



# THE OWL CLUB

## THE CONSTITUTION

AS AMENDED 16 MARCH 2021 and 17 MARCH 2026

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1. **Name of the Club**

The name of the Club shall be The Owl Club.

2. **Purpose of the Club**

The purpose of the Club shall be to provide opportunities for social intercourse among its members who shall be drawn from those persons whose interests lie in the fields of art, drama, literature, music or science. Its activities shall further this purpose.

3. **Membership of the Club**

Membership shall comprise the following categories:

(a) Ordinary Members:

Ordinary Members who shall not exceed 300 in number:

(b) Honorary Life Members:

The Committee may appoint Honorary Life Members, whose numbers shall not exceed 15, from the Ordinary Members;

(c) Reciprocal Members:

A member of any club with which the Club has reciprocal arrangements, on providing a letter of introduction from such club, shall be admitted as a Reciprocal Member for such period as the Committee may decide.

4. **Election to Ordinary Membership**

4.1 The Committee elects members:

Ordinary Members shall be elected by the Committee.

4.2 Introduction of candidate:

All candidates for ordinary membership shall be brought by their proposers as a guest to an Ordinary Meeting and introduced to the President or the chair for the evening and at least two other Committee members.

4.3 Particulars of candidate:

The candidate's proposer must then submit to the Committee for approval, not more than three months after this introduction, the name of the candidate together with a curriculum vitae and information regarding the candidate's qualification for membership.

4.4 Proposal form:

The Committee may issue a proposal of membership form, on which the candidate shall be proposed and seconded by two Honorary Life or Ordinary Members of not less than two years' standing.

4.5 Noticing of candidate:

The Secretary, upon receipt of the completed proposal form, shall publish the name, qualification for membership and the names of the proposer and seconder of the candidate in the Notice convening the next Ordinary Meeting, provided that publication in the Notice shall not be required where the Committee receives a completed proposal form for the re-admission of a former Owl who resigned in good standing and now wishes to be readmitted to the Club.

4.6 Election:

Following *Noticing* by the Secretary and consideration of any responses received, the Committee may consider a proposal of membership and proceed with election by secret ballot.

Membership shall be precluded if there are two or more dissenting votes.

4.7 Payment of initial dues:

If an elected candidate has not paid the entrance fee and annual subscription within two months of election, the election shall be rendered void unless the Committee is satisfied that there are adequate extenuating circumstances.

5. **Member's dues**

5.1 Entrance Fee:

5.1.1 An Entrance Fee, equal and additional to the Annual Subscription, shall be payable by each Ordinary Member upon election.

5.1.2 A Reciprocal Member pays no Entrance Fee.

5.1.3 A past member who is re-elected may, be exempted by the Committee from the payment of a second Entrance Fee.

5.2 Annual Subscriptions:

5.2.1 The Committee determines the Annual Subscription payable by Ordinary Members (subject to sub-clauses 5.2.2 - 5.2.5) which shall be advised in writing to members.

5.2.2 The Annual Subscription shall fall due on 1 January each year.

5.2.3 The Annual Subscription shall be payable by an Ordinary Member on election but shall be halved during the first year's membership if elected after 30 June in that year.

5.2.4 The Annual Subscription may be increased by the Committee by not more than 20%: increases beyond 20% require a majority decision of members at an Annual General Meeting or a Special General Meeting.

5.2.5 The Committee may reduce the subscription of any

member because of the member's retirement, loss of employment or any other appropriate circumstance.

5.2.6 If any Ordinary Member has not paid the Annual Subscription within four months after the due date, the Treasurer shall inform the Member of this. After considering the response, if any, the Committee may, terminate the person's membership.

5.2.7 An Ordinary Member who resigns voluntarily after 30 April in any year shall be liable for the Annual Subscription for the full calendar year.

5.3 Member's liability:

A member shall incur no liability other than for the Entrance Fee, Annual Subscription and other monies owed to the Club by that member. A member shall not be liable for any debts, obligations, or liabilities of the Club.

## 6. **Meetings of the Club**

6.1 Place of meetings:

Meetings of the Club shall be held in Cape Town at such place as may be decided by the Committee.

6.2 Ordinary Meetings:

6.2.1 Ordinary Meetings shall be held each month other than in January.

6.2.2 Special Meetings may be held at the discretion of the Committee.

6.2.3 The President, or a member appointed by the Committee, shall preside at each meeting.

- 6.2.4 The arrangements at each meeting shall be in the hands of the Committee, who may delegate responsibility to any member or members of the Club.
  - 6.2.5 The Committee may invite Club guests to any Ordinary meeting.
  - 6.2.6 Any member of the Club may apply to the Secretary to bring one or more guests to an Ordinary Meeting. No person may attend meetings as a member's guest more than twice in one calendar year. The Committee may suspend or vary these privileges in the case of an individual member.
  - 6.2.7 A member attending a meeting of the Club shall enter in the attendance book his or her name and that of any guest brought by him or her.
  - 6.2.8 The Committee may invite guest speakers to address the Club at any Ordinary Meeting.
  - 6.2.9 A member of the Club may be requested by the Committee to provide a talk, known as 'The Wastepaper Basket', at any meeting on any subject of the member's own choice.
- 6.3 Annual General Meeting (AGM):
- 6.3.1 The AGM of the Club shall be held not later than 30 April each year. Notice of this meeting shall be circulated to all members not less than 21 days before the meeting and shall invite written notices of motion for the agenda to reach the Secretary within 10 days of sending the Notice of the meeting.
  - 6.3.2 The agenda shall be sent to all members not less than

seven days before the meeting and include:

- (a) Consideration of the Annual Report and Audited Financial Statement for the preceding year;
- (b) Election of an Honorary Auditor;
- (c) Election of Office-bearers and Committee members;
- (d) Any written motion received by the Secretary in terms of sub-clause 6.3.1;
- (e) Any other business which the meeting unanimously agrees to consider.

#### 6.4 Special General Meeting:

A Special General Meeting, of which not less than seven days' notice shall be given, shall be called at the request of the President or the Committee, or in response to a written request signed by not fewer than 10 members, within 14 days of its receipt by the Secretary. The Notice convening this meeting shall state the nature of the business to be discussed and no other business shall be considered.

#### 6.5 Procedure at general meetings:

- 6.5.1 The President or, in the President's absence, a Vice-President shall preside at all general meetings. In their absence the members present shall select a Chairman from their number.
- 6.5.2 All business shall, unless this Constitution otherwise provides, be decided on a simple majority by a show of hands, unless a ballot is demanded by at least three members. If, by a show of hands or a ballot, the votes are equal, the Chairman has a second or casting vote. A declaration by the Chairman that a resolution has been carried on a show of hands shall be conclusive, unless a ballot is demanded.

6.5.3 All members, other than Reciprocal Members, may vote at any general meeting. Voting by proxy is not ~~be~~ permissible.

6.5.4 The quorum for any AGM or Special General Meeting shall be 30 members. If, within 30 minutes of the time appointed for such meeting, there are insufficient members for a quorum, the meeting shall stand adjourned to the following Ordinary Meeting, at which the members present will constitute a quorum.

## 7. **The Committee**

7.1 The Role of the Committee:

The Committee shall manage all the affairs of the Club.

7.2 Composition:

The Committee shall comprise:

- (a) The Office-bearers, viz.: the President, the Senior Vice-President, the Junior Vice-President, the Immediate Past President, the Secretary and the Treasurer;
- (b) at least five but no more than seven Additional Members; and
- (c) any members of the Club whom the Committee has co-opted for special purposes.

7.3 Nominations:

7.3.1 Subject to the provisions of sub-clause 7.3.2, Office-bearers (other than the Immediate Past President) and Additional Members of the Committee shall be elected each year at the AGM.

7.3.2 The Notice of the AGM in terms of sub-clause 6.3.1 shall call for nominations for the Committee for the

following year. All nominees must consent to their nomination. If, 10 days after sending the Notice of the AGM the nominations received by the Secretary are fewer than required to fill the positions in sub-clause 7.2(a) the Committee shall remedy any shortfall by nominating eligible consenting members. Names of those who have accepted nomination shall be sent out with the agenda of the AGM in terms of sub-clause 6.3.2.

7.4 Eligibility for election:

Any member of the Club is eligible for election as a member of the Committee provided that –

- 7.4.1 At least one of those elected shall not have served on the Committee during the previous year;
- 7.4.2 No member of the Club shall normally hold office as President, Senior Vice-President or Junior Vice-President for more than one year;
- 7.4.3 No member may be elected as an Additional Member at more than four AGMs, during any period of unbroken Committee service as an Office-bearer or Additional Member;
- 7.4.4 A member who, for whatever reason, is not re-elected to the Committee at an AGM, following four or more consecutive years of service on the Committee, shall be ineligible for election to any position on the Committee at the following AGM;
- 7.4.5 The provisions of clauses 7.4.3 and 7.4.4 shall not apply to the co-option of Committee members in terms of clauses 7.2(c) and 7.5.2.

7.5 Casual Vacancies:

- 7.5.1 If the President is unable to continue to discharge the duties of the office, the Committee shall appoint one of the Vice-Presidents to act as President until the

conclusion of the following AGM and in the event of one of the Vice-Presidents being unable to discharge these duties the Committee shall appoint one of the Additional Members to act as a Vice-President until the conclusion of the following AGM.

7.5.2 Should a vacancy occur on the Committee in the interval between two AGMs, the Committee may fill such vacancy by co-option.

7.6 Dereliction:

Any member of the Committee who is absent from three consecutive meetings (not having received leave of absence) shall be deemed to have resigned membership of the Committee, which shall then act in the matter as it may see fit.

7.7 Committee meetings:

The Committee shall determine the times and places of its meetings. Five members shall constitute a quorum.

7.8 Powers and duties of the Committee:

Subject to the terms of this Constitution and to directions as may be given by the Club in general meeting and to its powers of co-option set out in sub-clauses 7.2(c) and 7.5.2 the Committee shall have the following powers and duties:

7.8.1 Appointment of sub-committees, membership of which need not be confined to members of the Committee, for purposes as it may deem fit.

7.8.2 Opening and conducting bank accounts and appointing persons who may operate on them.

7.8.3 Holding, acquiring and disposing of assets on behalf of the Club.

7.8.4 Managing the finances of the Club as it may determine.

7.8.5 Incurring liabilities and obligations on behalf of the Club and borrowing monies up to a limit of R20 000 any

excess of which requires the consent of members of the Club in General Meeting.

7.8.6 Making rules for the conduct of its own meetings.

7.8.7 Ensuring that -

- (a) proper financial accounts and records of the Club's affairs are kept;
- (b) minutes of all its meetings are kept and confirmed;
- (c) the audited Annual Financial Statements, are placed before the AGM; and that
- (d) the provisions of this Constitution are carried out.

7.9 Fiduciary Responsibility:

Fiduciary responsibility for the affairs of the Club shall be borne by each member of the Committee.

7.10 Indemnity of the Committee:

The members of the Committee shall be indemnified and held harmless against any losses or damages suffered by the Club as a result of them in good faith carrying out their functions and giving effect to their duties and powers.

7.11 Assets of the Club:

All assets of the Club shall be vested in the Committee.

7.12 Annual Committee dinner:

During its year of office members of the Committee may dine on one occasion at the cost of the Club.

## 8. **Sundry financial matters**

8.1 Financial year:

The Club's financial year is from 1 January to 31 December inclusive.

8.2 Monies of the Club:

All monies accruing to the Club shall be used solely for investment or to further its purpose.

8.3 Donations:

All donations to the Club shall be irrevocable and shall not be in conflict with the provisions of this Constitution.

8.4 Prescribed Fiscal Conditions:

Notwithstanding anything to the contrary **in** this Constitution, the powers of the Club and its Committee shall be qualified to the extent necessary to ensure compliance with the conditions prescribed with respect to 'Recreational Clubs' in terms of section 30A of the Income Tax Act No 58 of 1962, as amended.

9. **Misconduct of members**

The Committee may take disciplinary action, including expulsion from the Club, against any member whom it considers to have been guilty of conduct unbecoming a member. Before taking action, the Committee shall afford the member the opportunity to make written and/or oral submissions to the Committee.

10 **Defaulters and expelled members**

Any Ordinary Member whose membership has been terminated in terms of sub-clause 5.2.6 or who has been expelled in terms of Clause 9, shall neither be readmitted as a member nor permitted to be a guest at any meeting.

11. **Affiliated clubs**

The Committee may enter the Club into affiliation or reciprocal arrangements with other clubs.

## **12. Amendment of the Constitution**

Amendments, additions or deletions to this Constitution shall be made only at the AGM or at a Special General Meeting by a majority of at least two-thirds of members present. Notice of any such proposed changes shall be given to members not later than seven days prior to such meeting.

## **13. Dissolution of the Club**

- 13.1 The Club may be dissolved if at least two-thirds of the members present and voting at an Extraordinary General Meeting convened for the purpose are in favour of dissolution. Not less than 21 days' notice shall be given of such meeting, and the Notice convening the meeting shall state clearly that the question of the dissolution of the Club and disposal of its assets is to be considered.
- 13.2 The quorum for an Extraordinary General Meeting shall be two thirds of the current membership. If, within 30 minutes of the time appointed for such meeting, sufficient members to form a quorum are not present, the meeting shall stand adjourned for not less than 14 days and not more than 30 days. The members attending such adjourned meeting, provided they number not less than one third of the current membership, shall constitute a quorum.
- 13.3 Upon dissolution, assets remaining after satisfying all-debts and liabilities shall be given to one or more beneficiary having similar objects to those of the Club, as may be decided at the Extraordinary General Meeting and which has been approved by the Commissioner in terms of section 30A(2)(iii) of the Income Tax Act No 58 of 1962, as amended.

*Constitution of the Owl Club  
as adopted in Annual General Meeting, 20 March 2018 and as amended in Annual General Meeting on 16 March 2021 and as further  
amended on 17 March 2026*