

CONSTITUTION OF THE GAUTENG FENCING ASSOCIATION

1) Name

- 1.1) The name of this association is THE GAUTENG FENCING ASSOCIATION, herein after referred to as the “Association”. The Association’s shortened name will be “GFA”.

2) Definitions and Interpretations

- 2.1) In this Constitution the following words and expressions shall have the following meanings set opposite them respectively unless the contrary is stated:

2.1.1) “Association” shall be the Gauteng Fencing Association.

2.1.2) “Competition(s)” shall mean any competition held under the auspices of, or sanctioned by, the association including but not limited to provincial or national competitions or ranking competitions.

2.1.3) “Fencer” shall mean an individual who engages in the sport of Fencing.

2.1.4) “Fencing” shall mean the sport of modern fencing as defined and regulated by the international body of the sporting code, the FIE.

2.1.5) “Fencing Administrator” shall mean an individual who is involved in the ongoing administration of Fencing at a Fencing Club or Provincial Fencing Association in South Africa.

2.1.6) “Fencing Club” shall mean any active institution within the provincial boundaries of the Gauteng Province where fencing is exclusively taught, practiced and promoted; whose Fencers can represent it in competitions; that is distinct in terms of administration and operations; and that is

affiliated with the association be it privately owned, school based or community based.

- 2.1.7) "Fencing Coach" shall mean an individual whose principal activity is the teaching of Fencing, be it for remuneration or not.
- 2.1.8) "Fencing Individual" shall mean any Fencer, Fencing Coach, Fencing Referee and Fencing Administrator affiliated to a Fencing Club and registered with a Provincial Fencing Association.
- 2.1.9) "Fencing Referee" shall mean the person who is to referee fencing bouts / matches and will include persons who are training to become qualified and those who are FFSA qualified referees pertaining to the sport of Fencing.
- 2.1.10) "FFSA" shall mean the "Fencing Federation of South Africa"
The official National body of Fencing within South Africa.
- 2.1.11) "FIE" shall mean the international controlling body of Fencing: "Federation International D'Esgrime".
- 2.1.12) "GSC" The provincial controlling body for sport in Gauteng,
"Gauteng Sports Confederation"
- 2.1.13) "Office bearer" shall mean a democratically elected member of the Committee.
- 2.1.14) "SAIDS" shall mean the South African Institute for Drug-Free Sport.
- 2.1.15) "SASCOC" The currently known National controlling body of Sport in South Africa:
"South African Sports Confederation and Olympic Committee"
- 2.1.16) "WADA" shall mean the World Anti-doping Agency.

- 2.2) Except where the context forbids, words implying male gender shall include female gender, and words implying the singular shall include the plural, and vice versa.
- 2.3) The term “year” when not used in the context of a financial year, shall mean the period between consecutive Annual General Meetings.
- 2.4) Emailed PDFs of documents with either a scanned signature or digital signature will be accepted as written documents.
- 2.5) In the event of any ambiguity or uncertainty arising regarding the application of any of the Articles of this Constitution, the interpretation thereof by the Committee shall be by strict application of the general rules of construction for the interpretation of Statutes used under the South African Law. In doing so, the intention of the Committee under which the relevant article was passed or amended, may be referred to
- 2.6) Subject to article 2.5, the interpretation of any article of this Constitution shall be made by the Committee, which decision shall be final
- 2.7) The interpretation of any internal rules and regulations of the Association not contained in this Constitution, shall be made by the Committee, at its own discretion, which decision shall be final

3) Body Corporate

- 3.1) The association shall:
 - 3.1.1) Exist in its own right, separately from its members;
 - 3.1.2) Continue to exist even when its membership changes and there are different office bearers;
 - 3.1.3) Be able to own property and other possessions;
 - 3.1.4) Be able to sue and be sued in its' own name. The association and its Committee will not be liable for any action brought directly against any of its members. Such action would be the sole responsibility of the member. The Liability of any member for any obligation of the association shall be limited to the membership fees payable by the member in a single year.

4. Objectives

4.1. The association's objectives are:

- 4.1.1) To serve as the provincial governing body for the sport of Fencing in the Province of Gauteng and in that capacity fulfil the lawful obligations imposed on provincial governing bodies and to enjoy the privileges and prerogatives afforded provincial governing bodies in accordance with the laws of the Province, FFSA, SASCOG, Republic of South Africa and FIE.
- 4.1.2) To affiliate to and maintain relations with relevant Fencing and Sporting bodies including GSC and FFSA, but not excluding other structures where affiliation and relations are to be maintained to the benefit of the association and the sport of fencing.
- 4.1.3) To co-ordinate, represent and promote the sport of Fencing in accordance with the rules and regulations of FFSA, SASCOG and FIE within the province of Gauteng.
- 4.1.4) To develop, expand and improve the sport of fencing within the Gauteng Province within all communities.
- 4.1.5) To pursue policies and programmes aimed at redressing imbalances and creating and maintaining a genuine non-racial, non-political and democratic association.
- 4.1.6) To adopt and enact such measures which, in the opinion of the association and / or FFSA, SASCOG and FIE, will foster, promote, regulate, encourage and provide facilities for the sport of Fencing in Gauteng.
- 4.1.7) To ensure that the principle of non-discrimination on the grounds of race, ethnicity, gender, religion, political opinions, family status or other is respected.
- 4.1.8) To comply with the national and international controlling bodies of fencing pertaining to rules and regulations, first

being that of the national fencing body, FFSA then international Fencing body, FIE.

- 4.1.9) To co-ordinate and host fencing tournaments within the Gauteng Province.
- 4.1.10) To maintain and improve the standard of fencing in the province.
- 4.1.11) To advance and safeguard the interests of all fencing individuals and to foster good relationships amongst fencing individuals.
- 4.1.12) To support and actively participate in the fight against doping in sport in accordance with the anti-doping regulations of FIE, WADA and SAIDS.
- 4.1.13) To adopt such regulations as may be in the best interests of the sport of Fencing, to vary or amend regulations so adopted, and to bind its members to all regulations so made and for the time being in force, subject to the constitutions of and regulations promulgated by FFSA, SASCOG and FIE.
- 4.1.14) To bind its members to all contracts, deeds and agreements entered into by the Committee on behalf of the Association.
- 4.1.15) To formulate, control, add to, rescind and amend the terms and conditions under which competitions, trials and tournaments under the auspices of the association shall be conducted.

5. Income and property

- 5.1. The income and property of the association must solely be used for the promotion of the association's objectives.
- 5.2. The association will keep a record of everything it owns including that which is donated or provisionally provided on a loan basis to the association.

- 5.3. The association may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for services or goods that a member or office bearer has provided to the association. The payment must be a reasonable amount for the goods or services provided with approval by the Committee.
- 5.4. A member of the association can only be compensated for expenses that he or she has paid for on behalf of the association, with approval by the Committee.
- 5.5. Members or office bearers or employees of the association do not have rights in or over the property or assets or things that belong to or that are on loan to the association.

6. Membership

6.1) Voting Member

6.1.1) A voting Member shall be:

- a) A natural person
- b) Over the age of eighteen (18) years
- c) A fencer, a Fencing Administrator, a Fencing Referee or a Fencing Coach
- d) Residing in the Province of Gauteng
- e) Registered with the Association and fully paid up in respect of Association subscriptions for the ensuing year
- f) Unaffiliated to any other Provincial Fencing Body

6.1.2) Each and every criterion contained in article 6.1.1 must be satisfied to qualify as a voting Member

6.1.3) A voting Member shall agree to be bound by this constitution and the statutes of the F.I.E and F.F.S.A

6.2) Non-voting Member

6.2.1) A non-voting Member shall be:

A person who satisfies all the criteria under article 6.1, with the exception of article 6.1.1. **(b)** or article 6.1.1 **(d)**

6.3) The Committee shall have the power to provisionally suspend for a determined time period or to terminate any membership of any member who does not comply with the constitution, the associations objectives, values, by-laws and policies or who brings the association or the sport

code of fencing into disrepute in accordance with the disciplinary code of the FFSA.

- 6.3.1) The Committee shall have the power, by a two-thirds (2/3) majority vote to terminate the Membership of a Member of the Association, provided that such Member has had a fair hearing before the Committee
- 6.3.2) The Committee shall have the power, by a two-thirds (2/3) majority vote of the full Committee to reprimand and or discipline a Member for misconduct
- 6.3.3) Should a person subject to article 6.3.1 waive his/her right to a hearing, either expressly or tacitly, the relevant proviso contained in article 6.3.1 need not apply
- 6.3.4) Should a person's membership be terminated in terms of article 6.3.1, such person may demand an Extraordinary General Meeting in accordance with article 11 in order to review the Committee decision
- 6.3.5) The decision taken at an Extraordinary General Meeting concerning the reinstatement of Membership shall last for twelve (12) months

7. Management

- 7.1) Management of the Association shall be vested in the Committee which shall consist of a:
 - ◆ **Chairperson**
 - ◆ **Deputy Chairperson**
 - ◆ **Secretary**
 - ◆ **Treasurer**
 - ◆ **Competition Supervisor**
 - ◆ **Armourer**
 - ◆ **Public Relations Officer**
 - ◆ **Juniors Representative**
 - ◆ **Development Officer**
- 7.2) Committee Members shall all be voting Members
- 7.3) The roles and functions of each Committee Member are as follows:
 - 7.3.1) Chairperson

To supervise the function of the Committee, to chair the Committee meetings, to oversee all the activities of the Association of any nature and to appoint personal representatives to represent the Association on outside organizations and/or councils and to attend meetings of any nature on behalf of the Association, subject to such

representatives being by preference Committee Members, failing which voting Members as per article 6.1.1

7.3.2) Deputy Chairperson

To assist the Chairperson in fulfilling the duties described in Article 7.3.1 In the event that the Chairperson is unable to fulfil these duties directly, the Deputy Chairperson (or such other Member of the Committee as may be nominated by the Chairperson) shall have the authority to carry out such duties on behalf of the Chairperson.

7.3.3) Secretary

To perform and manage all administrative and secretarial needs of the Association.

7.3.4) Treasurer

To manage and oversee all monetary and financial interests of the Association

7.3.5) Competition Supervisor

To control, supervise and arrange all activities and functions related to competitions held by the Association

7.3.6) Armourer

To maintain in good order, control and manage all fencing equipment as well as all other physical assets of the Association and accept all other responsibilities related thereto

7.3.7) Public Relations Officer

To supervise, control and manage all activities in promoting the Association and upholding good relations between Members, as well as performing and or running such promotional, public

relation and communications activities as may be deemed necessary by the Committee from time to time

7.3.8) Juniors Representative

To supervise, control and manage all activities concerned with Junior Fencing in the Association, including assisting any Committee Member in matters relating to Junior Fencing and any other activities deemed necessary by the Committee from time to time

7.3.9) Development Officer

To prepare and when deemed necessary by the Committee, revise a development plan for the Association for approval by the Committee and manage the implementation thereof

7.4) The Committee shall be elected annually at the Annual General Meeting

7.5) The Committee shall be able to co-opt additional members as it deems fit, but such co-opted Members shall not have a vote on the Committee

7.6) A Committee Member shall be discharged from office if:

7.6.1) The rest of the Committee has substantial grounds for regarding him/her as unfit to continue office or;

7.6.2) He/she has submitted his/her written resignation

7.7. Removal from Office

- 7.7.1) The Committee has the power by a two-thirds majority, subject to article 7.7.2 to remove only one (1) Member as per Article 7.6.1. If more than one (1) Member is thought unfit, an Extraordinary General Meeting shall be called for this purpose.
- 7.7.2) The discharge from office of the Chairperson requires the calling of an Extraordinary General Meeting for this purpose
- 7.8) If any position on the Committee becomes vacant, an Extraordinary General Meeting shall be called for the election of a replacement, within 2 months of the position becoming vacant.
- 7.9) Committee meetings
 - 7.9.1) The Committee will meet at least once every two months.
 - 7.9.2) The Chairperson or Secretary must give all Committee members not less than 14 days written notice of the date of a Committee meeting and the agenda items for discussion at the meeting.
 - 7.9.3) Voting will be conducted by a show of hands. A simple majority vote is required for decisions subject to articles 6.3.1, 6.3.2 and 7.7.1.
 - 7.9.4) Each Committee member shall have one (1) vote, which may only be cast in person, save the Chairperson shall also have a casting vote where a simple majority is required.
 - 7.9.5) A quorum shall consist of five (5) Committee members.
- 7.10. Minutes will be taken at every meeting to record the Committee's decisions. The minutes of each meeting will be given to Committee members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, at the next meeting of the Committee, and shall thereafter be signed by the chairperson.
- 7.11. The Committee has the right to form portfolio and or sub-committees.

- 7.12. All members of the association have to abide by the decisions that are taken by the Committee.

8. Authority

- 8.9. Subject to this Constitution, the GFA shall have full power, jurisdiction and authority to do all things necessary to carry out the administration of the sport of Fencing in Gauteng and promote the objects of GFA. These shall include but not be limited to:

- 8.1.1) To make rules, regulations, by-laws and resolutions for the advancement, good governance and administration of Fencing in Gauteng, which rules, regulations, by-laws and resolutions shall be binding on all members of the GFA. Such rules, regulations, by-laws and resolutions shall be promulgated in accordance with the objects set out in this Constitution, the statutes of the FIE and the laws of the Republic of South Africa;
- 8.1.2) To engage in negotiations, enter into contracts or arrangements and/or undertake such operations as may be necessary for the purpose of advancing the interests of Fencing in Gauteng and to oppose any conduct, proceedings or disputes that may directly or indirectly be detrimental to the interests of FFSA and the advancement of Fencing in Gauteng;
- 8.1.3) Where necessary, to institute and defend any legal proceeding as may be required to uphold the objects and powers described in Article 4 and Article 8 of this Constitution;
- 8.1.4) To appoint, employ, remove or suspend such persons, whether remunerated employees, contractors, agents or non-remunerated volunteers, as may be necessary for the achievement of the objects of this Constitution and the advancement and the good management of Fencing in Gauteng;
- 8.1.5) To enter into donor, funding or sponsorship arrangements with individuals or companies and to solicit and accept fees, donations, bequests, contributions and subscriptions for the advancement of the GFA, provided that all funding received by the GFA is governed by the laws of the Republic of South Africa and the statutes of SASCOC and FIE. No donor or sponsor may receive benefits from the provision of funding beyond that permitted by the laws of the Republic of South Africa and the statutes of SASCOC and the FIE;

- 8.1.6) To operate a banking account, or accounts, and to draw, make, accept, endorse, sign, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable documents;
- 8.1.7) To lease, purchase or otherwise acquire premises, equipment, vehicles, furniture and other property assets, whether movable or immovable, that may be deemed necessary for any of the objectives of the GFA and in order to provide suitable equipment, accommodation and facilities for the promotion of Fencing in Gauteng;
- 8.1.8) To improve, manage, exchange, lease, mortgage, sell, dispose of, turn to account and grant options, rights and privileges in respect of, or otherwise deal with, all or any part of the property rights of the GFA;
- 8.1.9) To deposit or invest the monies of the GFA not immediately required, in such manner as may from time to time be determined subject to article 9.5;
- 8.1.10) To borrow or raise money in such a manner as the GFA shall deem fit and in particular to secure the payment of any monies so borrowed by means of mortgage, pledge, charge or lien upon the whole or part of the GFA's property or assets; and also by mortgage, pledge, charge or lien to secure and guarantee the due performance of the GFA of any obligation or liability it may undertake;
- 8.1.11) To grant allowances and ex gratia payments;
- 8.1.12) To settle all issues and disputes referred to in the Association in connection with fencing;
- 8.1.13) To control the design, form and award of the Association's badge, to restrain the unlawful and unauthorised use thereof and take disciplinary or any other actions in respect of any such unlawful use;
- 8.1.14) To award "GFA Fencing Colours" in accordance with requirements approved by the Committee;
- 8.1.15) To do all such other things as are incidental or conducive to the attainment of the objectives set out in Article 4.

9. Finance

- 9.1) The revenue of the GFA shall be derived from:
 - 9.1.1) Annual GFA subscription fees paid by Fencing Individuals. These fees shall be determined by the Committee on an annual basis;
 - 9.1.2) Financial assistance and grants made to the GFA by FFSA, the National Lotteries Board, the GSC or any similar body; and
 - 9.1.3) Funds received by way of sponsorships, donations, fund raising activities, or from other sources regarded as being revenue.
- 9.2) The Financial year of the association starts on the 1st March of each year and ends on the 28 February the following year.
- 9.3) The Treasurer's function is to control the day to day finances of the association. The Treasurer shall arrange for all funds to be deposited in a bank account in the name of the association. The Treasurer must also keep proper records of all finances.
- 9.4) Whenever funds are withdrawn from the bank account, the Chairperson and at least one other member of the committee must sign authorising the treasurer to make the withdrawal, payment and or electronic fund transfer. The Treasurer must be registered as an authorised signatory with the bank that holds the association's account.
- 9.5) If the association has funds that can be invested, the funds may only be invested with registered financial institutions or in securities that are listed on a licensed stock exchange.
- 9.6) The GFA shall maintain a complete set of financial records detailing all income and expenditure, including an annual balance sheet as well as income and expenditure accounts.
- 9.7) All supporting documentation, including invoices and receipts, shall be retained and made available to the person who prepares the financial statements.
- 9.8) The financial statements shall be prepared by a suitably qualified person within six (6) weeks after the end of the financial year.
- 9.9) The financial statements shall be presented at the following Annual General Meeting for discussion and approval.

10. Annual General Meeting (A.G.M)

- 10.1) An Annual General Meeting (A.G.M) of this Association shall be held not later than two (2) months after the end of each calendar year.
- 10.2) Notice of the A.G.M shall be sent by the Secretary to every registered Member of the Association at least twenty one (21) days before the date of the meeting
- 10.3) A quorum at the A.G.M shall consist of not less than one third (1/3) of the registered voting Members
- 10.4) If at the A.G.M there is no quorum present, the meeting shall stand adjourned, and the Secretary shall within fourteen (14) days give notice in terms of article 10.2 for the rescheduling of the A.G.M, at which subsequent meeting the Members present shall constitute a quorum
- 10.5) At the A.G.M each registered Member as defined in article 6.1 shall have one (1) vote
- 10.6) Voting by proxy is permissible at the A.G.M, provided it is submitted in writing and signed before the meeting
- 10.7) Any resolution at the A.G.M shall be passed by simple majority, subject to article 14
- 10.8) At the A.G.M, the Chairperson shall submit a report and the Treasurer shall submit a full Financial Report for the year under review. The Financial Report shall be certified by both the Chairperson and the Treasurer, but need not be audited
- 10.9) The Committee of the Association shall be elected at the A.G.M and shall assume office immediately thereafter and shall continue office until a new Committee has been voted in

11. Extraordinary General Meeting (E.G.M)

- 11.1) An Extraordinary General Meeting (E.G.M) may be called at the request of not less than ten present (10%) of the voting Members of the Association or by the Committee by a simple majority vote of the Committee
- 11.2) Notice of an E.G.M shall be sent by the Secretary to every registered Member of the Association not less than fourteen (14) days before such meeting, stating the business for which the meeting has been convened.
- 11.3) The Committee shall within thirty (30) days of an E.G.M being requested in terms of article 11.1 call such a meeting
- 11.4) A quorum at an E.G.M shall consist of not less than twenty percent (20%) of the registered voting Members
- 11.5) If at the E.G.M there is no quorum present, the meeting shall stand adjourned, and the Secretary shall within fourteen (14) days give notice in terms of article 11.2 for the rescheduling of the E.G.M, at which subsequent meeting the Members present shall constitute a quorum

12. Indemnity of Office Bearers

- 12.1) The office bearers, as well as officials, servants, agents, and persons (natural, corporate or otherwise) acting on behalf of the same in terms of this Constitution and under original or delegated power, shall be and they are hereby indemnified and held harmless against any claim or demand by any third party as a result of any act or omission in the performance of their duties for and on behalf of the association, from whatever cause arising, provided such a person/s acted in good faith.

13. Dissolution/Winding-up

- 13.1) The association may dissolve if at least two-thirds of the current members are present and vote at a meeting convened for the purpose of considering such matter, in favour of dissolving.

- 13.2) When the association dissolves it has to pay off all its debts and liabilities. After doing this, if there are assets, property or money left over it is NOT to be paid or given to the members of the association. It should be given in some way to another organisation that has similar objectives as follows:
 - 13.2.1) The Association can decide what Club or Provincial Association should be the recipient of the property and or money.
 - 13.2.2) Consideration must be given to the following:
 - a) If there are still active Club(s) within the province then it can be considered that it goes to that club or divided between the active clubs (if more than one club) which are still functioning, if not the case, then:
 - b) Given to the national body, FFSA for their use, if not the case, then:
 - c) Given to a neighbouring active Provincial association, if not the case, then:
 - d) Given to an active Fencing Club in South Africa;
 - e) If fencing is no longer an active sport within South Africa, then to the international body, FIE, who can nominate a recipient that has similar objectives.

14. Alteration

- 14.1) No article of this Constitution shall be altered, added to or in any way amended, except by a two thirds (66.7%) majority vote of the voting members at an A.G.M or any E.G.M convened for that purpose

- 14.2) For the purpose of article 14.1, a fifty percent (50%) poll of the votes of the Association shall be cast in person or by proxy

- 14.3) A written copy of any proposed alterations or additions to these articles shall be sent with the notice in terms of article 10.2 for an A.G.M or in terms of article 11.2 for an E.G.M

This constitution was approved by the members of the Gauteng Fencing Association at the Extraordinary General Meeting held on the 27th of February 2016 at Wanderers Golf Club.