

CONSTITUTION
OF
CHESS SOUTH AFRICA

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CHAPTER 1 – STATUTES & INTERPRETATION

1. CONSTITUTION, NAME AND CORPORATE PERSONALITY

- 1.1. This is the Constitution of the body known as "CHESS South Africa" (hereinafter "CHESS S.A.").
- 1.2. CHESS S.A. is a voluntary association having a corporate identity separate from that of its Members and is entitled to own property, whether movable or immovable or otherwise, and is entitled to sue and to be sued in its own name and, notwithstanding any change in the composition of its Members from time to time, shall have perpetual succession.
- 1.3. The provisions of this Constitution are founded upon and shall be implemented and administered in the recognition of human dignity, equality and the advancement of human rights and freedoms, non-racialism, non-sexism and the right of freedom of association and the supremacy of the Constitution of the Republic of South Africa (1996), the rule of law and good corporate governance.

2. DEFINITIONS AND ABBREVIATIONS USED

For the purposes of this Constitution, the following words and expressions shall have the following meanings unless the subject or context indicates otherwise:

- 2.1. "Act of Parliament" refers to the National Sport and Recreation Act, (Act No 110 of 1998), as amended by the National Sport and Recreation Amendment Act (Act No 18 of 2007), also referred to as "The Act".
- 2.2. "A.G.M." means the Annual General Meeting of Members held in accordance with the provisions of this Constitution.
- 2.3. "Associate Members" means all those associations or organisations having the same or similar objects to CHESS S.A. and having their domicile within the area of jurisdiction of CHESS S.A., which bodies have made application and have been accepted as Associate Members of CHESS S.A. in terms of the provisions of this Constitution.
- 2.4. "Annual Financial Statements" means the annual audited balance sheet, income and expenditure statement, Treasurer's report and Auditor's report.

- 2.5. "CAC" means the Confederation of African Chess.
- 2.6. "CHESS" means the game or sport of Chess, whether played in the presence of the opponent, or by way of correspondence, or by way of the internet, computer software programs or otherwise and includes the disciplines referred to in this Constitution and as defined by FIDE.
- 2.7. "CHESS S.A." means the body constituted in terms of this Constitution and recognised by SASCOC as the organisation responsible for CHESS in the Republic of South Africa.
- 2.8. "Club" means any CHESS club which caters for any discipline of CHESS in a local district or area and which is a member of a Regional Chess Body or whose interests are represented by such Regional Chess Body.
- 2.9. "Coach" shall for the purposes of this Constitution have the same meaning as "trainer" or "instructor".
- 2.10. "Commission" means a commission established in terms of clause 28.1.
- 2.11. "Committee" means a committee established in terms of clause 29.1.
- 2.12. "Compliance" means that the Member, Regional Chess Body, Club or individual has fulfilled the necessary provisions of this Constitution in regard to specific requirements as contained herein, and as such is regarded as being in good standing with CHESS South Africa.
- 2.13. "Constitution" means this Constitution.
- 2.14. "Day" means a calendar day. "Working day" means a calendar day excluding Saturdays, Sundays and Public Holidays.
- 2.15. "Event" means a CHESS event held in South Africa under the auspices of CHESS S.A. or FIDE.
- 2.16. "Event Organizer" means a person duly authorised to manage an event on behalf of CHESS S.A. either directly or indirectly through its members.
- 2.17. "Exbo" means the Executive Board of CHESS S.A., as constituted in terms of this Constitution.

- 2.18. "FIDE" means the World Chess Federation known as *Fédération Internationale des Échecs*, being the supreme controlling body of Chess at global and continental levels.
- 2.19. "General Secretary" means the person elected as such by the National Council.
- 2.20. "Geo-political Member" means those Members (also known as Ordinary Members) duly accepted as members in terms of the geopolitical demarcations as set out in this Constitution.
- 2.21. "Head Coach" means the person appointed as such by the National Council, on recommendation of Exbo.
- 2.22. "Honorary Life Members" means all those persons bestowed with this honour by the National Council.
- 2.23. "Legal & Appeal Board" means the board appointed by the National Council in terms of clause 32 of this Constitution.
- 2.24. "Levies" means the monies levied and due by the membership to CHESS S.A. as approved and agreed to by membership at each A.G.M. of CHESS S.A.
- 2.25. "Management Committee" means the committee referred to in clause 27.1 and "Mancom" shall have the same meaning.
- 2.26. "Member" shall mean an Ordinary Member, the Special Member or an Associate Member.
- 2.27. "Month" means a calendar month.
- 2.28. "National Convention" means the meetings of all Members, Commissions and Committees at the same venue and dates to coincide with an Ordinary or Annual General Meeting of the membership of CHESS S.A.
- 2.29. "National Council" means the membership of CHESS S.A. in general meeting.
- 2.30. "National Sport Federation" means the national governing body of the Sport in membership of SASCOC, and recognised by the Department of Sport and Recreation in the Republic of South Africa.
- 2.31. "Ordinary General Meeting" means a meeting of Members other than an A.G.M. or Special General Meeting convened in terms of this Constitution.

- 2.32. "Ordinary Members" means those Members (also known as Geo-Political Members) duly accepted as members in terms of the geopolitical demarcations as set out in this Constitution.
- 2.33. "Organisers" shall mean those persons who have been duly authorised by CHESS S.A. either directly or through their provincial membership to stage a CHESS event inclusive of the hosting, managing, organising, planning, and supervision of such an event.
- 2.34. "Patrons" shall mean a person duly appointed as such in terms of this Constitution.
- 2.35. "Person" means a natural or legal person.
- 2.36. "President" means the President of CHESS S.A., duly elected in terms of this Constitution.
- 2.37. "Players' Commission" shall mean a body of persons representing active Chess players competing in the discipline of CHESS under the auspices of CHESS S.A., irrespective of gender and age category.
- 2.38. "Province" means one of the nine (9) geopolitical areas as defined in Section 103 of the Constitution of the Republic of South Africa 1996 (as amended).
- 2.39. "Provincial Chess Association" means a body consisting of more than one Regional Chess Body within a Province associated with each other for the development and administration of chess in that Province, including the specific purpose of liaison and communication with the sporting codes of that Province, and the Department of Sport and Recreation in that Province.
- 2.40. "Provincial Chess Council" means the membership of a Provincial Chess Association in general meeting.
- 2.41. "Registered individuals" means the players, arbiters, coaches / trainers / instructors, managers, administrators and chess friends / workers registered with CHESS S.A. as provided for in clause 18.
- 2.42. "Regional Chess Body" means a body established to attend to the development and administration of chess within a demarcated region within a Province.
- 2.43. "Regional Chess Council" means the membership of a Regional Chess Body in general meeting.

- 2.44. "Rules" means the rules, regulations, procedures and by-laws in force from time to time in accordance with which the affairs of CHESS S.A. will be conducted.
- 2.45. "SAIDS" means the South African Institute for Drug-Free Sport.
- 2.46. "SASCOC" means the South African Sport Confederation and Olympic Committee duly recognized and approved by SRSA as the governing body of Sport in the Republic of South Africa.
- 2.47. "Special General Meeting" means a meeting of Members other than an Ordinary or Annual General Meeting convened for a special purpose in terms of this Constitution.
- 2.48. "Special Member" means the Players' Commission.
- 2.49. "SRSA", means the Department of Sport & Recreation in South Africa.
- 2.50. "Trainer" shall for the purposes of this Constitution have the same meaning as "coach" or "instructor".
- 2.51. "Treasurer" means the person elected by the National Council in terms of the provisions of this Constitution.
- 2.52. "Vice-President" means one of the two Vice-Presidents of CHESS S.A., duly elected in terms of this Constitution.
- 2.53. "WADA" means the World Anti-Doping Agency.
- 2.54. "Year" means a calendar year.

3. INTERPRETATION

- 3.1. The headings to the clauses or paragraphs of this Constitution are for descriptive purposes only and shall not be used in the interpretation hereof.
- 3.2. Unless the context indicates a contrasting intention, the singular shall include the plural and vice versa.
- 3.3. Any words importing one gender include the other.

CHAPTER 2 – CHESS S.A. AS AN ORGANISATION

4. DOMICILE

The domicile and seat of management of CHESS S.A. shall be deemed to be situated at the residential address of the President from time to time, or any other physical address nominated by Exbo, as published on the Chess S.A. website, provided that it shall always be at a place within the Republic of South Africa.

5. AREA OF JURISDICTION OF CHESS S.A.

The geographical area of jurisdiction of CHESS S.A. shall be the Republic of South Africa.

6. MAIN BUSINESS

6.1. The main business of CHESS S.A. is to act as the national controlling body of chess in South Africa.

6.2. CHESS S.A. shall seek and hold membership of FIDE as the recognised national federation and only controlling body for chess in South Africa and shall control and enforce the playing rules of FIDE for chess in South Africa.

6.3. No Member shall establish or maintain contact with FIDE or any other international chess body without the prior knowledge of CHESS S.A.

6.4. CHESS S.A. shall seek and maintain membership of SASCOC and any other bodies established by Government or sporting codes to govern sport in South Africa.

6.5. CHESS S.A. may affiliate with any other body or sporting code with compatible aims with a view to enhancing the interests and status of chess within South Africa.

7. ORGANISATIONAL STRUCTURE OF CHESS S.A.

7.1 CHESS S.A. is the National controlling body of chess in South Africa, governed by the National Council according to this Constitution.

- 7.2 The members of CHESS S.A. (save for the Special Member and Associate Members) are the Provincial Chess Associations, each governed by its Provincial Council according to its own constitution.
- 7.3 Each of the member Provincial Chess Associations shall consist of Regional Chess Bodies within its geographical area as its members, each governed by its Regional Council according to its own constitution.
- 7.4 Each of the Regional Chess Bodies shall consist of chess clubs within its geographical area as its members, each governed by its Management Committee according to its own constitution.
- 7.5 Chess players shall have freedom of association to belong to a chess club or chess clubs of his or her choice, provided that he or she is eligible for membership of the chess club concerned and with the understanding that any participation of the chess player at regional and provincial levels will be determined according to the locality of the chess club of which he or she is a member.

8. OBJECTS OF CHESS S.A.

The objects of CHESS S.A are:

- 8.1. To be and to operate and function as the autonomous controlling and administrative body of the sport of CHESS within the area of its jurisdiction.
- 8.2. To direct, develop, and administer the sport of CHESS within the area of its jurisdiction in accordance with the principles of good corporate governance and sound financial management.
- 8.3. To actively market and promote chess as a sport, recreational and educational activity in South Africa.
- 8.4. To foster a spirit of healthy competition, sportsmanship and fair play among players of all races, gender and ages.
- 8.5. To uphold and enforce the rules of CHESS as prescribed by FIDE from time to time and to encourage and promote the highest standard of sporting behaviour in connection with the playing of CHESS.
- 8.6. To assist at all levels with the organisation and administration of chess.

- 8.7. To organise or facilitate national championships for senior, adult, junior, women and physically challenged players.
- 8.8. To facilitate the involvement of South African players and teams in international tournaments and championships and to promote the achievement of FIDE titles of which the grandmaster and woman grandmaster titles are the most prestigious.
- 8.9. To develop South Africa as the foremost chess-playing nation in Africa.
- 8.10. To create, build and maintain communities of chess players in the form of chess clubs, Regional Chess Bodies and Provincial Chess Associations and to encourage the active involvement of volunteers in the administration and management of chess.
- 8.11. To increase the number of individuals registered with CHESS S.A., particularly among schools and previously disadvantaged communities.
- 8.12. To actively develop the sport of CHESS and build human capacity in accordance with the Long Term Participant Development (LTPD) plan adopted by CHESS S.A.
- 8.13. To encourage the qualification of individuals as arbiters, trainers and tournament organisers.
- 8.14. To encourage the appointment of coaches at all levels within the Education system and in the private and public spheres in South Africa.
- 8.15. To further chess education in South Africa and, where possible, to make funds available for chess literature and chess studies.
- 8.16. To represent its members and to promote and advance the interests of its members.
- 8.17. To uphold and enforce any code of conduct pertaining to the sport of CHESS approved by FIDE and/or any other code of conduct decided upon by CHESS S.A.
- 8.18. To decide disciplinary matters and grievances and to resolve disputes between anyone involved in chess in South Africa.
- 8.19. To participate in the management activities of FIDE and the African Continental Association and to ensure that CHESS S.A. is represented at these levels.

- 8.20. To apply annually to be a member of SASCOC and to abide by their Constitution, Rules and Regulations, as well as to affiliate to FIDE and/or any other national or international sports body as the National Council upon the recommendation of the Exbo may decide and to cooperate with SASCOC, in particular as regards the participation of chess players in all Multi-Code Games and Events.
- 8.21. To select representative players at all levels for participation in any tournaments whether same be local or international.
- 8.22. To award local and international colours in terms of the criteria laid down in the Rules and Regulations.
- 8.23. To advance the objectives of CHESS S.A. and to associate itself with all such other lawfully constituted Associations and Organisations as shall be decided by Exbo, whether within or without the area of jurisdiction of CHESS S.A. and irrespective of whether or not such other Associations or Organisations are connected with the sport of CHESS.
- 8.24. To recognise and accept the jurisdiction, rules and regulations of SAIDS, as well as the code of WADA relating to anti-doping and the promotion of drug-free sport.
- 8.25. To perform its functions in a non-discriminatory and democratic way, striving at all times to provide equal rights and fair opportunities to all chess players, administrators, managers, arbiters, coaches and tournament organisers throughout South Africa.
- 8.26. To ensure that the encouragement, promotion, development and administration of the sport of CHESS, whether same be at National, Provincial, Regional or Local level, is carried out in accordance with the principles of non-racism, by which it is meant that race, ethnicity and nationality shall not be a basis for discriminating against or of affording privileges to any one person or group of persons. Such principles are more fully set out in the First Schedule of the Rules and Regulations of CHESS S.A.

9. POWERS OF CHESS S.A. TO CARRY OUT ITS OBJECTS

- 9.1. CHESS S.A. shall have all such powers and authorities as shall be deemed necessary or desirable or conducive of achieving any and all of the objects of CHESS S.A. These

powers and authorities shall be exercised by the National Council and/or Exbo in accordance with and subject to the provisions of this Constitution and the Act. Any of these powers and authorities may be delegated to an Exbo member or committee, whether a sub-committee of Exbo or a standing committee in terms of this Constitution, for a specific purpose. Without in any way limiting the generality of the foregoing, the powers and authorities of CHESS S.A. shall include those set out hereinafter.

- 9.2. To acquire by purchase, exchange, lease, sub-lease, donation or otherwise movable and/or immovable property of any kind.
- 9.3. To sell, let, mortgage, dispose of, give in exchange, turn to account or otherwise deal with all or any part of the property or rights of CHESS S.A.
- 9.4. To enter into lawful contracts of any and all kinds necessary to carry out, give effect to or secure the objects of CHESS S.A.
- 9.5. From time to time, in accordance with sound business and financial principles to invest the funds of CHESS S.A. in such property or assets or other security as may be deemed advisable.
- 9.6. To employ, suspend or dismiss and remunerate employees, professional assistants and experts.
- 9.7. To establish and contribute to a pension, annuity, medical and/or other fund for the benefit of its employees and/or the dependants of such employees in accordance with the rules of such fund.
- 9.8. To arrange a pension and medical aid scheme for the benefit of and to grant pensions, allowances, gratuities and bonuses to employees or ex-employees of CHESS S.A., or the dependants of such persons.
- 9.9. To support or subscribe or make donations to any charities or other institutions, clubs, societies and funds.
- 9.10. To pay all or any expenses incurred in connection with the promotion and functioning of CHESS S.A.
- 9.11. To invite the patronage of any person or persons as it may consider advisable.
- 9.12. To insure against losses, damage, risk and liability of all kinds.

- 9.13. To draw, make, accept, endorse, execute, negotiate and issue cheques, promissory notes, bills of exchange, warrants and other negotiable or transferable instruments and to make electronic funds transfers.
- 9.14. To promote and hold an interest in any trust, company or concern, for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of CHESS S.A.
- 9.15. To institute, conduct, defend, compound or abandon any legal proceedings by and against CHESS S.A. or its officers or otherwise concerning the affairs of CHESS S.A., or the action of its Members, including the employment of attorneys and/or advocates and also compound and allow time for payment or satisfaction of any debts due or any claims or demands made by or against CHESS S.A.
- 9.16. To finance litigation and other legal costs, either in the name of CHESS S.A. or by way of the imposition of a special levy on its Members.
- 9.17. To lawfully raise money to fund its ordinary operations, whether by subscription or levies, which are to be paid to CHESS S.A. by the 1st day of March each year from its Members inclusive of clubs, tertiary institutions, and/or any other associations or organisations which are affiliated directly or indirectly to CHESS SA on behalf of Chess players who are members of the bodies referred to above, as well as to obtain lawful funding from any other source, and to recover by legal process monies due by any of the above.
- 9.18. To solicit and accept donations, bequests, grants and contributions for the benefit of CHESS S.A. from within as well as outside the borders of the Republic of South Africa.
- 9.19. To contribute or subscribe to bodies with aims similar to the aims of CHESS S.A.
- 9.20. To borrow or raise money and guarantee or otherwise secure the repayment thereof, including by means of a pledge or lien of its assets, and to invest monies upon security, both in such manner and upon such terms as it may think fit.
- 9.21. To make and pass rules, regulations and by-laws and to add to, repeal or alter such rules, regulations and by-laws, with or without penalties, for the carrying out, administration and implementation of this Constitution and the attainment of the objects of CHESS S.A.

- 9.22. To impose fines, to suspend for a period of time, to expel and/or implement any other disciplinary measures on its present or former Members, any Regional Chess Body and Chess Club presently or formerly affiliated to CHESS S.A., and any Chess Player, official, committee member, arbiter, coach, team manager and organiser connected or concerned with CHESS arising out of or connected with any contravention or breach of the provisions of this Constitution or any rule, regulation or by-law, including the Code of Conduct of CHESS S.A. in force at the relevant time, and including those of SASCOC, SAIDS and World Anti-Doping Code and recover by legal action or otherwise such fines or compulsory contributions or damages from the body or person concerned. Without in any way limiting the generality of the foregoing, CHESS S.A. shall have the power to suspend or ban any Chess Player, Member or Club from participating in any championship or event.
- 9.23. To take all such action as may be required or necessary to enforce fully and effectively all obligations of whatsoever nature and howsoever arising which may be owed to CHESS S.A. by its Members, former Members or any other persons or body.
- 9.24. To associate with any State authority or any other foundation, institution, society, trust, entity or person having the same or similar objects to those of CHESS S.A. and to enter into any arrangements that may be conducive to the objects of CHESS S.A.
- 9.25. Notwithstanding anything herein contained, it is recorded that:
- 9.25.1. CHESS S.A.'s income and property are not distributable to its Members or office bearers except as reasonable compensation for services rendered or upon dissolution in terms of this Constitution;
- 9.25.2. Members or office bearers have no rights in the property or other assets of CHESS S.A. solely by virtue of their being members or office bearers;
- 9.25.3. CHESS S.A. is a non-profit and public benefit organisation and will not carry on any business, undertaking or trading activity, save to the extent permitted in terms of section 30 of the Income Tax Act, 1962 as provided for more fully in terms of Schedule Three of the Rules and Regulations of CHESS S.A.;

- 9.25.4. CHESS S.A. shall not have any authority to contract on behalf of any Member or Regional Chess Body or to bind the credit of any Member or Regional Chess Body;
- 9.25.5. CHESS S.A. shall not be liable for any debts or other liabilities, whether of a contractual or delictual basis, incurred by any Member or Regional Chess Body or Club or any official of these bodies.
- 9.25.6. CHESS S.A.'s financial transactions shall be conducted by means of a banking account or banking accounts opened and maintained by the Treasurer at the direction of the National Council.

CHAPTER 3 – MEMBERSHIP OF CHESS S.A.

10. CLASSIFICATION OF MEMBERSHIP

- 10.1. CHESS S.A. consists of three categories of members, namely:
- 10.1.1. Ordinary Members, shall be those members as defined by their geographical areas, i.e. the Provinces, and made up of their regional structures as set out in this Constitution, and as such they shall be obliged to promote, develop and participate in the sport of Chess under the guidance and control of CHESS S.A., as well to ensure the development of Chess players through constructive coaching and capacity building.
- 10.1.2. The Special Member shall be a body representative of active Chess players known as the Players' Commission, and established from individual Chess players participating in the sport of Chess, as defined in this Constitution.
- 10.1.3. Associate Member(s) shall comprise those chess bodies with at least 250 members who have made application and been accepted as Associate Members of CHESS S.A., and are recognised as bodies specifically catering for their respective membership within a confined organisation and/or area (which shall be nationally or at least provincially based), such

as the Defence Force, Police Force, Tertiary Institutions and any other body duly accepted.

- 10.2. The right of each existing and future Member to have one or more representative teams participate in the various events and championships which are held or staged under the auspices of CHESS S.A. shall be determined by Exbo, which may vary such rights from time to time.
- 10.3. In matters of mutual interest, CHESS S.A. and any Member or Members may, if the need arises, enter into a written agreement covering specific issues for the benefit of the Sport and its participants.
- 10.4. The National Council shall fix the subscriptions and levies payable by the Members of CHESS S.A. and registered individuals from time to time.

11. ORDINARY MEMBERS

- 11.1. The current Ordinary Members (also known as Geo-political Members) shall be the Provincial Chess Associations listed in Schedule "A".
- 11.2. The jurisdictions of Ordinary Members shall be limited by the boundaries of the Provinces they presently represent but shall, within a period of two years from adoption of this Constitution, be fully aligned within the geo-political Provinces/Regions reflected in Schedule "B" which schedule shall be amended from time to time in accordance with any amendments by an Act of Parliament.
- 11.3. There shall be, within a period of two years from adoption of this Constitution, a separate Regional Chess Body with its own Regional Council established in each of the 52 Regions listed in Schedule "B", fully aligned with the geo-political boundaries of such Regions.
- 11.4. The constitution of every Ordinary Member shall substantially comply with the requirements contained in Schedule Two of the Rules and Regulations of CHESS S.A. and be otherwise acceptable to Exbo after consultation with the Constitutional Committee.
- 11.5. Every Ordinary Member shall submit to the General Secretary annually, by no later than a date stipulated by Exbo:
- 11.5.1. proof of the democratic election of its own office bearers and the office bearers of the Regional Chess Bodies falling within its area of jurisdiction; and
- 11.5.2. proof of the number of active Chess Players, arbiters, trainers and administrators within the Province and within each Region falling within its area of jurisdiction.

12. THE SPECIAL MEMBER

- 12.1 There shall be established a Players' Commission which will represent the interests of all active Chess players without the separate need for Chess players to apply formally for membership.

- 12.2 The Players' Commission shall adopt its own constitution, rules and regulations which shall provide *inter alia* for the democratic election of the Players' Commission's two representatives in the National Council.
- 12.3 The Players' Commission shall enjoy the same voting strength in the National Council as an Ordinary Member, irrespective of the number of Chess players it represents.

13. ASSOCIATE MEMBERS

- 13.1. Any association or organisation which wishes to become an Associate Member of CHESS S.A. shall apply in writing to the General Secretary to be admitted as such in the form determined by Exbo from time to time, enclosing a copy of its duly adopted constitution, a declaration that it will adhere to the Constitutions of SASCOC and CHESS S.A., an undertaking to pay on time the prescribed entrance fees, subscriptions and levies, a complete membership list and such other information as Exbo may require to decide upon its application.
- 13.2. The General Secretary shall submit applications for affiliation to the next Exbo meeting for consideration and Exbo shall in turn submit all such applications, with a recommendation, to the next General Meeting of the National Council. The recommendation may be to refuse the application, or to admit the application on certain conditions, or to admit the application unconditionally.
- 13.3. In deciding whether or not to recommend a new association or organisation as an Associate Member, Exbo shall have regard to such factors as it considers relevant, including the number of clubs and chess players within the jurisdiction of the applicant, and whether or not the applicant and the clubs within its jurisdiction are committed to the scheme in terms of which subscriptions and levies are paid to CHESS S.A.
- 13.4. No association or organisation shall be admitted to Associate Membership of CHESS S.A. unless Exbo is satisfied that the constitution of such association or organisation substantially complies with the requirements contained in Schedule Two of the Rules and Regulations of CHESS S.A. and is otherwise acceptable to Exbo after consultation with the Constitutional Committee.

- 13.5. CHESS S.A. may, by a majority vote taken at a General Meeting of the National Council convened *inter alia* for this purpose, grant associate membership status to any other association operating on a national or provincial level; provided that no associate membership shall be granted to an association or organisation with the same aims and objectives as CHESS S.A.
- 13.6. Notwithstanding anything else herein contained it shall be competent for Exbo, with the ratification of the National Council, to create quasi-autonomous bodies or associations having their own constitutions and members for the purpose of better achieving any of the objects of CHESS S.A. Such bodies or associations may be granted Associate Membership if they meet Exbo's requirements for a successful application for Associate Membership. The constitution, by-laws and regulations of such bodies or associations shall at all times be subject to the approval and ratification of CHESS S.A. which shall at all times have the power to dissolve and/or withdraw recognition of any such body or association.
- 13.7. Associate Members shall agree upon and define their geographic areas of jurisdiction provided that in the event of dispute and failure to reach agreement such areas of jurisdiction shall be defined by Exbo.
- 13.8. CHESS S.A. may, by at least a two-thirds majority vote taken solely for this purpose, withdraw its recognition of any Associate Member contemplated in this Constitution, in which event the relevant association will cease, forthwith, to be an Associate Member of CHESS S.A.

14. HONORARY LIFE MEMBERS

- 14.1. Exbo and Members of National Council shall, from time to time, nominate any individual who has rendered exceptionally meritorious service, or outstanding and notable service over a long period of time, to CHESS S.A. and/or in the promotion of the sport of CHESS and whom it wishes to recognise and honour as an Honorary Life Member.
- 14.2. Such nomination shall be presented to the National Council for adoption at the next A.G.M. and, if adopted by the National Council, such person shall become an Honorary Life Member and shall enjoy the rights and privileges namely to attend the

A.G.M. and to be a special guest of CHESS S.A. or the organisers of any event or championship held under the auspices of CHESS S.A.

14.3. Any past president of CHESS S.A. or its predecessor bodies may become an Honorary Life Member of CHESS S.A. if so nominated and such nomination is adopted at an A.G.M. of the National Council.

14.4. The names of all Honorary Life Members of CHESS S.A. shall be continuously displayed on the website of CHESS S.A.

15. PATRONS

15.1. Exbo may from time to time nominate, for a period not exceeding four (4) years, any person whom Exbo considers to be fit and desirable to be a Patron of CHESS S.A. which nomination shall be presented for acceptance at the next A.G.M. and, if appointed by the National Council, such person shall become a Patron of CHESS S.A. for the time period nominated.

15.2. A person may be considered fit and desirable if he or she is a person of distinction or high profile with undeniable integrity and one who may lend his or her influential support to protect the interests and champion the cause of CHESS as a sport.

15.3. Patrons shall enjoy the same rights and privileges as are enjoyed by Honorary Life Members together with such further rights and privileges as are decided upon by Exbo from time to time.

16. LIMITATION OF LIABILITY AND INDEMNITY

16.1. Every Member shall be jointly liable with all the other Members for all expenditure incurred in connection with CHESS S.A., insofar as third parties are concerned, provided that such liability shall be limited to the sum of any monies then due and payable by such Member to CHESS S.A., by way of subscription or otherwise, and any special levy imposed by the National Council from time to time.

16.2. The Patrons, the President, the Vice-Presidents, the Treasurer, the General Secretary, all other members of Exbo, all officials, servants, agents and persons (natural,

corporate or otherwise) acting on behalf of CHESS S.A., or on behalf of a Commission or Committee of CHESS S.A. or Sub-Committee of Exbo, in terms of this Constitution and under original or delegated powers, 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 CHESS S.A., from whatever cause arising, provided such person/s acted in good faith.

17. SUSPENSION AND TERMINATION OF MEMBERSHIP

- 17.1. Any Member of any classification which ceases to operate a viable structure as contemplated in this Constitution may be suspended from membership by Exbo and the National Council shall decide at its next meeting whether the membership of such member should be terminated, further suspended for a fixed or an indefinite period of time, or restored.
- 17.2. The National Council shall take its decision by at least a two-third majority of its Members, excluding the representatives of the Member concerned. The representatives of the Member concerned shall be entitled to make full representations to the National Council prior to the voting on the resolution.
- 17.3. A decision to suspend or terminate a Member's membership shall *inter alia* take into account whether the structures of the Member concerned are viable, whether it meets its obligations in terms of its own constitution and this Constitution, whether it has failed to pay its required fees, whether it refuses to comply with the decisions of the National Council, whether it has sufficient resolve for the development of CHESS in its area, whether its office bearers are individually registered with CHESS S.A. and whether the Member concerned works harmoniously with CHESS S.A. and other Members towards the expansion of chess in South Africa.
- 17.4. Any Member of any classification may, at any time, tender their resignation from CHESS S.A. Such member must give notice by not later than 30 September of each year. Any member so resigning shall continue to be liable for any monies due and owing by such member, to CHESS S.A. at the date of their resignation.

18. REGISTRATION OF PLAYERS AND OTHER INDIVIDUALS

- 18.1. Chess players, and other individuals interested in obtaining registration with CHESS S.A., shall register by completing, signing and submitting the prescribed registration form and paying the prescribed registration fee. In the case of e-mail submission, the typing of one's name in the space provided for one's signature will be deemed to be one's signature.
- 18.2. Registration may be sought as one or more of the following: player (CP), arbiter (CA), coach / trainer / instructor (CI), manager / administrator (CM) or chess friend / worker (CF).
- 18.3. In the registration form the player or other individual shall agree to adhere to the Code of Conduct for players and other individuals, including the prescribed disciplinary procedure, as well as the policy, rules and procedures prescribed by CHESS S.A. from time to time.
- 18.4. Upon registration by the CHESSA registration officer, the player or other individual will remain a CHESSA registered individual until the registration status is terminated by expulsion, resignation or the death of the individual concerned, but without prejudice to the right of CHESS S.A. to impose and collect annual registration fees.
- 18.5. It is the responsibility of registered players and other individuals to advise the CHESSA registration officer in writing (including e-mail) of any changes in their personal details, including contact particulars and Club, Regional or Provincial affiliation.
- 18.6. A registered player will be allowed to play in regional and national team events for the Region and Province as indicated on his or her original registration form, or in the case of a change, as indicated on the CHESS S.A. database of registered players and other individuals.

CHAPTER 4 – NATIONAL COUNCIL

19. THE NATIONAL COUNCIL

- 19.1. Subject to the terms of this Constitution, the National Council shall be the highest authority of CHESS S.A. and shall determine its policy, decide upon its budget and give directives to Exbo.
- 19.2. The National Council shall meet bi-annually. The first such meeting shall be an Ordinary General Meeting (O.G.M.) of the National Council, to be held not later than July of each year, and the second meeting shall be the Annual General Meeting (A.G.M.) to be held not earlier than October of each year.
- 19.3. The first meeting of the National Council in each even-numbered year, following the elections of Exbo and Commission members and the appointment of Committee members at or pursuant to the second meeting of each odd-numbered year, shall coincide with the holding of a National Convention at which separate meetings of all member Provincial Chess Associations, as well as the Commissions and Committees of CHESS S.A. shall be held.
- 19.4. The O.G.M and the A.G.M. of the National Council and the National Convention shall be held on such date and time and at such place as Exbo shall determine.
- 19.5. Subject to the express provisions of this Constitution and its policy, rules and procedures in force from time to time, the National Council shall have full powers in the management and direction of the business affairs of CHESS S.A. and, save as may be expressly provided in this Constitution, may exercise all such powers of CHESS S.A. and do all such acts on behalf of CHESS S.A., as may be exercised and done by CHESS S.A. itself.
- 19.6. Without limiting the generality of the above, the National Council shall have the following specific functions and powers:
- 19.6.1. To determine the policy of CHESSA for the execution of which the Exbo shall be responsible;
- 19.6.2. To ratify the rules, by-laws and regulations formulated by Exbo;

- 19.6.3. To fix conditions and fees for membership of CHESS S.A. and to establish criteria for the classification of players as junior (including youth), adult or senior, as required by FIDE;
 - 19.6.4. To consider and approve or reject applications for membership of CHESS S.A. and to deal with the conduct of Members and registered individuals at all levels, including expulsion from membership and cancellation of registration;
 - 19.6.5. To appoint a delegate to the General Assembly of FIDE, this delegate to hold registration with CHESS S.A., but he or she need not necessarily be an office bearer of CHESS S.A. or of one of its Member associations. The term of appointment shall be two (2) years.
 - 19.6.6. To elect at the second meeting of each odd-numbered year, the President of CHESS S.A. and the other members of Exbo for a term of two (2) years in office.
- 19.7. The following persons shall be eligible to attend and speak at meetings of the National Council, other than the A.G.M. and a S.G.M.:
- 19.7.1. All members of Exbo;
 - 19.7.2. Not more than 2 (two) representatives of each of the Ordinary Members and the Special Member, and 1 (one) representative of each Associate Member;
 - 19.7.3. The Patrons;
 - 19.7.4. All Honorary Life Members;
 - 19.7.5. A representative of any Commission and Committee of CHESS S.A.
 - 19.7.6. One representative of each Regional Chess Body within the area of jurisdiction of any Ordinary Member provided that such Regional Chess Body has an approved constitution and has been recognised by CHESS S.A. as such.
- 19.8. Notice of any O.G.M. of the National Council shall be sent to Ordinary, Special and Associate Members not less than 30 (thirty) days before the date of such meeting

which notice shall be accompanied by a proposed agenda as recommended by Exbo.

19.9. The text of any motion which any Member wishes to be put to and considered by any O.G.M. shall be received not less than 21 (twenty-one) days prior to the date of such meeting by the General Secretary who shall disseminate it by post and/or by hand, and/or by fax, and/or by electronic mail, together with the final agenda to all Ordinary Members, the Special Member and Associate Members, not less than 14 (fourteen) days prior to the date of such meeting.

19.10. The business to be transacted at the O.G.M. shall be:

19.10.1. to read the notice convening the meeting;

19.10.2. to read and confirm, with or without amendments, or to reject the minutes of the previous O.G.M., as well as the minutes of any S.G.M. held in the interim, and to consider any matters arising therefrom;

19.10.3. to consider and to adopt, with or without modification, or to reject, any Resolution of which due notice has been given;

19.10.4. to consider and to adopt, with or without modification, or to reject, the budget for the ensuing year which shall have been prepared by the Treasurer and considered and recommended by Exbo.

19.11. No resolution which has the effect of creating, amending or repealing a by-law, regulation or standing rule shall be binding unless the notice thereof has been given in terms of clause 19.7 hereof or such resolution has been ratified at the next National Council meeting.

20. ANNUAL GENERAL MEETING ("A.G.M.")

20.1. An A.G.M. shall be held once in every year, provided that unless there is good reason to the contrary, the A.G.M. shall be held within 3 (three) months from the end of the financial year and not more than fifteen (15) months after the date of the previous A.G.M.

20.2. Exbo shall decide the date, time and place on which each A.G.M. shall be held.

- 20.3. The following persons shall be entitled to attend and speak at the A.G.M.:**
- 20.3.1. All members of Exbo;**
 - 20.3.2. Not more than 2 (two) representatives of each of the Ordinary Members and the Special Member, and 1 (one) representative of each Associate Member;**
 - 20.3.3. The Patrons;**
 - 20.3.4. All Honorary Life Members;**
 - 20.3.5. A representative of the Auditors of CHESS S.A.;**
 - 20.3.6. A representative of any Commission and Committee of CHESS S.A.;**
 - 20.3.7. Any other person who may be invited by Exbo to do so.**
- 20.4. The business to be transacted at an A.G.M. shall be:**
- 20.4.1. To read the notice convening the Meeting;**
 - 20.4.2. To read and confirm the Minutes of the previous A.G.M., S.G.M. and General meetings, and to consider any matters arising therefrom;**
 - 20.4.3. To receive and consider the Annual Report of the President, for the period since the date of the previous A.G.M.**
 - 20.4.4. To receive and consider the report of the Treasurer and to adopt with or without modification, the audited Annual Financial Statements for the period since the date of the previous A.G.M., provided that if not so adopted the Annual Financial Statements shall stand for consideration and adoption, with or without modification, or rejection by the National Council at its following meeting or by the Exbo in terms of the decision of the A.G.M.;**
 - 20.4.5. To appoint the auditors of CHESS S.A. to hold office until the next A.G.M.;**
 - 20.4.6. To receive and consider the reports of all Commissions and Committees regarding their activities for the year;**
 - 20.4.7. To consider and to adopt with or without modification, or to reject any recommendations of Exbo;**

- 20.4.8. To consider all nominations by Exbo of persons to be Patrons or Honorary Life Members and to accept or to reject any such nomination;
- 20.4.9. To discuss and consider any further matters of which 21 (twenty-one) days written notice has been given.
- 20.5. Notice of each A.G.M. shall be sent to all the Members, Exbo members, Patrons and Honorary Life Members not less than 60 (sixty) days prior to the date of the A.G.M.
- 20.6. Not less than 14 (fourteen) days prior to the date of any A.G.M., copies of the Agenda for that A.G.M. and the Annual Financial Statements for the financial year preceding the date of the A.G.M. shall be disseminated to all Members, Exbo members, Patrons and Honorary Life Members by post, and/or by hand, and/or by fax, and/or by electronic mail.

21. SPECIAL GENERAL MEETINGS ("S.G.M.'s")

- 21.1. An S.G.M. of Members shall be convened:
 - 21.1.1. By resolution of Exbo, or
 - 21.1.2. Upon the written requisition of not less than 5 (five) Members, addressed and sent to the General Secretary, which written requisition shall state the exclusive purpose for which the S.G.M. is to be called and the text of the motion to be put to the meeting.
- 21.2. Within 14 (fourteen) days after receipt of the resolution or requisition, the General Secretary shall send written notification to all Members, which notice shall specify the date, time and place of the S.G.M., (which date, time and place shall have been determined by Exbo) provided that the date shall not be more than 21 (twenty-one) days and not less than 7 (seven) days after the date of posting the notice, together with written notification of the purpose of and measures to be transacted at the S.G.M. and the text of the motions to be put to and considered by the meeting.
- 21.3. No business other than that stated in the notification shall be transacted at the S.G.M.
- 21.4. Only the persons referred to in clause 20.3.1 – 20.3.4 shall be entitled to attend and speak at S.G.M.'s.

22. REPRESENTATION AND VOTING RIGHTS

- 22.1. Each Ordinary Member and the Special Member shall be entitled to nominate a maximum of 2 (two) representatives, whilst an Associate Member will be entitled to nominate 1 (one) representative, to attend and to vote at any general meeting of the National Council.
- 22.2. Such nominations shall be in writing, addressed to the General Secretary and must be received by him or her not less than 48 (forty-eight) hours prior to the time for the commencement of that meeting.
- 22.3. Members shall have the following voting rights in respect of any and all meetings of the National Council:
- 22.3.1 Ordinary Members shall each have 2 (two) votes.
- 22.3.2 The Special Member shall have 2 (two) votes.
- 22.3.3 Associate Members shall each have 1(one) vote.
- 22.3.4 Honorary Life Members may only vote in connection with any motion to grant or terminate the Membership of any Honorary Life Member, and shall each have 1 (one) vote.
- 22.4. Only representatives of Members who are personally present at the meeting concerned shall be allowed to exercise the right to vote.
- 22.5. Each member of Exbo present shall have 1 (one) vote and the Chairperson of any general meeting shall have a second or casting vote in the event of an equality of votes, save for and except at an Elective A.G.M. where the Exbo shall have no vote in the election of the new Exbo members.
- 22.6. No proxy votes will be allowed.

23. GENERAL PROVISIONS RELATING TO COUNCIL MEETINGS

- 23.1. A.G.M.'s, O.G.M.'s and S.G.M.'s shall, subject to the terms of this Constitution, be held at such date, time and place as shall be decided by Exbo.
- 23.2. The chairperson of any A.G.M., O.G.M. or S.G.M. shall be the President, or in his or her absence one of the Vice-Presidents, or in their absence such other person as

shall be elected for that purpose by the representatives of Members present at the Meeting and entitled to vote.

- 23.3. A quorum shall consist of 50% (fifty per centum) plus 1 (one) of the total votes available to Ordinary Members and the Special Member, provided they are in good standing.
- 23.4. If a quorum shall not be present at the place of the meeting within 30 (thirty) minutes after the time set for commencement of the meeting, or if sufficient representatives of Members do not remain present to constitute a quorum until the proceedings have been duly declared to have been concluded by the President, the meeting if convened upon the requisition of Ordinary Members, shall be dissolved; in any other case, it shall stand adjourned to a date not earlier than 5 (five) working days and not later than 15 (fifteen) working days after the date of that meeting, and, at such adjourned meeting the representatives of Ordinary, Special and Associate Members present and entitled to vote, shall constitute a quorum and may transact the business of that meeting.
- 23.5. Where a meeting has been adjourned as aforesaid, the General Secretary shall, upon a date not later than 3 (three) working days after the adjournment, disseminate a written notice to each Member, which notice shall have been settled by the President, stating:
- 23.5.1. the date, time and place to which the meeting is adjourned;
 - 23.5.2. the matter before the meeting, when it was adjourned;
 - 23.5.3. the ground for the adjournment.
- 23.6. Voting shall be on a show of hands unless a poll be demanded by representatives of not less than 40% (forty per centum) of the votes available to Members represented and entitled to vote, and in such event, the poll shall be conducted in such manner as the Chairperson of the meeting shall decide.

CHAPTER 5 – EXECUTIVE BOARD

24. EXBO

- 24.1. The Executive Board of CHESS S.A. ("Exbo") shall consist of the following persons:
- 24.1.1. The President;
 - 24.1.2. Two Vice-Presidents;
 - 24.1.3. The Treasurer;
 - 24.1.4. The General Secretary;
 - 24.1.5. 3 (three) provincial representatives of the provincial structures as elected by the National Council;
 - 24.1.6. A Representative duly nominated by the Special Member;
 - 24.1.7. A person responsible for Public Relations & Marketing, *ex officio* by virtue of his or her appointment as such;
 - 24.1.8. The National Head of the Schools Chess structures;
 - 24.1.9. The Head Coach *ex officio* by virtue of his or her appointment as such.
- 24.2. There shall be a minimum of 4 (four) males and 4 (four) females amongst the members of Exbo.
- 24.3. Exbo Meetings shall be deemed to be validly constituted notwithstanding the fact that at any time there are fewer than 4 (four) males or 4 (four) females present.
- 24.4. The Provincial representatives and the representative of the Special Member referred to in clause 24.1.5 and 24.1.6 shall not be the same individuals who represent any Ordinary Member or the Special Member in the National Council.
- 24.5. No person may serve for more than 8 (eight) consecutive years as President nor may any person serve for more than 8 (eight) consecutive years as Vice-President.
- 24.6. Exbo may co-opt other individuals as members for short-term and project-orientated appointments in order to discharge specific functions provided that no co-opted member shall have a vote and provided further that although the predominant criterion for co-option shall always be merit, Exbo shall, as far as possible, seek to preserve a balance of men and women members.
- 24.7. Exbo shall perform *inter alia* the following functions:

- 24.7.1. The administrative functions of CHESS S.A. shall be the responsibility of Exbo. In addition, Exbo shall deal with any matters referred to it by the National Council and shall report to the National Council;
- 24.7.2. Exbo shall decide on the executive structures and administrative procedures of CHESS S.A. as may be required from time to time.
- 24.7.3. Exbo controls and oversees the work of its own management committee, as well as the work of all Commissions and Technical Committees and has to ratify all their decisions of a major nature.
- 24.8. Members of Exbo shall vote on all resolutions by a show of hands.
- 24.9. Members of Exbo shall decide on all matters by a simple majority vote.
- 24.10. Each member of Exbo shall have 1 (one) vote, and the Chairperson of any meeting of Exbo shall have a second or casting vote, in the event of an equality of votes.
- 24.11. The chairperson of any meeting of Exbo shall be the President, or in his or her absence one of the Vice-Presidents, or in their absence such other Member of Exbo as shall have been appointed at that meeting by the Members of Exbo present and entitled to vote.
- 24.12. Exbo shall meet not less than 2 (two) times per annum in addition to meeting at the time of each of the two bi-annual general meetings of the National Council.
- 24.13. A quorum of members of Exbo shall consist of not less than 7 (seven) such members including a minimum of 2 provincial representatives being present, and if there is not a quorum present at the appointed time and place for any meeting of Exbo or if there is not a quorum present during the whole of the meeting until proceedings have been duly concluded and declared by the chairperson of that meeting to have been concluded, such meeting shall stand adjourned until a date, time and place to be determined by those members of Exbo who are present at that meeting provided that such date shall not be more than 10 working days after such meeting; and at such adjourned meeting those members of Exbo present and entitled to vote shall constitute a quorum and may transact the business of that meeting.
- 24.14. The General Secretary shall, by such means as is most expedient and by such means as appears most appropriate in the circumstances, inform those members of Exbo

who were not present at the meeting of the date, time and place to which the meeting has been adjourned.

- 24.15. Any member of Exbo who, without having first obtained leave of absence from Exbo, shall otherwise than in circumstances beyond his or her control, not attend 3 (three) consecutive meetings of Exbo, of which meetings due notice has been given, shall be deemed to have resigned from Exbo.
- 24.16. No member of Exbo shall be entitled to any remuneration, but all members of Exbo shall be entitled to be refunded any disbursement incurred by any such member in fulfilling any duties or functions as shall be approved by Exbo.
- 24.17. The General Secretary shall:
- 24.17.1. Send to all Members, and to all members of Exbo:
- 24.17.1.1. Written notification of all meetings of Exbo and the proposed Agenda within the stipulated time period prior to the date of the proposed meeting.
- 24.17.1.2. Copies of the minutes and resolutions of all meetings of Exbo, within 15 (fifteen) working days after the date of the relevant meeting.
- 24.17.2. Send to all Members, and to all members of Exbo:
- 24.17.2.1. Written notification of all meetings of the National Council and the proposed Agenda, in the stipulated time period prior to the date of the proposed meeting.
- 24.17.2.2. Copies of the minutes and resolutions of all meetings of the National Council, within 15 (fifteen) working days after the date of the relevant meeting.
- 24.18. Any Member, of any classification, shall be entitled to have a representative attend and speak, but not vote, at any meeting of Exbo; provided such Member shall have submitted written notification to the General Secretary of such intention and the full details of any matter such member is desirous of raising at such Meeting, not less than 5 (five) working days prior to the date of such meeting.

25. POWERS OF EXBO

- 25.1. Except where otherwise stated herein and subject to the provisions of this Constitution, Exbo shall be vested generally with all such powers and authorities as are necessary to perform its functions as stated herein and to promote and attain the objects of CHESS S.A. and, without in any way limiting the generality of the foregoing, Exbo shall have all such powers and authorities specifically mentioned hereunder.
- 25.2. Exbo shall control all expenditure of the funds of the CHESS S.A. and shall not incur any liability nor enter into any commitment which cannot be discharged out of the funds of the CHESS S.A.
- 25.3. No cheque or promissory note drawn on behalf of CHESS S.A. shall be valid unless signed by any 2 (two) of the President, the Vice-Presidents, the Treasurer, the General Secretary, or any other official of CHESS S.A. who has been authorised by Exbo to have signing powers. The same restriction applies *mutatis mutandis* to electronic (Internet) payments.
- 25.4. Exbo shall be entitled to make any and all by-laws or regulations necessary to promote the aims and objects of the CHESS S.A. and such by-laws and/or regulations shall be binding upon members. Such regulations shall be ratified at the next General Meeting of the National Council.
- 25.5. Exbo may delegate the exercise of any of its powers and functions to one of its members, or a Committee established in terms of this Constitution, or to a sub-committee of Exbo.
- 25.6. In addition to the foregoing, Exbo shall:
- 25.6.1. undertake and perform all such duties and functions as shall be decided by the National Council;
 - 25.6.2. subject to the provisions of this Constitution, make, amend, vary, repeal and enforce rules, by-laws and regulations for CHESS S.A. in consultation with the Constitutional Committee;
 - 25.6.3. consider and, if thought fit, approve the separate constitutions, by-laws, rules and regulations of each Member, and any amendments or

- alterations thereto after consultation with the Constitutional Committee;
- 25.6.4. formulate recommendations and resolutions for the consideration of the National Council and prepare the agenda for National Council meetings;
- 25.6.5. refer matters to the Ethics Committee for investigation and/or the conduct of disciplinary proceedings in respect of any infringement of this Constitution or the by-laws, rules or regulations, including the Code of Conduct of CHESS S.A. in force from time to time, or the breach of any agreement between CHESS S.A. and another contracting party falling under the jurisdiction of CHESS S.A., or the violation of the Rules of the Game and to enforce the sanctions imposed by the Ethics Committee whether by way of fines, or suspension or banning/exclusion from participating in any championships or event or the activities of CHESS S.A. or by way of withdrawing monies for which any person would otherwise be eligible. For the purposes of this Constitution, all events and championships of whatsoever nature organised and/or run by Members of CHESS S.A. shall be deemed to be under the auspices of CHESS S.A.;
- 25.6.6. impose and collect levies, subscriptions, dues and imposts;
- 25.6.7. arrange, control, regulate and promote events, championships and any other forms of competition;
- 25.6.8. employ any person upon such terms and conditions as shall be decided and, when considered necessary or desirable, terminate the employment of any such person.
- 25.6.9. decide upon and resolve any dispute between any Members, and/or Regional Chess Bodies, and/or Clubs, and/or persons who are members of such Clubs;
- 25.6.10. subject to the provisions of this Constitution, determine the areas or jurisdiction of Members and Regional Chess Bodies and vary or alter such areas from time to time when necessary;

- 25.6.11. co-opt any person to Exbo as may be required to achieve the objects of CHESS S.A. or fulfil any purpose incidental thereto;
- 25.6.12. form sub-committees, consisting of one or more persons, for any purpose incidental to the objects and powers of CHESS S.A. and, subject to this Constitution, by-laws, rules and regulations, delegate such of its powers to such sub-committees as may be required;
- 25.6.13. appoint special advisers and consultants, for any purposes, and terminate such appointment/s;
- 25.6.14. consider and make a recommendation to the National Council in regard to any application for membership of CHESS S.A.
- 25.6.15. open accounts with any recognised commercial banking or other financial institution, and invest any funds of CHESS S.A. and pay any such funds to any person (natural, corporate or otherwise) who has a valid claim for payment against CHESS S.A.;
- 25.6.16. decide upon the criteria for the award of National Colours and appoint National Selectors for the selecting of teams to whom Colours may be awarded;
- 25.6.17. ensure that full and proper books of accounts are kept in accordance with sound accounting principles;
- 25.6.18. ensure that the said books of account and all records of CHESS S.A.'s finances and assets are duly audited each year as soon as is practicable after the financial year end of CHESS S.A. which shall be 30 September of each year and that annual financial statements are prepared for approval at the A.G.M.;
- 25.6.19. deal with any question or issue arising out of or relating to or incidental to non-racialism as described in the Schedule One of the Rules and Regulations of CHESS S.A.;
- 25.6.20. deal with any question or issue arising out of or relating to or incidental to non-sexism or discrimination on any grounds as referred to in this Constitution.

- 25.6.21. address any question or issue or matter concerning or incidental to development including budgeting for and expenditure on development;
 - 25.6.22. approve the employment and termination of employment of staff by CHESS S.A. including all matters incidental thereto and the review from time to time of all existing contracts of employment of staff and all matters incidental thereto;
 - 25.6.23. decide any question, issue or matter relating to emblems, colours, or anthems for CHESS S.A.;
 - 25.6.24. make recommendations on any question or issue relating to the affiliation to or disaffiliation from any macro or other body;
 - 25.6.25. decide any question or issue relating to the use of CHESS facilities and/or other facilities incidental thereto and/or the standard thereof.
- 25.7. Exbo's jurisdiction shall not be limited to dealing with such matters as are referred to it but shall include the power and capacity to be pro-active and initiate such enquiries and/or take such steps as Exbo seems fit.
- 25.8. It is recognised that it is desirable for all member Provincial Chess Associations themselves to negotiate and achieve unified provincial bodies with regional sub-structures. Notwithstanding this, Exbo shall have the right and power to be pro-active and to take such steps as it may to facilitate unity as may seem fit to ensure that any difficulties or problems in the way of unity in any Province shall be overcome.

26. ELECTION OF THE PRESIDENT, VICE-PRESIDENTS, TREASURER, GENERAL SECRETARY AND THE OTHER MEMBERS OF EXBO

- 26.1. There shall be biennial elections for the elected positions on Exbo to be held at the second meeting of the National Council in each odd-numbered year. The elections shall be conducted by an Elections Officer appointed by Exbo and assisted by the General Secretary.
- 26.2. Each Member shall be entitled to nominate 1 (one) individual for election as President, 2 (two) individuals for election as Vice-President, 1 (one) individual for election as Treasurer and 1 (one) individual for election as General Secretary.

- 26.3. Each Ordinary Member shall be further entitled to nominate 3 (three) individuals as Provincial representatives on Exbo, provided that each of the individuals so nominated belongs to a different Provincial Chess Council and is not one of the representatives of his or her Province in the National Council.
- 26.4. The representative of the Special Member shall be elected at a meeting of the Special Member.
- 26.5. The representative of the Schools shall be elected by the Schools Chess structures.
- 26.6. The Exbo member responsible for Public Relations & Marketing shall be appointed by elected members of the new Exbo at its first meeting to be held within a period of 1(one) month after the date of the Elective A.G.M. at which the other members of the new Exbo were elected.
- 26.7. The Head Coach shall be appointed by elected members of the new Exbo at its first meeting to be held within a period of 1(one) month after the date of the Elective A.G.M. at which the other members of the new Exbo were elected.
- 26.8. Each nomination by a Member shall be in writing, shall be seconded on behalf of any other Member and shall be signed by the nominee to indicate his or her acceptance of the nomination.
- 26.9. It shall be permissible for the same individual to be nominated for more than one office/position. The nomination for any alternative post is conditional upon him or her not being elected to the first post for which he or she is nominated.
- 26.10. A valid nomination for any of the posts referred to in clause 26.2 shall, in the event of the nominee being defeated in an election for the post concerned, be deemed to be a valid nomination for election as a member without portfolio in terms of clause 26.3 subject to the qualification stated in clause 26.3 with regard to representation in the National Council.
- 26.11. No less than 90 (ninety) days before the election date, the General Secretary shall send notification to every Member and Exbo member:
- 26.11.1 informing them that the elections for Exbo are to take place at the next meeting of the National Council and of the date and place of this meeting;

- 26.11.2 advising them of the name of the appointed Elections Officer (who shall not be a member of Exbo);
- 26.11.3 providing them with an extract of those provisions of the Constitution which are relevant to the elections; and
- 26.11.4 calling for nominations for each position on the Exbo to be filled by election.
- 26.12. All such written nominations, together with a copy of a brief *curriculum vitae* of the nominee, shall be received by the Elections Officer not less than 45 (forty-five) days prior to the date of elections.
- 26.13. No less than 30 (thirty) days before the election date, the Elections Officer shall send to every Member and every Exbo member a list of the nominations received with their *curricula vitae*.
- 26.14. If no nominations are received for the election of the President, the current President shall continue in office until the first meeting of the new Exbo after that A.G.M., at which the elected members of the new Exbo shall elect from their ranks an individual as the President and shall further fill the vacant position on Exbo so occurring by the election of an individual from the ranks of the unsuccessful nominees at the elections held by the National Council. The same shall apply *mutatis mutandis* in the event of there being no nominations for the positions of Vice-President, Treasurer and General Secretary or if any position could not be filled at the elections for reasons of the gender requirements referred to in clause 26.14 and 26.15 hereunder.
- 26.15. If there is more than one nomination for any of the posts of President, Vice-President, Treasurer and General Secretary, then such posts shall be elected separately by secret ballot, such elections to be held in the sequence aforesaid. Thereafter the election of the 3 (three) Provincial representatives shall take place also by secret ballot.
- 26.16. The nominee who is successful by commanding a majority vote shall be appointed to the position. The unsuccessful nominee shall not be passed to other positions unless he was properly nominated for those positions.
- 26.17. Election will be by an outright majority of those voting, i.e. the successful candidate must win at least 50% (fifty per centum) of the total votes casted, regardless of the

number of candidates for the particular position. If the first round of voting does not produce an outright winner, the candidate with the least number of votes will drop out (if two candidates tie for last place, they both drop out) and further rounds of voting will take place in similar fashion until one candidate emerges as the outright winner.

- 26.18. Once the number of men elected reach 4 (four), no other male candidate shall be eligible for election until at least 4 (four) women have been elected and thereafter the remaining male candidates shall again be eligible for election and the remaining positions on Exbo shall be filled by the candidates who have received the highest number of votes irrespective of the gender of the candidates.
- 26.19. Once the number of women elected reach 4 (four), no other female candidate shall be eligible for election until at least 4 (four) men have been elected and thereafter the remaining female candidates shall again be eligible for election and the remaining positions on Exbo shall be filled by the candidates who have received the highest number of votes irrespective of the gender of the candidates.
- 26.20. Each person who votes shall record a vote for not more and not less than the number of vacancies.
- 26.21. Any elected member of Exbo shall hold office for a period of two years until the date of the following elections, unless he or she resigns, or is removed from office by virtue of a vote of no confidence adopted by the National Council with at least a two-thirds majority, or dies, or becomes permanently incapacitated before the expiry of his or her term.
- 26.22. Exbo may terminate the appointments of the Exbo member responsible for Public Relations & Marketing and the Head Coach upon approval by at least a two-thirds majority of the members of Exbo. These appointees shall be afforded a reasonable opportunity to make representations to Exbo before Exbo makes its decision.
- 26.23. If sufficient cause exists, decided by Exbo by at least a two-thirds majority vote, a formal request for the replacement of the representatives of the Special Member and Schools Chess may be directed to the Special Member and the Schools Chess structures, as the case may be.
- 26.24. No member of Exbo shall represent any Member of any classification, at any meeting of the National Council or Exbo.

27. MANAGEMENT COMMITTEE

- 27.1. Exbo shall appoint a Management Committee (“Mancom”), comprising of:
- 27.1.1. The President
 - 27.1.2. The two (2) Vice-Presidents;
 - 27.1.3. The Treasurer;
 - 27.1.4. The General Secretary.
- 27.2. Mancom shall meet as often as is necessary, in the view of the President, to effectively discharge its duties. These meetings may take place in person or by any electronic means.
- 27.3. The President, or in his or her absence, one of the Vice-Presidents nominated by the President, shall chair any Mancom meeting.
- 27.4. Mancom will function as the decision-making body around policy matters and shall be empowered to take decisions and to immediately undertake any action required by given events as stipulated in Part 2 (Roles & Responsibilities of Board Members, Commissions and Committee Members) of the Rules and Regulations of CHESS S.A.
- 27.5. Exbo, subject to ratification by the National Council, shall appoint an independent Ethics Committee and Exbo shall delegate to it the power to deal with all disciplinary matters relating to the Membership and/or their individual members. The Ethics Committee shall receive complaints for investigation and disciplinary action on referral from Exbo or directly from any Member or Exbo member or Regional Chess Body or Club or Commission or Committee, but not from any individual in his or her personal capacity.
- 27.6. The President may call on any member of Exbo to attend a Mancom meeting.
- 27.7. The minutes of the Mancom meetings must be distributed to all members of Exbo within 10 (ten) working days after the date of the relevant meeting.

CHAPTER 6 – COMMISSIONS & COMMITTEES

28. COMMISSIONS

28.1 In recognition thereof that there are different chess disciplines in South Africa which each focuses on the promotion of chess within its own sphere of influence, the following commissions are hereby established:

28.1.1 Youth Chess;

28.1.2 Women's Chess;

28.1.3 Adult Chess;

28.1.4 Physically Challenged Chess;

28.1.5 Arbiters and Organisers;

28.1.6 Trainers and Managers.

28.2 Each Commission shall have its own management committee which, apart from the chairperson, secretary and treasurer, may have further positions to handle such other portfolios as may be necessary for the proper administration of chess within the area of jurisdiction of the particular Commission.

28.3 The members of the management committee of each Commission shall be elected by CHESS S.A. registered individuals interested and registered in the relevant sphere of chess, and further subject to the rules and procedures of the Commission concerned which may include that all voters and all nominees for election onto the management committee must be separately registered as members of the Commission concerned.

28.4 The elections of management committees for the Commissions shall take place within one month after the date of the CHESS S.A. biennial elections and the term of office for members of such management committees shall be two years.

28.5 Each Commission shall work within and take decisions on matters in its field of responsibility save to the extent that a specific function has been entrusted to

another organ of CHESS S.A., such as the National Selection Committee in matters of selection.

- 28.6 Exbo shall perform a supervisory function in regard to the activities of the various Commissions and all decisions by Commissions of a major nature shall be subject to ratification by Exbo.
- 28.7 Each Commission shall prepare an annual budget and apply to the Exbo for an allocation of funds and, subject to a duty of reporting to Exbo, each Commission shall manage and spend its allocated funds and operate bank accounts in the name of CHESS S.A. but dedicated to the use of the particular Commission.
- 28.8 Subject to approval by Exbo and ratification by the National Council, each Commission is at liberty to formulate its own rules and procedures.
- 28.9 It is specifically recorded that any Head of a Commission in any discipline shall not be entitled to occupy such position in the event of such person having a financial interest in a business venture connected to the Sport of CHESS.

29. TECHNICAL COMMITTEES

- 29.1. In recognition thereof that various aspects of the duties performed by CHESS S.A. require specific expertise or experience for the most effective discharge of those duties, the following standing committees are hereby established:
- 29.1.1. Finance Committee;
 - 29.1.2. Constitutional Committee;
 - 29.1.3. Ethics Committee;
 - 29.1.4. Grievances Committee;
 - 29.1.5. National Selections Committee;
 - 29.1.6. Ratings & Registrations Committee;
 - 29.1.7. Development Committee;
 - 29.1.8. Events Committee; and

29.1.9. Public Relations Committee.

- 29.2.** The convenors and membership of each Committee shall be decided by Exbo and ratified by the National Council. Exbo shall have due regard to the consideration that the Committees should be well-represented by representatives from each of the six (6) disciplines referred to in clause 28.1 and maintain a balance between male and female Committee members.
- 29.3.** The Committees report to the Executive Board.
- 29.4.** The Committees may formulate their own rules and procedures subject to approval by Exbo.
- 29.5.** Each Ordinary Member and the Special Member shall nominate individuals to serve on the various Technical Committees.
- 29.6.** The roles and responsibilities of Committee Members will be defined in Part 2 of the Rules and Regulations of CHESS S.A.
- 29.7.** Each Committee shall, subject to the provisions of this Constitution and to the by-laws, rules and regulations of CHESS S.A., perform such duties and functions as are delegated to it by Exbo.
- 29.8.** The powers and authority of each standing Committee shall be as set out in the by-laws, rules and regulations of CHESS S.A., provided that Exbo may by resolution add to or subtract therefrom.

CHAPTER 7 - GENERAL**30. RULES, REGULATIONS, PROCEDURES AND BY-LAWS**

30.1. Exbo shall formulate and publish the rules, regulations, procedures and by-laws ("the Rules") in force from time to time in accordance with which the affairs of CHESS S.A. will be conducted. A copy of the Rules in force at any time shall be kept by the General Secretary and made available, upon request, to any Member, Regional Chess Body, Exbo member or player or other individual registered with CHESSA.

30.2. The Rules shall include, but not be limited to, the following:

30.2.1. CHESS S.A.'s selection criteria;

30.2.2. CHESS S.A.'s code of conduct for office bearers (including a disciplinary procedure);

30.2.3. CHESS S.A.'s code of conduct for players and other registered individuals (including a disciplinary procedure);

30.2.4. CHESS S.A.'s grievance procedure.

30.3. Substitution and amendment of the Rules will be effected by Exbo upon approval by at least a two-thirds majority of the members of the Exbo.

31. FINANCE

31.1. The financial year of CHESS S.A. is the 12 (twelve) month period commencing on 1 October in one year and ending on 30 September of the following year.

31.2. The Finance Committee shall be chaired by the Treasurer.

31.3. The Finance Committee shall cause to be prepared an annual budget for the ensuing year to be presented and approved at the first general meeting of the National Council each year.

31.4. It shall be a requirement of membership for all Ordinary and Associate Members to submit to the Finance Committee a copy of their financial statements within 3 (three)

months from the end of their respective year-ends and the Treasurer shall report to the National Council on compliance with this requirement and such matters pursuant thereto that may be relevant to the Members of the National Council.

31.5. Exbo shall be responsible for monitoring the financial accounts of tournaments organised by Member bodies. This shall not imply any restriction in the right of such bodies to control their own affairs or the affairs of their constituent bodies.

31.6. Exbo shall act as a trustee of the trust funds transferred to CHESS S.A. from the South African Chess Federation and shall administer these funds in strict conformance to the conditions of the trust.

32. LEGAL & APPEAL BOARD

32.1 The National Council shall appoint the members of the Legal & Appeal Board ("LAB") and delegate such powers to LAB to include, but not be limited by the following:

32.1.1 To assist CHESS S.A. with legal advice;

32.1.2 To set up and continuously update a Code of Conduct for both participants and management, adopted by National Council;

32.1.3 To set up and continuously update the Grievances Procedures, adopted by National Council;

32.1.4 To hear internal appeals against any decision of the Ethics Committee;

32.1.5 To hear internal appeals against any decision of the Grievances Committee;

32.1.6 To hear internal appeals against any decision of the National Selection Committee;

32.1.7 To hear appeals against any decision of a Provincial Chess Association or Regional Chess Body which concerns an Ethics, Grievances or Selections matter;

32.1.8 To adjudicate, mediate and arbitrate upon other legal matters.

32.2 LAB shall comprise of three members of which at least one must have a legal background.

- 32.3 Every member of LAB shall have one vote each at their meetings and hearings.
- 32.4 Any party aggrieved by a decision of LAB may refer the matter to SASCOC for its final determination provided the leave of LAB is first sought and obtained within a period of 21 (twenty-one) days. LAB shall grant the necessary leave if the matter is of great importance to the parties concerned and the referral sought is not judged frivolous or vexatious.
- 32.5 In the absence of a referral to SASCOC, the decision of LAB shall be final and binding.

33. **DISPUTE RESOLUTION**

- 33.1 Any dispute arising out of, or in connection with, the enforceability of this Constitution, or the application and interpretation of the provisions thereof, or any dispute between CHESS S.A. and another national sports federation, or any dispute between Members of CHESS S.A., or any dispute between members of Exbo, or between Exbo and a Member, or between Exbo or an Exbo member and an individual (but excluding disputes concerning an Ethics, Grievances or Selection matter) shall be referred to SASCOC or the designated statutory body determined by the appropriate government department, for resolution through mediation or expedited arbitration in terms of the procedure for the resolution of disputes in sport.
- 33.2 In the event of arbitration in terms of the foregoing, such resolution shall be final and binding on the parties to the dispute.
- 33.3 In recognition of the desire to resolve all disputes in the sporting fraternity as amicably and effectively as possible, it is required of all Members of CHESS S.A. to incorporate in their constitutions (and to include in any agreements they may enter into) a dispute resolution clause in terms substantially the same as the above provisions of this Constitution, specifically providing for the resolution of disputes through the mechanisms provided for.
- 33.4 Recourse to the High Courts or Magistrates Courts by a party to any chess-related dispute shall be limited to instances of an alleged violation of the provisions of this Constitution or an alleged disregard for the principles of natural justice or for purposes of obtaining urgent interdictory relief. In all other instances any disputes fall to be decided according to the dispute resolution processes provided for in this Constitution.

34. NOTIFICATION

For the purposes of this Constitution, all notifications by CHESS S.A. to any person or any Member, Honorary Life Member or Patron shall, unless delivered by hand, be effective from the date of dissemination by post, and/or by hand, and/or by fax, and/or by electronic mail to the last known postal or fax or e-mail address, as the case may be, of the addressee, by any official of CHESS S.A., but all notifications to CHESS S.A. by any person (natural, corporate or otherwise) or any Member, Honorary Life Member or Patron shall only be effective from the date of receipt thereof by the General Secretary. In no respects shall any postal authority be, or be deemed to be, the agent of CHESS S.A.

35. ALTERATION OR VARIATION OF THIS CONSTITUTION

This Constitution may be altered or varied, at any time, by the Members in General Meeting, upon a majority vote of not less than two-thirds of the total votes available to all Members at that time, regardless if the Members are represented at such Meeting or not, provided that not less than 30 (thirty) days written notification of such Meeting, together with a copy of a proposed resolution/s shall have been given to all Members.

36. DISSOLUTION OR WINDING UP OF CHESS S.A.

36.1. CHESS S.A. may be dissolved or wound-up, at any time, by the Members in General Meeting, upon a majority vote of not less than 75% (seventy five per centum) of the total votes available to all Members at that time, regardless if the Members are represented at such Meeting or not, provided that not less than 10 (ten) working days written notification of such Meeting and of any resolution aimed at dissolving or winding-up CHESS S.A. shall have been given to all Members.

36.2. Upon dissolution or winding up of CHESS S.A, all the property and assets of CHESS S.A., after payment of all monies owing to any third parties, shall be transferred free of compensation to any other Association/s or Organisation/s having objects similar to CHESS S.A., at the discretion of the Members.

This Constitution was adopted by the Membership present at the National Council General Meeting held at Cape Town on the 17th day of DECEMBER 2012.



PRESIDENT



GENERAL SECRETARY

SCHEDULE "A" – PROVINCIAL STRUCTURES

1. The Provincial Chess Association known as "Eastern Cape CHESS";
2. The Provincial Chess Association known as "Free State CHESS";
3. The Provincial Chess Association known as "Gauteng CHESS";
4. The Provincial Chess Association known as "KwaZulu-Natal CHESS";
5. The Provincial Chess Association known as "Limpopo CHESS";
6. The Provincial Chess Association known as "Mpumalanga CHESS";
7. The Provincial Chess Association known as "Northern Cape Province CHESS";
8. The Provincial Chess Association known as "North West Province CHESS";
9. The Provincial Chess Association known as "Western Cape CHESS".

SCHEDULE "B" – GEO-POLITICAL DEMARCATIONS

PROVINCE	REGION	PRINCIPAL CITY / TOWN
Western Cape	Cape Town Unicity	Cape Town
(Cape Town)	West Coast	Moorreesburg
	Boland	Stellenbosch
	Overberg	Swellendam
	Eden	George
	Central Karoo	Beaufort West
Northern Cape	Frances Baard	Kimberley
(Kimberley)	Namakwa	Springbok
	Pixley-ka-Seme	De Aar
	Siyanda	Upington
	Kgalagadi	Kathu
Eastern Cape		
(Bisho)	Cacadu	Grahamstown
	Amathole	East London
	Chris Hani	Queenstown
	Ukhahlamba	Aliwal North
	O R Tambo	Umtata
	Alfred Nzo	Mount Ayliff
	Nelson Mandela	Port Elizabeth
Free State	Motheo	Bloemfontein
(Bloemfontein)	Xhariep	Trompsberg
	Lejweleputswa	Welkom
	Thabo Mofutsanyana	Phuthaditjhaba
	Fezile Dabi	Kroonstad
Kwazulu-Natal	Umgungundlovu	Pietermaritzburg
(Pietermaritzburg)	Ethekwini	Durban
	Ugu	Port Shepstone
	Uthukela	Ladysmith
	Umzinyathi	Dundee
	Amajuba	Newcastle
	Zululand	Ulundi
	Umkhanyakude	Mtubatuba
	UThungulu	Richards Bay
	iLembe	Kwa Dukuza
	Sisonke	Ixopo

Mpumalanga	Ehlanzeni	Nelspruit
(Nelspruit)	Gert Sibande	Standerton
	Nkangala	Witbank
Limpopo	Capricorn	Polokwane
(Polokwane)	Mopani	Giyani
	Vhembe	Thohoyandou
	Waterberg	Bela-bela
	Sekhukhune	Groblersdal
North West	Central	Mafikeng
(Mafikeng)	Bojanala	Rustenberg
	Bophirima	Vryburg
	Southern	Klerksdorp
Gauteng	Johannesburg Metro	Johannesburg
(Johannesburg)	Sedibeng	Vereeniging
	Ekurhuleni	Germiston
	Metsweding	Bronkhorspruit
	Tshwane	Pretoria
	West Rand	Krugersdorp

CHES S.A.
RULES & REGULATIONS

PART ONE

SCHEDULE ONE - NON-RACIALISM

1. The principle of non-racialism is recognised and accepted. By this it is meant, broadly, that race should not be, and may not be, a basis of discriminating against or affording privilege to any person or group of persons. (Note: In this document all references to "race" must be taken to include a reference to ethnicity and nationality).
2. It follows from this that no club, province or other affiliated body may have any provision in its constitution which has the effect of barring membership on the grounds of race.
3. A provision in a constitution which though not worded in racial terms none the less is calculated to discriminate on grounds of race and which would have the effect of discriminating on grounds of race shall be regarded as an infringement of 2.
4. The principle of non-racialism also demands that all clubs, provinces and other affiliated bodies shall, when the situation legitimately requires it, make all their facilities available to persons other than their members on an equal basis irrespective of the race, ethnicity of nationality of such persons; e.g. when hosting an event and such non-members are legitimately at the premises of the club or other body in connection therewith.
5. The fundamental rights of freedom of association and freedom of disassociation are recognised. It is also recognised that these rights are fundamental to the formation of and existence of the private club which is the basic building block of a national or provincial sports controlling body.
6. There is inherently a potential conflict between the rights referred to in 5., and the principle of non-racialism referred to in 1., and it is considered desirable to indicate how such potential conflicts are to be resolved.
7. The following are suggested guidelines as to how to reconcile these principles in practice:

- 7.1 A constitution which admits any person to membership except persons of any particular racial or ethnic group shall be regarded as infringing the principles of non-racialism and shall not be regarded as a valid exercise of the rights of freedom of association/disassociation (Cf. para 2 above).
- 7.2 A constitution may limit its membership to persons who fulfil certain criteria notwithstanding that the result thereof is that its members in fact consist only of one or more racial groups, provided that those criteria are not racist in their terms or in their intended effect e.g. a club which restricts its membership to persons who attend a certain school shall not be regarded as infringing the principle of non-racialism even though *de facto* its members may, as a result, come from a certain racial group only. Other examples of the application of this principle are clubs whose membership is limited to persons of a particular vocation or of a particular religious movement.
8. Under no circumstances will an infringement of 4., above be tolerated or permitted on the grounds that it constitutes an exercise by the club or affiliated body concerned of its rights of freedom of association and/or disassociation.
9. The existence of the so-called "ethnic" clubs are perceived to be problematical and require deeper analysis:
- 9.1 Various such clubs exist at the moment e.g. the Greek Club, the Italian Club, the German Club and so on. The existence of such clubs is a well-established and recognised phenomenon in the countries of the United Kingdom, Western Europe and the U.S.A. It is clear that such clubs are not the result of the policy of apartheid, but arise from the desire of peoples of different origins and cultures to group together to enjoy and foster their own cultural traditions.
- 9.2 What is said below is a discussion in general terms and is not a reference to any one or more of such ethnic clubs which in fact exist. Such clubs appear to have been formed with the *bona fide* purpose of catering for the cultural needs or aspirations or interests of the particular ethnic group which it serves. There does not appear to be any ulterior racial motive.
- 9.3 If the constitution of such a club were to restrict its membership to persons of a particular ethnic group (or race or nationality), it would by necessary implication, be

excluding persons from all other ethnic groups/races/nationalities from membership.

Prima facie this would be an infringement of paragraph 2 above. The question which has to be decided is whether, in these circumstances, this constitutes a valid exercise of the rights of freedom of association and disassociation, notwithstanding that it amounts to an infringement of 2, above (Cf also 7.1 above). It is considered that this would not be acceptable and that any club having a constitution along those lines would not be eligible for membership of the proposed new unified national body or any provincial body.

- 9.4 By contrast, however, a club which had as its main object the promotion, advancement, propagation etc. of the culture, traditions etc. of any particular race or nationality, but which did not seek to exclude or limit membership on those grounds would be regarded as legitimate and would be eligible for membership.
10. The principles and guidelines set out above with regard to non-racialism shall apply equally in respect of religion and discrimination on the grounds of a person's religious beliefs.

SCHEDULE TWO - AFFILIATES TO CHESS S.A.**Eligibility requirements for Provincial Chess Associations as Ordinary Members and Associated Members**

1. The objects clause of the constitution of a Provincial Chess Association seeking Ordinary Membership and Associate Members must include provisions that are identical to or substantially the same as clauses 8.14, 8.21 and 8.23 of the Constitution of CHESS S.A. and shall provide that such Association and Associate Member shall encourage, promote, develop and administer the sport of CHESS within the area of its jurisdiction in accordance with sound business principles.
2. There must be provisions in the constitution of each Provincial Chess Association seeking membership as an Ordinary Member and of each Associate Member, stipulating that:
 - 2.1 the Association recognises and adopts Schedule One – Non-racialism;
 - 2.2 the Association may not become a member or affiliate to any other body without the prior written consent of Exbo of CHESS S.A.;
 - 2.3 the Association may not authorise, send or sanction any team to go on a tour outside the boundaries of the Republic of South Africa without having first obtained the written consent of Exbo of CHESS S.A.
3. Any dispute as to whether the foregoing requirements have been complied with shall be referred to the Ethics Committee whose decision shall be final and binding.

SCHEDULE THREE - APPLICATION OF THE PROVISIONS OF SECTION 30 (1) OF THE INCOME TAX ACT, 1962 (“the Act”)

1. The following provisions contained in section 30 (1) of the Act shall at all times apply and be adhered to while this Constitution is in operation.
 - 1.1. The sole object of the Association is to carry on a public benefit activity which qualifies for purposes of Section 18A of the Act as defined in Section 30 (1) of the Act, in a non-profit manner.
 - 1.2. At least 85% of the Association’s activities shall be carried out in the Republic of South Africa.
 - 1.3. At least 3 members who will accept fiduciary responsibilities and shall also not be connected persons to each other and no single person directly or indirectly controls the decision making powers relating to the Association.
 - 1.4. No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).
 - 1.5. The Association’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 Institutions (Investment of Funds) Act, 1984, (Act no.39 of 1984) or in securities listed on a stock exchange as defined in the Stock Exchanges Control Act.
 - 1.6. The Association will not carry on any business undertaking or trading activities other than to the extent that:
 - 1.6.1. The gross income derived from such business undertaking or trading activity does not exceed the greater of R25,000 or 15% of the gross receipts of the Association;
 - 1.6.2. The undertaking or activity is -
 - 1.6.2.1. integral and directly related to the sole object of the Association; and
 - 1.6.2.2. carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost; and

- 1.6.2.3. which would not result in unfair competition in relation to taxable entities;
 - 1.6.3. the undertaking or activity, if not integral and directly related to the sole object of the Association, is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or;
 - 1.6.4. the undertaking or activity is approved by the Minister by notice in the Gazette, having regard to -
 - 1.6.4.1. the scope and benevolent nature of the undertaking or activity;
 - 1.6.4.2. the direct connection and inter-relationship of the undertaking or activity with the sole purpose of the Association;
 - 1.6.4.3. the profitability of the undertaking or activity; and
 - 1.6.4.4. the level of economic distortion that may be caused by the tax-exempt status of the Association carrying out the undertaking or activity.
 - 1.6.5 any business undertaking or trading activities, or assets used in such undertaking or activity, acquired by the Association before 1 January 2001, will be retained or continued as the case may be, in the form so acquired for a period of five years.
 - 1.7. On the dissolution of the Association, the remaining assets will be transferred to any similar public benefit organization, within the Republic of South Africa which has been approved in terms of Section 30 of the Act for the purposes of Section 18A of the Act:
 - 1.8. No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in term of Section 18A; Provided that a donor (other than a donor which is an approved public benefit organization or an institution board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole

or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation;

- 1.9. A copy of all amendments to the Constitution will be submitted to the Commissioner for the South African Revenue Service;
- 1.10. No remuneration will be paid to any employee, office bearer, member or person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- 1.11. The Association will submit the required Income Tax Returns annually together with the relevant supporting documents;
- 1.12. The Association will, within such period as the Commissioner may determine, register in terms of section 13(5) of the Non-Profit Organisations Act, 1997 (Act No. 71 of 1997), and comply with any other requirements imposed in terms of the Act;
- 1.13. The Association has not and will not use its resources directly or indirectly to support, advance or oppose any political party.

RULES & REGULATIONS

PART TWO

Roles & Responsibilities of Executive Board Members

(To be inserted later)