



CONSTITUTION OF THE MBABANE CLUB

(Revised October 2023).

1. NAME

The name of the Club shall be "MBABANE CLUB".

2. OBJECTIVES

- 2.1 The objects of the Club shall be the promotion, furthering and provision of facilities of such social, athletic, sporting, and other similar purposes as may from time to time seem fit to the Club.
- 2.2 The Club shall be conducted independently of any personal interest except for the business of catering and, if approved by the liquor licensing authority, the business of the bar.

3. TRUSTEES

- 3.1 There shall be 3 (three) Trustees of the Club who shall be fully paid up Past Presidents of the Club or in the event of an insufficient number of such Past Presidents being available, long-standing Members may be elected. Trustees so elected shall hold office for a period of three years when they in turn shall retire and be replaced in like manner. The method of election shall be the same as that applicable to the office of President.
- 3.2 A Trustee may be removed from office at any time by a majority of Members at a general meeting called and held in accordance with this Constitution. In the event of such removal the vacancy shall be filled, following nominations from the floor, at the general meeting at which the removal was carried, failing which the remaining Trustees may appoint a Member to fill the vacancy. A Trustee so elected or appointed shall hold office for the remainder of the terms of the Trustee removed
- 3.3 In the event of the resignation of a Trustee the remaining Trustees shall appoint another Member to fill the vacancy temporarily until the next annual general meeting, when a Member shall be elected as Trustee to fill the vacancy substantively. The method of such election shall be as that applicable to the office of the President. A Trustee so elected shall hold office for the remainder of the period which the outgoing Trustee would have served had he not resigned
- 3.4 The Trustees shall appoint their own chairman.
- 3.5 Any Trustee shall be eligible for election to the General Committee or a section committee
- 3.6 The assets of the Club and the control thereof shall be vested in the Trustees, and for the furtherance and carrying out of the objects of the Club the Trustees may, on behalf of the Club:
 - 1. acquire and dispose of immovable property;
 - 2. acquire and dispose of movable property of any nature whatsoever;
 - 3. lease out any premises on the Club's immovable property for business or residential purposes;
 - 4. borrow or raise money in such manner and upon such terms and conditions in all respects as they may think fit and as security for the repayment thereof execute Mortgage Bonds over the Club's immovable property and/or Deeds of Hypothecation or Notarial Bonds over the Club's movable property;

5. raise money by the issue of debentures or debenture stock charged upon the assets and rights of the Club.
- 3.7 Provided that in exercising their aforesaid powers, the Trustees shall first have been authorised by resolution of the General Committee and in the case 3.6.1 above and 3.6.4 and 3.6.5 if the money to be borrowed or raised will exceed E100,000.00 (One Hundred Thousand Emalangen), the Trustees shall first have been authorised by a Resolution passed at a General Meeting by at least two thirds of the Members present at the General Meeting and entitled to vote.
- 3.8 The Trustees shall have the right to attend any meeting of the General Committee, to call an extraordinary general meeting in the same manner as such may be called by the General Committee and to demand and obtain full details of the Club's financial position at any time.

4. LEGAL STATUS

The Club, represented by the Trustees, shall sue and be sued in any court of law.

5. CLASSES OF MEMBERS

- 5.1 The Club shall consist of:
1. Life Members
 2. Ordinary Members
 3. Country Members
 4. Honorary Members
 5. Honorary Life Members
 6. Temporary Members
 7. Senior Members
 8. Young Adult Members
- 5.2 General Committee shall have the power to restrict the numbers of the various classes of Members and to vary those numbers from time to time having regard to the facilities offered.

6 DEFINITION OF MEMBERS

- 6.1 Life Members shall be those who have paid a monetary sum for a life subscription in terms of the relevant Subscription Fee Schedule equivalent to a period of at least ten (10) years and no further annual subscriptions shall be paid by them.
- 6.2 Ordinary Members shall be either a single person or a family, and family membership shall mean husband and one wife, or in the case of a single parent, that parent, and with his or her or their children under the age of 18 years and shall be those who reside in the urban area of Mbabane or within a radius of 29 kilometres of the Club.
- 6.3 Country Members shall be those who reside beyond the aforesaid radius of 29 kilometres and who are not life, honorary, senior, young adult, sport, or temporary members.
- 6.4 The General Committee may invite as Honorary Members of the Club any distinguished persons, Members of any congress, conference or other representative public body, or other persons, during residence in Mbabane, but not for periods exceeding one year without the sanction of the majority of Members at a general meeting. Such Honorary Members shall not be required to pay any entrance fee or subscription and shall have no right to vote.

- 6.5 Honorary Life Members shall be those who are appointed as such, with their consent, at a general meeting on account of long service to the Club. They shall not be required to pay any entrance fees or subscriptions.
- 6.6 Upon invitation of the General Committee or club manager, a visitor, being a person, whose usual place of residence is further than 29 kilometres from the Club, may become a Temporary Member upon payment of the fee as set out in the Subscription Fee Schedule. The minimum period for temporary membership shall be 30 days. A temporary member shall not have the right to vote.
- 6.7 A Senior Member is a member, who has been an ordinary or country member of the Club for at least one year, is aged 60 years or over and who is fully retired from business or employment, may by written application, in the discretion of the General Committee, be granted a rebate of his or her annual subscription not exceeding 70%. This is to be considered annually and proof of income may be requested by the committee.
- 6.8 A Young Adult member means a person under the age of 25 (twenty-five) years.
- 6.9 Ordinary Member shall be either a single person or a family, and family Membership shall mean husband and one wife, or in the case of a single parent, that parent, and their or his or her, children under the age of 18 (eighteen) years.

7 RIGHTS AND PRIVILEGES OF MEMBERS

- 7.1 The rights and privileges of any Member shall be confined to the right of entering in and upon the buildings and ground of the Club, and the use of the property of the Club in conformity with the bye-laws, and subject to the restrictions as the General Committee may from time to time impose and shall not be deemed to confer on any Members of any class whatever any right, title interest, claim or demand in or to any of the monies, property, furniture or other assets of the Club
- 7.2 Ordinary, Life, Senior, Honorary Life and Country Members may speak and vote at meetings of the Club and hold office in the Club. In the case of a family Member, the husband and the wife shall each be entitled to speak, vote, and hold office but not their children as defined in paragraph 6.2.
- 7.3 Members may vote by proxy by providing the President, and/or Secretary or any voting member with an email or written proxy that may be general or specific proxy for all, or any meeting agenda items. A maximum of three (3) proxies when used shall be presented to the Secretary at the meeting. A proxy may be used to constitute a quorum of members at a meeting.

8.1 LIABILITY OF MEMBERS

The liability of a Member of the Club for any debt due by it or for any claims against it is limited to any amount owing by the Member to the Club in respect of fees, subscriptions or credit given or damage done.

9 ELECTION OF MEMBERS

- 9.1 Every candidate for membership of the Club, except in the case of temporary membership, shall be proposed by one Member and seconded by another Member of the Club, to both of whom the candidate shall be personally known, provided that the proposer and seconder themselves shall have been Members of the Club for at least 1 (one) year and further provided that the proposer and the seconder shall be a Members of good standing.
- 9.2 Every such candidate shall make his application in writing on a form provided by the Club, and on which shall appear the names and signatures of the proposer and seconder and give or send the completed application in either hardcopy or electronic form to the Secretary or manager.

- 9.3 The Secretary shall as soon as possible thereafter inform Members of the Club of the application by displaying the application form on the Club notice board for 14 (fourteen) days and via electronic communication.
- 9.4 The General Committee at its monthly meetings shall consider and determine all new applications for membership which at the time of the meeting had been posted on the Club notice board for at least 14 (fourteen) days. The General Committee, if it deems it necessary, shall require the applicant, together with his proposers and seconders, to appear before it.
- 9.5 The voting by the General Committee for or against an applicant shall be by a show of hands unless any one Member of the committee requires that voting by secret ballot in which event voting shall be in that manner. The votes for and against every applicant shall be counted by the Chairman and if more than one half of the votes cast favourable to an applicant, s/he shall be duly elected as a Member.

10 NOTIFICATION OF ELECTION OF MEMBERS

Immediately upon the election of a Member, notice thereof shall be given to him or her by the Secretary, who shall furnish him with a copy of the Club Constitution on request.

11 FEES ON APPLICATION

The entrance fee and subscription payable in terms of sections 13 and 14 hereof shall be paid on application for membership and refunded if the application is rejected or withdrawn.

12 REJECTED CANDIDATES

A candidate who has been rejected by the General Committee shall not be eligible for election again until 6 (six) months have expired from the date of his rejection.

13 ENTRANCE FEES

- 13.1 All new Members shall pay such entrance fees as shall be determined by the Committee from time to time. Provided that these fees shall not be payable by an applicant for membership who, until the date of application, was entitled to the use of the facilities of the Club by reason of his or her parent's family membership.
- 13.2 Notwithstanding the provision of sub-section (1), the General Committee may in its discretion determine a special entrance fee for block membership.
- 13.3 The General Committee shall be empowered to waive the payment of an entrance fee in the case of persons applying for membership who were formerly Ordinary or Country Members providing their former membership was not terminated under the provisions of section 16. The General Committee shall have absolute discretion in such cases depending on the circumstances applicable in the case.
- 13.4 The full or one-half of the entrance fee shall be tendered on application for Membership. If one-half is tendered, the remaining half shall be paid six months thereafter, if the applicant is elected as a Member.

14 SUBSCRIPTIONS

- 14.1 Members shall pay such annual subscription as shall be determined by the Committee annually before the 31st of August. Annual renewal of subscriptions shall be made on or before the 30th September. A new member joining part way through a financial year shall pay a pro-rata subscription for that year.

- 14.2 A Member who resigns in terms of clause 16 shall not be entitled to any refund of subscriptions already paid for the year during which he or she resigns.

15 DEFAULT IN PAYMENT OF SUBSCRIPTIONS

- 15.1 Any Member who shall fail to pay his subscription when due as provided for in section 14, shall be notified in writing by the Treasurer that his subscription is overdue and unless it is paid within a period of 30 (thirty) days from the date of such notice he shall forthwith cease to be a Member of the Club, unless he shall satisfy the General Committee that the delay in payment was due to some sufficient cause.

16 RESIGNATION OF MEMBERS

- 16.1 Any Member desirous of resigning his membership shall tender his resignation in writing to the General Committee, who may accept the same provided all monies due by him to the Club have been paid.

17 CONDUCT OF MEMBERS

- 17.1 Any Member, who within or without the precincts of the Club, commits any wilful breach of the provisions of this Constitution or the bye-laws of the Club or behaves in any manner which is prejudicial to the interests or reputation of the Club or objectionable to other Members or their guests, or introduces into the Club any person whose behaviour therein is prejudicial to the interests or reputation of the Club or objectionable to Members, may be found by the General Committee to be guilty of conduct unbecoming of a gentleman or prejudicial to the interests and reputation of the Club. The General Committee shall, after affording such a Member a reasonable opportunity of disproving the alleged breach or of explaining or justifying his conduct, have power to suspend such Member from the use of the Club premises and privileges for such period as the General Committee may deem fit, or to request such Member in writing through the Honorary Secretary to resign, and pending the receipt of such resignation to suspend him from the use of the Club premises and privileges. If he fails to resign within seven days after the date of such request, the General Committee shall be entitled summarily to expel such Member.
- 17.2 A Member suspended in terms of this section shall not be relieved from liability to pay his subscription in respect of the period of suspension.
- 17.3 It shall be in the discretion of the General Committee to reinstate Members with or without repayment of entrance fee.
- 17.4 Any Member of the Club wishing to complain about the conduct of another Member shall do so in writing to the Honorary Secretary, failing which the General Committee shall be entitled to ignore the complaint.
- 17.5 The procedure for suspension or expulsion shall be –
1. A meeting of the General Committee shall be called for the purpose of considering the suspension or expulsion of a Member. The decision by the General Committee shall be arrived at by ballot and such Member shall not be suspended or expelled except by the vote of 3/4 (three-fourths) of those present at the meeting.
 2. It shall not be incumbent upon the General Committee to state its reasons for such suspension or expulsion, and no Member shall have cause for action for alleged wrongful suspension or expulsion.

- 17.6 Any Members suspended, expelled or called upon to resign shall forthwith be deprived of all privileges of the Club unless an appeal has been lodged in terms of sub-paragraph (c) below.
- 17.7 A Member against whom action has been taken under this clause 17 ("the appellant") shall have the right to appeal against the findings of the General Committee and/or the punishment imposed. Such appeal shall be in writing and signed by the appellant and be delivered to the Secretary within three days after the date upon which the General Committee's decision is conveyed to the appellant.
- 17.8 Such appeal shall be to a Disciplinary Appeals Committee ("DAC") consisting of 3 (three) Members, none of whom shall be a Member of the General Committee, appointed by the Trustees for the purpose of hearing the appeal in question.
- 17.9 The Secretary shall without delay after receiving a notice of appeal deliver 3 (three) copies thereof and of the minutes of the meeting concerned of the General Committee to the Chairman of the Trustees or, in his absence, any other Trustee, and the Trustees shall without delay appoint a DAC and the chairman thereof and notify the Secretary accordingly. The chairman of the DAC shall without delay convene a meeting to hear the appeal and inform the appellant and the Secretary of the date, time and venue of the meeting.
- 17.10 At the hearing of an appeal the General Committee, through one of its Members, and the appellant shall be entitled to appear before the DAC and make representations.
- 17.11 The DAC shall otherwise determine its own procedure and may, if it should so determine, call for and hear evidence from the complainant, the General Committee, the appellant and any other witnesses.
- 17.12 The DAC in determining the appeal, which shall be by majority of its Members, may
1. dismiss the appeal;
 2. allow it in whole or in part;
 3. set aside, reduce, or increase any punishment imposed by the General Committee.
- 17.13 The decision of the DAC shall be final and be effective immediately.

18 MANAGEMENT

- 18.1 The management and control of the Club (except as otherwise provided herein) shall be vested in a General Committee which shall consist of:
1. The President;
 2. The Vice-President;
 3. The Honorary Secretary;
 4. The Honorary Treasurer;
 5. A Gentleman Member;
 6. A Lady Member;
 7. Such Members as are duly elected in terms of section 22 to serve on the General Committee.
- 18.2 In the event of the General Committee being unable to form a quorum at any meeting for any cause the Trustees will be called upon to appoint alternate committee Members until an Extraordinary General Meeting can be called.
- 18.3 The General Committee may:

1. with the approval of the Trustees, erect or alter buildings and provide sports grounds on the Club's premises;
 2. provide such equipment and facilities for the various activities of the Club as may be deemed by it to be expedient; and
 3. subject to the provisions of this constitution, do all such other things as may be desirable or necessary for carrying out the objects of the Club.
 4. appoint Members to a sports section committee where a sports section has not, for whatever reason, elected such Members at a general meeting.
- 18.4 The General Committee shall obtain a Club liquor licence and such other licences as may from time to time be required and cause business to be conducted in terms thereof. Where a sports section wishes to sell liquor in premises separate from the main club buildings, the section shall obtain its own club liquor license, or it may request the General Committee to obtain one on its behalf.
- 18.5 The General Committee may appoint from amongst its Members such sub- committees as it deems fit.
- 18.6 In the event of the General Committee being unable to form a quorum at any meeting for any cause the Trustees will be called upon to appoint alternate committee Members until an Extraordinary General Meeting can be called.

19 ELECTION OF COMMITTEE

- 19.1 The Members designated in sub-paragraphs 1 to 5 inclusive of section 18.1 shall be elected at the annual general meeting.
- 19.2 All the Members designated in section 18 shall hold office for 1 (one) year.
- 19.3 Committee members who wish to stand for re-election or for a second or subsequent term shall communicate in writing to the Secretary their intention to do so within 30 (thirty) days of the annual general meeting.
- 19.4 A member designated in section 18 who fails to attend, either in person or electronically, three consecutive meetings or at least half of all meetings held during the year shall not be eligible for nomination or to serve on the General Committee in the following year.
- 19.5 Written nominations for Membership of the General Committee, excluding the offices of the Members designated in sub-paragraph (7) of section 18.1, must be signed by 2 (two) Members and shall be handed to the Secretary at least 7 (seven) days prior to the annual general meeting. If sufficient such nominations for the 6 (six) offices mentioned are not received, the balance of nominations will be accepted from the floor.
- 19.6 Notice of such nominations shall be placed on the notice board by the Secretary at least four days before the annual general meeting.
- 19.7 Election under this section shall be by secret ballot.

20 THE PRESIDENT

- 20.1 The President shall be Chairman of all General Committee meetings and general meetings. If he or she is not present the General Committee shall appoint one other of its Members as Chairman.
- 20.2 The Chairman shall in all cases of equality of votes have a casting vote in addition to his own.

21 VACANCIES

Any vacancy occurring in the General Committee during the year may be filled by the General Committee.

22 SUBSECTIONS

- 22.1 Various sections of the Club may be created for the promotion of any particular sport or other activity. The creation or dissolution of a section shall be by the General Committee which shall set out in the byelaws a list of sections and any amendments thereto.
- 22.2 There shall be elected a committee of each existing section of the Club. It shall consist of a Chairman, Secretary and at least three other Members who take part in the activity concerned.
- 22.3 These section committees shall be elected at the annual general meeting of the section concerned and shall hold office until the next annual general meeting of that section, provided that a section committee shall have power to fill any vacancy in its Membership.
- 22.4 The annual general meetings of the sections shall be held not later than 30 September of each year, and a copy of the minutes of that meeting shall be lodged with the Secretary of the General Committee before the annual general meeting of the Club.
- 22.5 Every duly created section of the Club shall be represented on the General Committee and to this end, every such section at its annual general meeting shall elect one Member to serve on that committee. Every Member so elected shall serve on the General Committee for a period of one year. If, however, that Member is unable to participate in the General Committee, then the section concerned may nominate an alternate Member to take his place.
- 22.6 In the event of such a Member subsequently being elected to serve in one of the offices mentioned in sub-paragraphs 1 to 6 inclusive of section 18.1, the committee of the section concerned shall, within seven days of such election, elect another Member to serve on the General Committee in his stead.

23 FINANCES

- 23.1 The General Committee shall be responsible for the finances of the Club. The committee of each section shall be responsible for the financial running of that section.
- 23.2 The financial year of the Club shall commence on the 1st September in each year.
- 23.3 The Club shall maintain a banking account with a reputable commercial bank in Mbabane, in the name of "Mbabane Club".
- 23.4 All cheques drawn on the account shall be signed by any two of the following: President, Vice-President, Honorary Secretary, Honorary Treasurer and any other person authorised by the General Committee.
- 23.5 The General Committee shall be responsible for the maintenance of true accounts of the sums of money received and expended by the Club, and the matter in respect of which transactions take place. Such records shall be open for inspection by Members at any reasonable time.
- 23.6 Monthly accounts shall be prepared within twenty-one days after the month end and tabled at the next monthly meeting of the General Committee.
- 23.7 At the close of the financial year, the Treasurer will cause to have drawn up a statement of accounts for the year and a balance sheet which shall be verified by an auditor or auditors appointed by the Members at the annual general meeting.

- 23.8 Upon presentation of the statement of accounts and auditor's verification report at the annual general meeting, the Members, by majority vote, may resolve that the appointed auditor conduct an audit of the accounts and present the audit findings to the Members at an extraordinary general meeting.
- 23.9 The Trustees may at any time request that an audit of the statement of accounts or the finances of the Club to be undertaken by the auditor appointed by the Members.

24 LEVY

- 24.1 Every Member who plays any game which is under the control of a sports section of the Club shall, every time he plays, pay such levy as may be determined from time to time by the committee of the sports section concerned.
- 24.2 Every sports section shall keep the General Committee informed of the amount of the levy applicable to its section and of any changes thereto.
- 24.3 The aforesaid levies shall be subject to review and amendment by the General Committee.

25 ANNUAL GENERAL MEETING

- 25.1 The annual general meeting shall be held not later than 31st October in every year, subject however to paragraph 25.2 below, and at least 21 (twenty-one) days' notice of the time, date and place of the meeting shall be given by:
1. the posting of a copy of the notice to each voting Member by electronic mail, SMS or surface mail and the display of a copy of the notice on the Club notice board;
 2. agenda for the meeting, including any proposed resolutions or amendments to the Constitution;
 3. the current number of voting members and the required quorum for the meeting;
 4. the positions on the committee that will become vacant and the positions where the current committee member wishes to seek re-election, and that nominations may be submitted for both vacant positions and those where the current member is seeking re-election; and
 5. the minutes of the previous years' annual general meeting, if not already provided to Members.
- 25.2 The business of the annual general meeting shall be:
1. to amend, if necessary, and confirm the minutes of the previous annual general meeting;
 2. to receive and consider a report presented by the President, which shall include:
 1. the *verified or* audited statements of accounts and balance sheet in respect of the year ended on the previous 31 August;
 2. the state of Club membership in each membership class; and,
 3. a general statement on governance and management of the Club in terms of this Constitution.
 3. to elect a General Committee as provided herein;
 4. to elect honorary and honorary life Members as may be deemed desirable; and
 5. to consider any resolution concerning the affairs of the Club of which due notice has been given and any business concerning the affairs of the Club which is brought under consideration by the aforesaid reports and financial statements.
- 25.3 Notice of any resolution to be proposed at the annual general meeting, other than ordinary business, must be lodged with the Secretary at least 14 (fourteen) days before the date fixed for such meeting,

and be sent to members and posted by the Secretary on the notice board at least 10 (ten) days before such meeting.

26 EXTRAORDINARY GENERAL MEETING

- 26.1 The Trustees or General Committee shall have the power to call an extraordinary general meeting at any time by giving the same notice thereof as for an annual general meeting. The General Committee shall in like manner call an extraordinary general meeting on requisition for the same, stating the purpose thereof, signed by at least twenty ordinary or country Members. The notice convening the meeting shall state the purpose thereof and at the meeting no other matter shall be discussed.

27 QUORUM OF MEMBERS

- 27.1 No business shall be transacted at any general meeting unless a quorum of Members be present, and the quorum shall be one fifth (1/5) of current voting Members either present at the meeting or via proxy submitted to the Secretary prior to the meeting.
- 27.2 If a quorum is not present at any general meeting within 30 (thirty) minutes of the time fixed for it, the meeting shall be postponed by the chairman to a later date not less than seven (7) nor exceeding thirty (30) days ahead and at that date whatever Members are present shall constitute a quorum.

28 COMMITTEE MEETINGS

- 28.1 The General Committee shall meet at least once per month and minutes of all meetings shall be kept. Any three or more Members of the General Committee may require the Secretary, on stating the reasons therefore, to convene a meeting at any time.
- 28.2 A quorum at any meeting shall be 5 (five) Members.
- 28.3 The Secretary shall, without delay, provide the Trustees with a copy of the minutes of every general meeting held.

29 GUESTS

- 29.1 Members may introduce guests in their company to the Club premises, subject to the byelaws in force at the time, but no person will be admitted as a guest whose application for Membership has been rejected or who has been expelled or suspended from the Club.
- 29.2 A person who lives within 16 (sixteen) kilometres of the Club house may not be introduced as a guest more than *four times* during the Club year.
- 29.3 The General Committee may by resolution declare that persons are allowed the privileges of membership while engaged in a match, competition or social event connected with the activities of the club; and that such persons shall inscribe in the visitor's book, in addition to the requirements of section 29.4 the name or nature of the match, competition or social event.
- 29.4 Members introducing guests shall inscribe their names in the visitor's book immediately on arrival and shall sign the entry.
- 29.5 Nothing shall be supplied to guests except on the order and at the expense of a Member.

30 HOURS

The Club shall be opened and closed at such hours as the General Committee may determine, subject however to the requirements of the Liquor Licensing Regulations and the conditions stipulated in the Club's Liquor Licence.

31 SCALE OF CHARGES

A scale of charges shall from time to time be fixed by the General Committee and exhibited in such rooms of the Club as it may determine.

32 DAMAGE TO CLUB PROPERTY

The General Committee shall have the power to call upon any Member or Members to pay for any damage to Club property which, according to the decision of the General Committee was caused by him or them or by his or their guest or guests.

33 CHILDREN OF MEMBERS

The children of "family" Members who are still attending school and are under the age of eighteen and a half years (excluding university) shall be entitled to make use of the sports facilities provided by the Club subject to the payment of any fees levied by, and the bye-laws of, the sports section concerned; provided that the General Committee may remit in whole or in part the levy imposed by section 23.

34 AMENDMENTS OF CONSTITUTION

No amendment or addition to this Constitution may be made except by resolution passed at a general meeting and carried by at least 2/3 (two-thirds) of those Members present thereat.

35 DISSOLUTION

- 35.1 If at any general meeting a resolution for the dissolution of the Club shall be passed by a majority of the Members present and such resolution shall, at an extraordinary general meeting held not less than one month thereafter at which not less than one half of the ordinary Members shall be present, be confirmed by resolution passed by a majority of 2/3 (two-thirds) of the Membership voting thereon, the General Committee shall, thereupon or at such future date as shall be specified in such resolution, proceed to realise the property of the Club, and after the discharge of all liabilities, shall divide the same amongst the current ordinary Members, Life Members and Honorary Life Members rateably in proportion to the number of years every such Member has been a Member of the Club.
- 35.2 Upon completion of such division, the Club shall be dissolved. For the purpose of this section, a fraction of a year shall count as a complete year.

36 INTERPRETATION

The General Committee, sitting with the Trustees, shall be the sole authority for the interpretation of this Constitution and the byelaws made thereunder, and its decisions shall be final.

37 MATTERS NOT COVERED

Any question or matter which arises that is not provided for herein or in the byelaws shall be determined by the Trustees and their decision shall be final and binding on all Members.

38 BYE-LAWS

- 38.1 The General Committee shall have the power to pass, amend or repeal bye-laws for the regulation of the affairs of the Club and the conduct of the Members provided that such bye-laws do not conflict with the Constitution.

- 38.2 Similarly, and subject to the same proviso, every section committee may make, amend and repeal byelaws for the regulation of the affairs of the section, but they will be subject to confirmation by the General Committee.

39 LIABILITY OF MEMBERS

The liability of each Member of any class shall be limited to:-

1. The amount of his or her unpaid subscription at the end of the current year. The amount of his or her indebtedness to the Club.
2. Any liabilities incurred by any guest or visitor introduced by him or her.

40. INDEMNIFICATION

The Trustees and Members of the Committee and all officials of the Club are fully indemnified against loss arising from any bona fide action performed by them in their respective Offices.