

CONSTITUTION

OF

RANDPARK CLUB

AS REVISED AND ADOPTED AT
A SPECIAL GENERAL MEETING
OF THE MEMBERS OF THE CLUB
HELD ON 2 SEPTEMBER 2013

1. **NAME**

The name of the Club is RANDPARK CLUB ("the Club").

2. **FOUNDING PROVISIONS**

The existence of the Club is founded on the following provisions:

- 2.1 The Club is a juristic person separate from its members.
- 2.2 The principal object of the Club is to provide golf and other sport facilities as well as other social and recreational amenities and facilities for the members of the Club.
- 2.3 The fiduciary responsibility of the Club shall vest in the General Committee of the Club.
- 2.4 No single person shall directly or indirectly control the decision-making powers relating to the Club.
- 2.5 The Club's activities shall be carried on in a non-profit manner.
- 2.6 The Club shall not directly or indirectly distribute any surplus funds to any person, otherwise than in terms of clause 2.7 below.
- 2.7 On dissolution of the Club, the Club shall transfer its assets and funds only to another recreational club, as contemplated in terms of section 30A of the Income Tax Act, 58 of 1962 (as amended).

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2.8 The Club shall not pay any remuneration to any person which is excessive having regard to what is generally considered reasonable in relation to golf clubs and in relation to the service(s) rendered, nor may any remuneration of any person be determined as a percentage of any amounts received by or accrued to the Club.

2.9 All members of the Club shall, subject to the provisions of this Constitution, be entitled to annual membership of the Club.

2.10 Members of the Club shall not be allowed to sell their membership rights or any entitlement in terms thereof.

3. CAPACITY, ANCILLARY OBJECTS AND POWERS

The Club has:-

3.1 the capacity necessary to carry out and realise its principal object, as referred to in clause 2.2 above;

3.2 unlimited objects ancillary to its principal object;

3.3 plenary powers to enable it to realise its principal and ancillary objects.

4. OFFICIALS

4.1 The management and control of the property, funds and affairs of the Club shall be vested in the General Committee of the Club comprising the eleven members referred to in clauses 4.4 and 4.6 below.

4.2 Only Ordinary Members of the Club shall be eligible to serve on the General Committee of the Club.

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- 4.3 No member who is in arrear with payment of any of his/her dues to the Club shall be eligible to stand for election to office in the Club, or, having been elected to office, to hold office during the time such payment is in arrear.
- 4.4 A Captain and Vice-Captain of the Club, who have each served at least two years on the General Committee of the Club, and four additional members shall be nominated and elected by ballot at each Annual General Meeting of the Club, and shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election provided they have been duly nominated.
- 4.5 Candidates for election to the offices referred to in clause 4.4 shall be nominated in writing, and the nominations shall be signed by two Ordinary Members of the Club, which nominations shall be in the hands of the Chief Executive Officer of the Club not less than 7 (seven) clear days before the date of the Club's Annual General Meeting, and be posted on the Club's notice board by the Chief Executive Officer.
- 4.6 A Finance Committee consisting of five members shall be elected by the Directors of Randpark Club Limited and all five members of such Committee shall *ipso facto* become members of the General Committee of the Club. The Chairman of the Finance Committee shall be elected by the members of that committee from among its number. One member of the Finance Committee shall become an *ex officio* member of any sectional committee of the Club or sub-committee of the General Committee that the General Committee may establish.
- 4.7 The General Committee shall from among its number elect a President and Vice-President of the Club. Only members of the General Committee that had each previously served at least two years on the General Committee of the Club are eligible for election as President and Vice-President of the Club. The Captain and

Vice-captain of the Club shall not be eligible for election as President or Vice-President of the Club.

4.8 The Finance Committee shall –

4.8.1 consider such financial matters regarding the Club as the General Committee may from time to time submit to it for consideration;

4.8.2 consider such financial matters regarding the Club as it may from time to time in its discretion determine, including all matters pertaining to the financial stability and solvency of the Club, and the Finance Committee shall make recommendations to the General Committee regarding the management and control of the funds of the Club.

4.9 Clauses 4.6 and 4.8 above shall not be altered unless a majority of the shareholders of Randpark Club Limited agree in writing thereto.

4.10 Members of the General Committee shall not be liable to the Club, whether jointly or severally, in respect of any act or omission committed in their capacity as members of the General Committee, provided that they had conducted themselves reasonably and honestly in relation to such act or omission.

5. HONORARY OFFICIALS

5.1 The General Committee may recommend the election of an Honorary Life President or Honorary Life Vice-Presidents to any Annual General Meeting of members.

5.2 At least two-thirds of the votes cast at such General Meeting must be in favour of such nomination. There shall not be more than one honorary official elected in any one year.

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- 5.3 Such honorary officials shall for their lifetime be be considered Honorary Life Members of the Club and they shall be entitled to all the privileges as may be determined by the General Committee from time to time without payment of entrance fees or annual subscription, and to attend and address meetings of the General Committee, where, however, they shall have no right to vote.

6. POWERS OF THE GENERAL COMMITTEE

The General Committee shall, in addition to the powers conferred elsewhere in this Constitution, have the following powers:

- 6.1 to fill such vacancy or vacancies in its number as may occur, including that of the Captain or Vice-Captain;
- 6.2 to form or appoint sub-committees for special purposes and to delegate powers to such sub-committees;
- 6.3 to form or disband sub-sections of the Club for particular purposes;
- 6.4 to determine sub-classes of membership, the privileges attaching to the various classes of membership and the entrance fees, subscriptions, levies and other fees for which the various classes of members shall be liable to the Club, but subject to the terms of this Constitution;
- 6.5 to make and amend bye-laws and rules in accordance with and subject to this Constitution;
- 6.6 to decide all points of dispute arising within the Club;

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- 6.7 to appoint employees of the Club upon such terms as it may determine, and to manage, control and dismiss such employees. The General Committee shall appoint a Chief Executive Officer of the Club, who shall have such powers and authority as the General Committee may delegate to him/her, and he/she shall be responsible to manage the affairs of the Club under the direction and subject to the authority of the General Committee;
- 6.8 to borrow or raise money on such terms and by such means as it may consider appropriate for the purpose of realising the Club's objects;
- 6.9 to raise funds from time to time by means of a levy or levies against members, but only with the sanction of a resolution of a General Meeting of the Club;
- 6.10 to apply to any Liquor Licensing Board or other competent authority for the grant to the Club of any licence for the sale of liquor which the Club may require for the purpose of realising its objects, and to accept transfer of any such licence or licences;
- 6.11 to prosecute any claim or legal proceedings by or concerning the affairs of the Club, and to defend any claim or proceedings instituted against the Club or its officers or employees, and also to compound and/or settle any claims by or against the Club and to allow time for payment or satisfaction of any debts due to the Club;
- 6.12 to refer any claim or demand by or against the Club to arbitration;
- 6.13 to invest and deal with any funds of the Club upon such security and on such terms as it may determine, and from time to time to vary or realise such investments;

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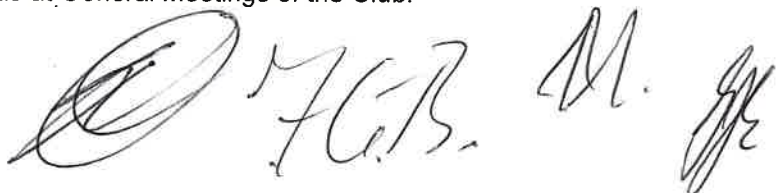
- 6.14 to acquire any movable or immovable property for the Club to advance its objects;
- 6.15 to sell, lease, alienate or otherwise dispose of immovable or movable property of the Club, but the General Committee shall not have the power to dispose of the whole or major part of the assets of the Club, unless such sale is ratified and confirmed by a resolution of a General Meeting of the Club called for that purpose. Not less than two-thirds of the votes of the members present and voting at such General Meeting of the Club must be in favour of such resolution;
- 6.16 to allow persons other than members of the Club the temporary use of the club's facilities. Temporary use of the Club's facilities shall be granted on such terms as the General Committee may determine and shall endure for no longer than a month;
- 6.17 to allow persons other than members, who are members of another *bona fide* golf club in South Africa or elsewhere, that has granted members of the Club reciprocal privileges, the temporary use of the Club's facilities. Such reciprocal privileges shall only be granted to persons who reside permanently beyond a radius of 60 (sixty) kilometres from the Club's clubhouse and who have no place of business or residence within a radius of 60 (sixty) kilometres from the clubhouse. Reciprocal privileges shall be granted on such terms as the General Committee deems fit, shall endure only while the beneficiary is engaged in a particular tournament, match or competition, and shall further be governed by the agreement(s) the Club concludes with the other golf club(s) concerned;
- 6.18 to canvass the views and opinions of members, or classes or sub-classes of members, regarding any matter that the General Committee in its discretion might decide, at such forum, in such manner and by such means as the General Committee, in its sole discretion, deems fit;

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- 6.19 to do all such other things as may be necessary for realising the objects of the Club, but subject to the provisions of this Constitution.

7. MEETINGS OF THE GENERAL COMMITTEE

- 7.1 The General Committee shall meet at least once every quarter.
- 7.2 At all General Committee meetings a number in excess of 50% (fifty per cent) of the members shall form a quorum.
- 7.3 At least three clear days' notice shall be given of all meetings of the General Committee unless all the members of the Committee agree to accept shorter notice.
- 7.4 Any member who absents himself from three consecutive meetings without leave (provided such three meetings do not take place within less than 30 days) shall cease to be a member of the General Committee.
- 7.5 The Chief Executive Officer of the Club, on the instructions of the President of the Club, or on the written request of at least 6 (six) members of the General Committee, shall convene a General Committee meeting.
- 7.6 The President of the Club, or , if he is absent, the Vice-President, shall act as chairman of meetings of the General Committee, as well as of General Meetings of the Club. If neither the President or Vice-President is present at a meeting, the General Committee shall elect a chairman to preside at the meeting.
- 7.7 The President, Vice-President or elected chairman, as the case may be, shall have a casting as well as a deliberative vote at meetings of the General Committee as well as at General Meetings of the Club.

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8. BOOKS AND ACCOUNTS

- 8.1 A register of members shall be kept.
- 8.2 The General Committee shall cause proper minutes of all meetings of the General Committee and of General Meetings of the Club to be kept.
- 8.3 The General Committee shall cause proper books of account to be kept in which a true and satisfactory account of all transactions shall be recorded.
- 8.4 All moneys received shall as expeditiously as circumstances permit be deposited to the credit of the Club in a banking account.
- 8.5 The General Committee shall present an annual report on the affairs of the Club to the Annual General Meeting of the Club, together with a balance sheet and income statement for the preceding financial year.
- 8.6 The annual report on the affairs of the Club, together with the balance sheet and income statement for the relevant financial year must be audited by an auditor duly appointed by resolution adopted at an Annual General Meeting of the Club. No member of the General Committee shall be appointed as auditor.
- 8.7 The Club's appointed auditor shall at all times have access to all the Club's books of account, as well as to the minutes of General Meetings of the Club and meetings of the General Committee.

9. MEMBERSHIP

- 9.1 The classes of membership shall be as follows:

- 9.1.1 Ordinary Members:



- 9.1.2 Weekday Members;
 - 9.1.3 Honorary Life Members;
 - 9.1.4 Young Professional (Categories 1 and 5) Members;
 - 9.1.5 Junior Members;
 - 9.1.6 Social Members;
 - 9.1.7 Country Members;
 - 9.1.8 Honorary Members.
- 9.2 The different classes of members shall be entitled to the privileges of the Club as may be determined by the General Committee of the Club from time to time, but subject to the provisions of this Constitution.
- 9.3 Young Professional (Categories 1 & 5) membership shall be restricted to persons 25 years of age or younger on the date of commencement of the Club's financial year (1 April of each succeeding year) to which the membership shall apply. The General Committee of the Club shall be entitled to request such proof of age of Young Professional (Categories 1 & 5) Members or applicants for such membership as it deems fit. The General Committee shall in its own discretion decide whether such members or applicants for such membership conform to the age requirement.
- 9.4 Junior Membership shall be restricted to persons 18 years of age or younger on the date of commencement of the Club's financial year (1 April of each succeeding year) to which the membership shall apply. The General Committee of the Club shall be entitled to request such proof of age of Junior Members or applicants for such membership as it deems fit. The General Committee shall in its own discretion decide whether members or applicants for membership conform to the age requirement.

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- 9.5 Social Members shall, in their capacity as such, not be entitled to the use of the Club's golf facilities.
- 9.6 Country Membership shall be restricted to persons who are members of another *bona fide* golf club in the Republic of South Africa, who reside permanently beyond a radius of 60 (sixty) kilometres from the Club's clubhouse and who have no place of business or residence within a radius of 60 (sixty) kilometres from the clubhouse. The General Committee of the Club shall in its own discretion decide whether the club at issue and the member(s) at issue conform to these requirements.
- 9.7 The General Committee of the Club shall have the power to elect Honorary Members on an annual basis, but only by reason of the prospective Honorary Members holding some public office. Honorary Members shall not be liable for the payment of entrance fees and/or annual subscription in respect of the Club's financial year to which the membership relates. Honorary Membership shall lapse at the end of the Club's financial year during which it was conferred.

10. ELECTION TO MEMBERSHIP

- 10.1 Applicants applying for membership of the Club shall submit an application in writing to the General Committee, in the form and supplying such information as the Committee may from time to time determine..
- 10.2 The name of every applicant applying for membership of the Club shall be published in a newsletter of the Club and be placed on the Club's notice board at least two weeks prior to the General Committee's considering the applicant's application.

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- 10.3 Any member of the Club in good standing shall be entitled to lodge an objection to the election of any applicant for membership. Such objection shall be lodged with the Chief Executive Officer of the Club, in writing, before the meeting of the General Committee at which the applicant's application shall be considered. All objections shall state the reasons for the objection.
- 10.4 All applications for membership and objections to such applications shall be considered by the General Committee at its next meeting after publication as referred to in clause 10.2. The General Committee, at its discretion, may accept, hold over or reject any application.
- 10.5 An objection to the prospective membership of an applicant for membership shall be regarded as confidential and shall not be disclosed outside of the meeting(s) of the General Committee at which it is considered.
- 10.6 An application for membership may be withdrawn by the applicant at any time before the General Committee convenes for consideration of the application.
- 10.7 The voting by the members of the General Committee on the election of an applicant to membership shall be by ballot, conducted in such manner as may be determined by the General Committee from time to time.
- 10.8 An applicant shall be deemed not elected if three or more votes are cast against his election.
- 10.9 In the event of the General Committee rejecting any candidate under clause 10.8 the candidate shall be notified in writing of the decision of the General Committee. The General Committee shall not be bound to give any reason(s) for its decision.

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- 10.10 No rejected applicant shall again be proposed or considered for election as a member of the Club until the expiration of one year from the date of his/her rejection.
- 10.11 A candidate accepted for membership by the General Committee shall pay the entrance fee or such portion thereof as may have been determined in terms of clause 12.1 and the subscriptions and/or levies or such portion thereof as the General Committee may require to be paid.
- 10.12 The privileges of membership shall commence only after receipt of official notification of acceptance as a member and the payment of the applicable entrance fee, subscription and/or levies that are payable.
- 10.13 Applicants for membership of the Club may, at the discretion of the General Committee, pending consideration of their applications, be allowed the use of the Club's facilities as if they had already been elected to membership, but subject to such conditions as the Committee determines.
- 10.14 The General Committee may at its discretion close and open membership from time to time for all or some classes of membership. It shall in such circumstances institute a waiting list on which the names of all persons applying for any particular class of membership that is at the applicable time closed, shall be entered chronologically. The General Committee shall, however, at any time be entitled to accept applicants for election in terms of clause 10.4 at its discretion, in what it considers to be exceptional circumstances.

11. **MEMBERS' ADDRESSES**

- 11.1 Every member shall in writing notify the Club of an address to which the Club may send notices to him/her. Such address shall remain valid until the member notifies the Club of a new address, in writing.

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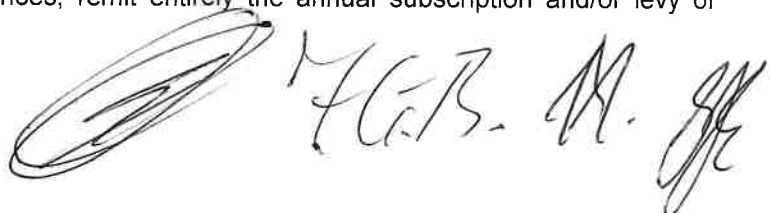
- 11.2 Such address may include an email address or telefax number, in which event the Club shall be entitled to send notices and communications to the member to such email address or telefax number by email or telefax only, as opposed to utilising the post.
- 11.3 Notifications sent to members by email or telefax shall be deemed to have been received at the time and on the date of being sent.
- 11.4 Notices sent to members by post shall be sent by ordinary post and shall be deemed to have been received 3 (three) days after posting.
- 11.5 The address particulars that an applicant for membership supplies in his application for membership shall on his/her election to membership be deemed to be his/her address as referred to in clause 11.1.

12. **ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES**

- 12.1 The entrance fee for the different classes of membership shall be such sum as the General Committee from time to time determines.
- 12.2 The General Committee shall have the right from time to time in its absolute discretion in respect of any applicant for membership or new member to remit or reduce the entrance fee that is payable.
- 12.3 The annual subscription payable by the different classes of members shall be such sum as the General Committee may from time to time determine.

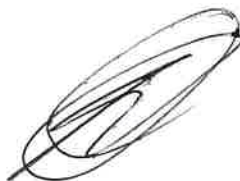
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- 12.4 The General Committee shall give three months' notice of its intention to increase any annual subscription previously determined. Notice shall be given in the Club's newsletter and by posting on the Club's notice board.
- 12.5 Any member being elected during the financial year of the Club shall pay pro rata subscriptions and/or levies as determined by the General Committee.
- 12.6 All entrance fees, subscriptions and/or levies shall become due and payable immediately on a member's election to membership, and subsequently, on the first day of April of each and every year.
- 12.7 The General Committee may, in its discretion, allow payment of entrance fees, annual subscriptions and/or levies in instalments on such terms as regards interest or otherwise as it deems fit.
- 12.8 No member shall be entitled to the privileges of membership until after payment of his/her dues.
- 12.9 Any member wishing to resign his membership shall do so in writing addressed to the Chief Executive Officer of the Club. After acceptance thereof by the General Committee, such resignation shall be effective from the date of the Club's receipt thereof. Resignation of membership shall not affect a member's liability to the Club for payments that had fallen due before his/her resignation..
- 12.10 No member ceasing to be a member shall be entitled to any refund of entrance fee, or subscription or levy paid, unless the Club is by law compelled to refund such moneys or portion thereof.
- 12.11 The General Committee may, at its discretion in what it considers to be exceptional circumstances, remit entirely the annual subscription and/or levy of

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any member for such period and on such conditions as it may determine, or refund all or part of any subscription and/or levy paid.

- 12.12 Members more than one month in arrear with payment of their subscriptions and/or levies (or of instalments of subscription and/or levies that the General Committee has allowed) shall be suspended by the General Committee if after two weeks' notice in writing, drawing attention to this clause and giving details of the amount overdue, the arrears remain unpaid.
- 12.13 The General Committee may reinstate a defaulter on satisfactory grounds being shown for the default and on payment of all arrears or such amount as the General Committee considers may meet the case.
- 12.14 A minute of the General Committee's meeting stating that a member has had the notice in terms of clause 12.12 sent to him/her shall be conclusive evidence that such notice was duly and properly given and shall not be liable to be impeached.
- 12.15 The General Committee may, in its discretion, post the name of a defaulter who has been suspended on the Club's notice board and/or inform the Central Gauteng Golf Union of the defaulter's status as such.
- 12.16 Should any defaulting member neglect or omit to pay the arrears specified in the notice and/or to apply for reinstatement within a period of one month after his suspension, such member shall cease to be a member of the Club. The fact that a member's membership has ceased may be reported to the Central Gauteng Golf Union by the Chief Executive Officer of the Club and shall be minuted by the General Committee at its next meeting after the date of the member's ceasing to be a member.



13. ANNUAL GENERAL MEETINGS

- 13.1 The Annual General Meeting of the Club shall be held as soon as possible after the end of the Financial Year, 31st March of each succeeding year, but not later than the 30th September in each year.
- 13.2 A notice of the day, hour and business of the Annual General Meeting shall be published in the Club's newsletter and shall be posted on the Club's notice board. A notice of the day, hour and business of the Annual General Meeting posted on the Club's notice board for at least 14 (fourteen) clear days before the meeting, shall, however, be deemed to be sufficient notification of the meeting to all members.
- 13.3 25 (Twenty five) members present, who are eligible to vote at the meeting, shall constitute a quorum. Should there be no quorum within 30 (thirty) minutes after the advertised time for the meeting, an adjournment shall be made for one week when the meeting shall be held at the same place and hour, regardless of the number of members who may be in attendance.
- 13.4 The procedure at Annual General Meetings of the Club shall be:
- 13.4.1 to read the notice convening the meeting;
 - 13.4.2 to confirm the minutes of the previous Annual General Meeting, and of any Special General Meeting held since the previous Annual General Meeting;
 - 13.4.3 to elect the officials referred to in clause 4 and, if applicable, clause 5 above;
 - 13.4.4 to receive and consider the annual report by the General Committee on the affairs of the Club, together with a duly audited balance sheet and income statement for the relevant financial year;

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- 13.4.5 to appoint the Club's auditor;
- 13.4.6 to deal with any matter which can in terms of this Constitution be dealt with at a General Meeting of the Club;
- 13.4.7 to deal with any proposed resolution concerning the affairs of the Club, of which due notice must have been given in writing to the Chief Executive Officer of the Club, at least seven clear days before the date of the meeting;
- 13.4.8 to address such other matters as the General Committee might decide to address with members at the meeting, of which matters, however, prior notice must be given in terms of the notice convening the meeting.

14. SPECIAL GENERAL MEETINGS

- 14.1 A Special General Meeting may be called by the General Committee at any time.
- 14.2 The General Committee must call a Special General Meeting immediately on receipt of a requisition signed by at least 25 (twenty five) members. Such requisition must specify the object for which the meeting is desired.
- 14.3 The notice calling a Special General Meeting must state the object(s) for which the meeting is called, and no other business may be transacted at that meeting.
- 14.4 For any Special General Meeting at least 14 (fourteen) clear days' notice shall be given. The time and place of the meeting shall be fixed by the General Committee and a notice of the day, hour and business of the Special General Meeting shall be published in the Club's newsletter and shall be posted on the Club's notice board. A notice of the day, hour and business of the meeting posted on the Club's notice board for at least 14 (fourteen) clear days prior to the



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meeting, shall, however, be deemed to be sufficient notification of the meeting to all members.

14.5 A quorum shall be 25 (twenty five) members who are entitled to vote at the meeting present.

14.6 Should there be no quorum within 15 (fifteen) minutes of the advertised time for a Special General Meeting, the meeting shall be abandoned.

15. **VOTING AT GENERAL MEETINGS**

15.1 The right to vote at General Meetings of the Club shall be restricted to Ordinary Members, Weekday Members who have been members of the Club for an aggregate of 20 (twenty) years or longer, and Honorary Life Members.

15.2 No member shall be entitled to vote by proxy.

15.3 Voting shall be by show of hands, but shall be by ballot taken immediately if desired by more than ten members present, or if requested by prior resolution of the General Committee.

15.4 If a vote by ballot is called for:

15.4.1 Every Ordinary Member shall be entitled to 1 (one) vote.

15.4.2 Ordinary Members who are also shareholders of Randpark Club Limited shall have such additional votes as the Club and Randpark Club Limited may from time to time agree.

15.4.3 Weekday Members who are in terms of clause 15.1 entitled to vote shall have 1 (one) vote.

15.4.4 Honorary Life Members shall have 1 (one) vote.



15.4.5 Two scrutineers shall be appointed by the President, Vice-President or chairman, as the case may be, from amongst the members present.

15.5 Any member in arrear with any payment due to the Club shall be disqualified from voting.

16. **VISITORS**

Members may introduce visitors, subject to the bye laws and rules of the Club.

17. **DISCIPLINE**

17.1 Should any member, in the opinion of the General Committee, commit any wilful breach of the Constitution, rules, regulations, or bye-laws of the Club, or be guilty of improper, dishonest, unsportsmanlike or unseemly conduct, or of conduct which is prejudicial to the interests and values of the Club, whether within the Club's precincts or outside them, the General Committee shall have the power:

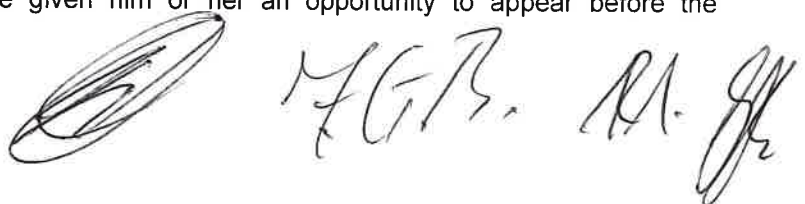
17.1.1 to expel such member; or

17.1.2 to deprive such member of all or any rights and advantages of his or her membership during such time or period as the General Committee in its absolute discretion may deem fit and advisable; or

17.1.3 to call upon such member in writing through the Chief Executive Officer of the Club to resign and if he or she fails to resign within 7 (seven) days of the date of such request, to expel such member; or

17.1.4 to reprimand such member.

17.2 No member shall be expelled or disciplined unless and until the General Committee shall have given him or her an opportunity to appear before the



General Committee, or a disciplinary subcommittee appointed by the General Committee, at such time and place as the committee in its discretion may deem fit, to explain his or her alleged conduct.

17.3 At any such hearing:

17.3.1 the General Committee/disciplinary subcommittee shall determine the procedure to be adopted;

17.3.2 the General Committee/disciplinary subcommittee shall have the power to request any member or any other person to appear before it to testify;

17.3.3 the member who has been called to discipline shall have the right to question any witnesses and shall have the right to tender evidence, including the evidence of any member or any other person he or she deems fit.

17.4 No member shall be expelled from the Club unless sanctioned by a meeting of the General Committee at which at least three quarters of the members of the Committee are present and unless at least three quarters of the votes of those present at such meeting are in favour of the decision to expel the member.

17.5 It shall not be incumbent upon the General Committee to state its reason(s) for any discipline exercised, including expulsion from the Club. The decision of the General Committee shall be final and no member shall have any cause of action cognisable in a court of law for alleged wrongful disciplinary action or wrongful expulsion or refund of entrance fee, levies or annual subscription paid.

18. COMPLAINTS

18.1 All complaints or suggestions shall be made in writing to the Chief Executive Officer of the Club, who shall submit them to the General Committee. The decision



of the General Committee addressing such complaint(s) or suggestion(s) shall be final.

18.2 In no case shall a servant of the Club be reprimanded directly by a member. Any complaint regarding a servant of the Club shall be made to the Chief Executive Officer of the Club, or, in his/her absence, the designated manager on duty. Complaints regarding the Chief Executive Officer of the Club shall be made to the President of the Club, in writing.

18.3 No paper, notice or placard shall be displayed on the Club premises without the sanction of the Chief Executive Officer of the Club .

19. **RULES OF GOLF**

The game of golf shall be played at the Club under the rules approved by the Royal and Ancient Golf Club of Saint Andrews from time to time, and such bye-laws or rules as may be framed from time to time by the General Committee.

20. **LIABILITY OF MEMBERS**

The liability of members shall be limited to the amount of their annual subscription.

21. **STATUS OF CONSTITUTION, BYE-LAWS, RULES AND RULINGS**

21.1 Members of the Club are bound by this Constitution, amendments that may be effected thereto, all bye-laws and/or rules that have been or may be made by the General Committee of the Club and the ruling(s) of the General Committee.

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- 21.2 No person shall be absolved from the provisions of the Constitution, or any bye law, rule or ruling on the plea of ignorance or not having received a copy thereof or part thereof.
- 21.3 The Constitution of the Club may not be altered, amended or added to except at a General Meeting of the Club.
- 21.4 Any proposed alteration, amendment or addition shall be open for inspection at the Club's clubhouse to all members for a period of 14 (fourteen) clear days prior to such meeting.
- 21.5 The notice calling such meeting need not specify the proposed alteration, amendment or addition, but shall specify the period during which such proposed alteration, amendment or addition shall be open for inspection.
- 21.6 No resolution amending this Constitution shall be passed unless adopted by not less than two-thirds of the votes cast by the members present at the relevant General Meeting.
- 21.7 If an amendment has been adopted, as provided herein, the Club shall submit the amended constitution to the Commissioner of the South African Revenue Services in accordance with the governing legislation requiring such submission.
- 21.8 In case of doubt as to the meaning or interpretation of this Constitution, or any rule bye-law or rule made by the General Committee, the General Committee shall be the final arbiter and its decision shall be final and binding upon the members.

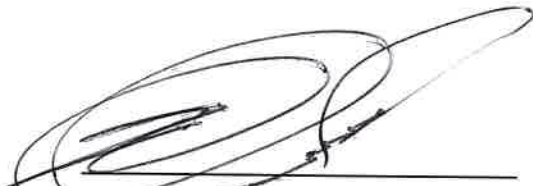
Three handwritten signatures in black ink are located at the bottom of the page. The signature on the left is a stylized, circular scribble. The middle signature is written in a cursive style and appears to be 'M.G.B.'. The signature on the right is also cursive and appears to be 'M. G. B.'.

22. **SHAREHOLDERS' BENEFITS**

Subject to the terms of this Constitution, shareholders of Randpark Club Limited shall from time to time as members of the Club enjoy such special rights and benefits as the General Committee and the board of directors of Randpark Club Limited may from time to time agree in writing.



Garth Elliott
President



Witness



Adv Rean Strdom
Vice-President



Witness