitution to such persons as are entitled to receive such notices from Sport SA.

36. QUADRENNIAL GENERAL MEETING

- 36.1. A QGM is held every four (4) years at which, inter alia, the Board Members will be elected. It will be held in the same year that the Olympic and Paralympic Games would ordinarily be held and by no later than 31 of December of that year.
- 36.2. The Secretariat shall circulate all motions submitted to the Members, together with the agenda for the Meeting, and all nomination documents as outlined in Article 31.

CHAPTER 8 - FINANCE

37. FINANCIAL YEAR END

37.1. The financial year end of Sport SA ends on the last day in March of each year.

38. GENERAL FINANCIAL PRINCIPLES

38.1. Sport SA finances shall be conducted on a non-profit basis as contemplated in this Constitution.

38.2. Sport SA finances shall be regulated through its Financial Policy.

38.3. All supplier appointments, procurement, partnerships and payments will be authorized in compliance with the Financial Policy of Sport SA.

38.4. The signatories of Sport SA payments shall be any two (2) of any duly authorised persons appointed by the Board and in compliance with the Financial Policy of Sport SA.

38.5. Sport SA's records shall be kept at the Headquarters 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.

38.6. The Board shall:

38.6.1. open and maintain bank accounts for and in the name of Sport SA.

38.6.2. authorise any investment of Sport SA funds in the manner contemplated in this Constitution.

38.6.3. cause such accounting records to be kept as are necessary to present the state of affairs and business of Sport SA and to explain the transactions and financial position of Sport SA in accordance with International Financial Reporting Standards (IFRS) and as amended from time to time.

38.6.4. 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 Sport SA or any of them may be open to inspection by Members of Sport SA or in General Meeting.

39. AUDITED FINANCIAL STATEMENTS

- 39.1. The Board shall cause the annual audited financial statements, prepared in line with the relevant International Financial Reporting Standards for small, and medium sized entities to be prepared and laid before Sport SA Members in an AGM or QGM for approval.
- 39.2. The Board shall:
- 39.2.1. Share a copy of annual audited financial statements with all Sport SA Members as per Article 34.2.2.
 - 39.2.2. Allow for written questions to be submitted by the Sport SA Members to the CEO no later than fourteen (14) calendar days prior to the Meeting.
 - 39.2.3. Circulate all questions as received from Sport SA Members and to be addressed at the Meeting as an addendum to the Agenda seven (7) calendar days prior to that meeting.
 - 39.2.4. Ensure the CEO presents the Annual Financial Statements at that meeting and address all questions received prior to and during the General Meeting at which it is presented.
 - 39.2.5. The provisions of this Article shall not require a copy of those documents to be sent to any Member which has not furnished a digital address to Sport SA.
- 39.3. Within six (6) months after the end of Sport SA's financial year end, the Board shall cause the annual audited financial statements to be submitted to the Department, Director of Non-Profit Organisations and to the South African Revenue Services.

40. COMPENSATION OF THE BOARD AND ALL C-SUITE MANAGERS

- 40.1. The Compensation Policy of the Board and C-suite managers shall be regulated by the Human Resources and Compensation Committee in consultation with the Finance Commission and be ratified by the General Assembly.
- 40.2. The compensation of C-suite managers shall be approved by the Board.
- 40.3. Subject to Board members meeting their obligations and responsibilities as set out in this constitution and the Board Charter, Board members as per article 30.2.1 to 30.2.8 shall:

- 40.3.1. be entitled to be compensated for specific administrative tasks or services rendered, if any, as determined through the Compensation Policy;
- 40.3.2. be entitled to be refunded any disbursements or other expenses incurred by them in fulfilling any of their duties or functions as such but have to adhere to the Financial Policy of Sport SA outlining the regulations and management of Board Member expenditure.

41. AUDITOR

- 41.1. An external auditor shall be appointed on the recommendation of the Board, having regard to rotation of the auditor every three (3) years notwithstanding the status of Sport SA as an organisation, which auditor has been duly approved and/or ratified at an Annual or Quadrennial General Meeting.

CHAPTER 9 - ADMINISTRATION OF SPORT SA

42. DELEGATION OF AUTHORITY

- 42.1. The Board is responsible for the leadership of Sport SA.
- 42.2. The CEO is responsible for the day to day management of the affairs of Sport SA.

43. NOTICES

For the purposes of the Constitution of Sport SA, any document and notice which is sent through / by:

- 43.1. prepaid registered post in a correctly addressed envelope to the postal address of the intended addressees, will be deemed to have been received within seven (7) business days from the date of posting.
- 43.2. telefax to the telefax number of the intended addressees, will be deemed to be received on the first business day after transmission.
- 43.3. electronic mail ("email") to the email address of the intended addressees, will be deemed to have been received on the first day after transmission provided a "sent and/or read receipt" is electronically generated after sending the email.

44. EVENT COMPLIANCE

- 44.1. No multi-sport events at national and international level involving more than one (1) foreign NF or representative team may take place within the Republic without obtaining the prior written approval of Sport SA and the Department.
- 44.2. The written request for approval shall be submitted to Sport SA no later than 180 calendar days before the commencement of the event.
- 44.3. The written request for approval shall be accompanied by a list of the teams which will be participating in the event as well as the event regulations.
- 44.4. No Member or sports person who is registered with such a Member, may participate in a multi sports event, within or outside the Republic where the prior written approval of Sport SA has not been obtained.

CHAPTER 10 - COMMITTEES, COMMISSIONS, AD HOC COMMITTEES AND FORUMS

45. GENERAL ORGANIZATION OF COMMISSIONS, INDEPENDENT AND AD HOC COMMITTEES

- 45.1. The standing Commissions and ad hoc committees will function as advisory bodies within those specific business areas as per the authority derived from the Board through this Constitution.
- 45.2. The Board shall determine the number and nature of Board Commissions, independent and ad hoc committees.
- 45.3. Board ad hoc committees should be charged with investigating specific issues and making recommendations to the Board for decision. Any ad hoc committees appointed by the Board to advise it on specific business shall be ratified by the General Assembly.
- 45.4. Notwithstanding the powers of the Board to appoint independent committees as contemplated in Article 45.1 to 45.3 to the following independent committees shall be appointed by the Board and ratified by the General Assembly:
 - 45.4.1. Audit and Risk Committee;
 - 45.4.2. Nominations Committee;
 - 45.4.3. Human Resources and Compensation Committee.
- 45.5. Notwithstanding the powers of the Board to appoint independent committees as contemplated in Article 45.1 to 45.4, Sport SA through its General Assembly, Constitution and associated by-laws, shall establish an independent body known as the “Judicial Body” to administer mediation, arbitration, inclusive of appeals and disciplinary procedures for sport in the Republic.
- 45.6. The Board shall provide support to the Athletes’ Commission upon such terms as it may consider necessary to give effect to its powers.
- 45.7. Except for the Athletes’ Commission and the independent committees, all committees and commissions shall be chaired by a member appointed by the Board.
- 45.8. Non-independent standing commissions and ad hoc committees shall be subordinate to the Board.

- 45.9. The President and CEO may not chair any standing or Board appointed Commission, independent or ad hoc committee but shall be an ex officio member of any commission unless otherwise stipulated.
- 45.10. The Board shall take into account any imbalances or sensitivities in respect of diversity, equity or disability issues, but having regard for performance, the necessary experience and expertise required in appointing individual members as part of committees or commissions.
- 45.11. Independent individuals, with the necessary expertise or experience and skills should be co-opted/appointed to Board committees to achieve objectivity and independence.

46. ATHLETES' COMMISSION

- 46.1. The Athletes' Commission is composed of active athletes who have competed internationally in any sport/s of a Member of Sport SA provided that a majority of them must have participated in a sport on the Olympic programme. Members must be nationals of the Republic, at least 16 years old and have never received any sanction in relation to the World Anti-Doping Code and Sport SA Codes Handbook.
- 46.2. Members shall be eligible to continue serving on the Athletes' Commission for no longer than eight (8) years after the athlete represented South Africa or until the next QGM whichever is the later.
- 46.3. The Commission shall comprise of at least 10 persons, elected for a term of four (4) years, renewable, subject to the eligibility conditions, including:
- 46.3.1. at least three (3) of each gender,
 - 46.3.2. at least two (2) athletes who competed in any of the last three (3) editions of the Olympic Games,
 - 46.3.3. at least two (2) athletes who competed in any of the last three (3) editions of the Paralympic Games and
 - 46.3.4. not more than one (1) person from any single sport code.
- 46.4. In addition to the minimum of 10 members mentioned in Article 47.3 above, the following shall be ex officio voting members of the Commission:
- 46.4.1. South African Member(s) of the IOC Athletes' Commission, if any; and

- 46.4.2. South African Member(s) of the ANOCA Athletes' Commission, if any.
- 46.4.3. South African Member(s) of the IPC or African Paralympic Committee or CGF Athletes' Commission, if any.
- 46.5. The majority of the members of the Athletes Commission shall be athletes who have received National colours and represented South Africa in an international event of a sport on the programmes of the Olympic and Paralympic Games, and endorsed by their National Federation.
- 46.6. The majority of the Members must be elected by their peers. The Chair of the Commission must be elected by and from among the Members of the Commission and must be a member who has been elected to the Commission by his/her/their peers.
- 46.7. The Athletes' Commission shall elect from amongst themselves:
 - 46.7.1. Two (2) persons, (from different genders, if possible), who shall represent the Commission at the General Meetings of Sport SA, one (1) from among those who competed in any of the last three (3) editions of the Olympic Games and one (1) from among those members who competed in any of the last three (3) editions of the Paralympic Games.
 - 46.7.2. One (1) person who shall be a member of the Board.
- 46.8. Members of the Athletes' Commission must be in good standing with their NF and their nominations must be endorsed by their NFs.
- 46.9. No Board member shall attend an Athletes' Commission meeting, other than the representative as elected by the Athletes' Commission, except if invited by the Athletes' Commission.
- 46.10. The Athletes' Commission members derive their membership through their NFs. It shall be the only commission or committee with voting rights at any General Meeting.
- 46.11. The Athletes' Commission shall be governed by specific Terms of Reference established in accordance with the IOC/IPC guidelines for the NOCs/NPCs' Athletes Commissions and the provisions of this Article.

47. FORUMS

- 47.1. The Board may from time to time, between General Meetings, convene consultative forums to advise the Board on its operations.
- 47.2. The Board may call a forum on a quarterly basis to discuss and report on membership matters, topical issues and be presented with an activity report by the CEO.
- 47.3. Recommendations by any forum shall be ratified by the General Assembly.

48. TERMS OF REFERENCE

- 48.1. The terms of reference of all standing Commissions, independent and ad hoc committees, bodies, units or panels shall be defined separately and shall be drawn up and/or maintained and/or amended by the Policy Commission as per the Policy of Policies and approved by the Board.

CHAPTER 11 - MANAGEMENT OF DISPUTES AND JUDICIAL PROCEDURES

49. THE JUDICIAL BODY

- 49.1. Disputes, disciplinary and ethical matters shall be managed by the Judicial Body (JB) of Sport SA as ratified by the General Assembly.
- 49.2. The JB shall be an independent and separate body of legal and sports experts, with members having applicable qualifications and experience, overseeing all disputes, arbitration, mediation and disciplinary matters pertaining to Sport SA and its Members, subject to the rules of the relevant IF, if any.
- 49.3. The JB shall not act or be considered the legal commission of Sport SA.
- 49.4. Every member of a JB shall have one vote each at their meetings and hearings.
- 49.5. Any matter referred to the JB may be subject to the payment of a fee, of which the amount and payment process shall be determined by the Board from time to time.
- 49.6. Authority of the JB
 - 49.6.1. All Members, affiliates and associates of Sport SA shall recognise and accept the JB as an authority which may adjudicate, arbitrate, mediate or decide on sports related legal and disciplinary matters related to this constitution, its by-laws, the policies, rules and regulations of Sport SA as well as that of its Members, subject to the rules of the relevant IF, if any.
 - 49.6.2. The JB may impose sanctions whether by way of censure, fines as approved by the board, suspension, expulsion or banning from participating in any event or activity being conducted under the auspices of Sport SA or its Members, or the activities of Sport SA, or as part of any team of Sport SA or its Members, subject to the rules of the relevant IF, if any.
 - 49.6.3. The JB shall fulfil certain roles through the appointment of independent panels consisting of members from the JB or co-opted specialists as appointed to a panel on a case-by-case basis by the JB.
- 49.7. Responsibilities of JB

- 49.7.1. The JB shall set up and continuously update its own terms of reference and Judicial Procedures forming part of the Codes Handbook of Sport SA, as adopted and amended by the General Assembly from time to time.
- 49.7.2. The JB shall mediate or arbitrate, as the case may be, any matter referred to it in line with the procedures of the Arbitration Foundation of SA.
- 49.7.3. The JB shall investigate and decide in respect of dispute and ethical matters, including safeguarding matters referred to it.
- 49.7.4. The JB shall hear and adjudicate disciplinary matters and impose the necessary sanctions.
- 49.7.5. The JB shall hear and determine appeals by any party against a decision of Sport SA, or any Member affiliated to it, subject to the rules of the relevant IF, if any.

49.8. Appointment of the JB Members

- 49.8.1. Prior to each QGM, the Nominations Committee shall oversee the appointment of the JB members, all of whom shall be independent from any Member and structure of Sport SA.
 - 49.8.1.1. The Board shall, prior to each QGM, nominate in writing, the members of the Judiciary Body (JB), for ratification by the QGM, who shall adjudicate disputes and disciplinary matters, manage arbitration and review ethical matters referred to Sport SA as set out in this constitution, its by-laws and the policies of Sport SA.
 - 49.8.1.2. The process and requirements shall be outlined in the terms of reference of the JB and no member of the JB may serve on any other commission or committee of Sport SA.
- 49.8.2. No member of the Sport SA Board may serve as a member of the JB, attend any JB meeting or be part of any appointed panel or ad-hoc committee of Sport SA.
- 49.8.3. The JB shall amongst its members elect a Chairperson and a Registrar.

49.9. Composition of the JB

The JB shall consist of:

- 49.9.1. Not less than 50% + 1 members who are senior advocates admitted to practice in the Republic or retired judges who previously acted as such.
- 49.9.2. The remaining members shall be appropriately trained and/or accredited mediators and of appropriately trained and/or accredited arbitrators and/or appropriately trained and/or accredited governance specialists.
- 49.9.3. At least eight (8) in number.
- 49.9.4. Not less than fifty (50) percent gender representation.
- 49.9.5. At least one (1) member from each of the four racial groups classified by the Republic.

49.10. Terms of the JB

- 49.10.1. The term of office of the members of the JB shall be four (4) years commencing from the date of their appointment. The members may be re-appointed for a further term of office in accordance with this Constitution, with a limitation of two (2) terms.
- 49.10.2. The terms of reference and procedural mechanisms for the JB shall be defined separately in the by-laws of this constitution and ratified by the General Assembly.

50. DISPUTE RESOLUTION MECHANISMS

- 50.1. Every body or individual falling under the jurisdiction of Sport SA shall ensure that any sports related or institutional dispute that it has with a body or individual falling under the jurisdiction of Sport SA or any dispute with Sport SA, itself, is resolved in accordance with the dispute resolution mechanisms of Sport SA as outlined in this constitution and its by-laws.
 - 50.1.1. 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 (including the holding of an arbitration as envisaged in Article 50.4.1, on an urgent basis) no body or individual falling under the jurisdiction of Sport SA shall approach a Court of Law to decide on a Sport related dispute it has with a body or individual affiliated to Sport SA or with Sport SA itself, until such individual or body has first exhausted all available internal remedies, at all appropriate levels which is applicable to such a party, and as may be applicable to such a dispute or complaint.

50.2. Only in the event that a Member of Sport SA has exhausted all of its own internal investigation and dispute resolution mechanisms provided for in its own constitution, may a dispute be referred to Sport SA for resolution, arbitration or mediation by Sport SA's Judicial Body.

50.3. Mediation

50.3.1. In the event of a dispute arising between:

50.3.1.1. Members;

50.3.1.2. a Member and Sport SA;

50.3.1.3. any Board Members;

50.3.1.4. a member of the Board and the Board;

50.3.1.5. a Member of the Board and Sport SA or vice versa; or

50.3.1.6. any dispute within Sport SA.

either party to a dispute may elect to refer the dispute to mediation. Where mediation fails, the dispute shall be referred for arbitration in line with procedures as set out in the judicial procedures of the JB.

50.4. Arbitration and adjudication of disputes

50.4.1. Arbitration and adjudication of disputes shall be held in terms of the rules and procedures of the arbitration foundation of Southern Africa or its successor.

50.4.2. Save for the appointment of the arbitrator in terms of article 50.4.1 above the arbitration shall be held in terms of the rules and procedures of the arbitration foundation of Southern Africa or its successor, provided that the decision of the arbitrator shall be final and binding upon the disputing parties.

50.4.3. A Sport SA arbitrator from the JB, or an external party as appointed by the JB, shall be agreed to by the disputing parties.

50.4.3.1. If the disputing parties are unable to agree upon the nomination of one of the Sport SA arbitrators within five (5) business days of being called upon to do so, the JB shall

appoint a chairperson and each party shall appoint a member from the JB to form a panel of three (3) to arbitrate the case.

50.4.4. Notwithstanding the foregoing, the disputing parties may, by written agreement, refer a dispute pursuant to Article 50.4.1 above to the Court of Arbitration for Sport (CAS) in accordance with the Code of Sports-Related Arbitration.

50.5. Disciplinary and ethical matters

50.5.1. Disciplinary and ethical matters referred to the JB involving a Member, any individual, including a Board Member, falling under the jurisdiction of Sport SA and its Members, shall be resolved in accordance with the dispute resolution mechanisms set out in this Constitution and the Judicial Procedures outlined in the Codes Handbook of Sport SA.

50.6. The JB acting as an appeal panel to resolve internal disputes of members

50.6.1. In the event of an internal dispute at Member level that was decided in terms of an appeal process, an aggrieved party may lodge a further appeal to the JB in writing within 14 (fourteen) days from the date of the outcome of the first appeal as set out and contemplated in the by-laws.

50.7. Appeals against a decision of the JB

50.7.1. Any party aggrieved by a decision of the JB may refer the matter to CAS, the relevant IF or an appropriate Court having jurisdiction for its final determination, within a period of fourteen (14) days from the granting of the ruling.

50.7.2. The aggrieved party shall file a written appeal setting out its grounds for the appeal with the JB as well.

50.7.3. In the circumstances set out in Article 50.7.1 above it is recorded that the decision of the arbitrator or the decision of CAS, as the case may be, shall be final and binding on all parties in all manners whatsoever.

CHAPTER 12 - FINAL PROVISIONS

51. INDEMNITY

51.1. The Members of Sport SA, the Board, the committees and commissions, all subcommittees and members, other official structures, all officials and employees of Sport SA, shall be indemnified from and against all losses, charges, costs, damages and all and every other expense or liability which they may incur, or be put to, concerning or about the bona fide and duly authorised execution of their duties and actions for and on behalf of Sport SA subject to the fiduciary duties of care and skill being complied with in line with the King Codes and NPO Act.

52. BY-LAWS OF THIS CONSTITUTION

The by-laws of the constitution of Sport SA are:

- 52.1. The Standing Orders
- 52.2. The Codes Handbook
- 52.3. The Judicial Procedural Handbook
- 52.4. The Board Charter
- 52.5. The Nominations and Elections Handbook
- 52.6. The Membership Recognition and Compliance Criteria
- 52.7. The Finance Policy.

53. AMENDMENT OF THIS CONSTITUTION AND ITS BY-LAWS

- 53.1. The provisions of this Constitution and its by-laws may not be amended except at an AGM or a SGM of Sport SA.
- 53.2. A resolution of not less than a 2/3rds majority of the total votes of the Members whose representatives are entitled to vote at such AGM or SGM shall be required for purposes of amending the Constitution and its by-laws.

- 53.3. If it is required that any such amendment be dealt with at an AGM or SGM, written notice thereof must be given to the Secretariat who shall circulate the intended amendment to all Members and parties entitled to receive notice of such AGM.
- 53.4. The suggested amendment must be sent to the IOC and the IPC for its prior approval.
- 53.5. Any amendment to this Constitution must be submitted by the CEO to the South African Revenue Services, the Director of Non-Profit Organisations and the Companies and Intellectual Property Registration Office in accordance with the relevant laws and legislation.
- 53.6. Any amendment to this Constitution shall come into immediate effect when adopted at an AGM or SGM unless otherwise specified by the AGM or SGM.

54. DISSOLUTION OR WINDING UP OF SPORT SA

- 54.1. Sport SA may be dissolved or wound up at any time by a resolution of the General Assembly at a General Meeting upon a majority vote of not less than 75 percent of the total possible votes of the General Assembly of those entitled to vote who are present in person at such General Meeting.
- 54.2. Written notice of any resolution which will have the effect of dissolving or winding up Sport SA shall be delivered to the General Assembly not less than 90 (ninety) days prior to the date of a General Meeting.
- 54.3. Upon dissolution, de-registration or winding up of Sport SA, all of its assets remaining after the satisfaction of all its liabilities, shall be given or transferred to another PBO, exempted from income tax in terms of section 30 of the Income Tax Act or non-profit organisation having similar objectives to those of Sport SA. This must be determined by the Members of Sport SA at or before the time of its dissolution subject to prior consultation and coordination with the IOC and IPC or, failing such determination, by a High Court having jurisdiction.

55. GUARANTEE

- 55.1. The liability of Members is limited to the amount referred to hereunder.
- 55.2. Each Member undertakes to contribute to the assets of Sport SA in the event of its being wound up either while they are Members or within one (1) year thereafter, for the purpose of payment of the debts and liabilities of Sport SA, if any, 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 one rand (R1.00).

56. ENFORCEMENT

This amended Constitution and its associated by-laws were adopted by the General Assembly present at the Annual General Meeting of Sport SA held at the Olympic House, Sport SA Offices on Saturday, 26 November 2022.



PRESIDENT: BARRY HENDRICKS



**SECRETARY GENERAL/CHIEF
EXECUTIVE OFFICER: NOZIPHO JAFTA**