

SCRABBLESA CONSTITUTION

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SCRABBLESA CONSTITUTION

1. DEFINITIONS

In this Constitution, unless the context indicates otherwise -

"Association" means the association established in terms of clause 2;

"Affiliated provincial association" means Scrabble associations established within South African provinces that are affiliated to Scrabble South Africa.

"Executive Committee" means the executive committee contemplated in clause 5;

"member" means a member of the Association as contemplated in clause 6;

"national rating" means a rating that ranks the performance of members in rated competitions, calculated according to the national rating system

"national rating system" means a system that ranks members according to their performance in rated competitions.

"Rated competition" means a Scrabble competition in which results are used to calculate or adjust the national ratings of competitors;

"Official" means any one of the officials mentioned in clause 5 (1) (a) up to and including (d), and "office" shall have a corresponding meaning;

"President" means the Official mentioned in clause 5 (1) (a);

"Treasurer" means the Official mentioned in clause 5 (1) (d);

Vice-President" means the Official mentioned in clause 5 (1) (b)

"Secretary" means the Official mentioned in clause 5 (1) (c);

"Additional Member" means the Officials mentioned in clause 5(1)(e)

"Scrabble Development Manager" means the Officials mentioned in clause 5(1)(f)

"Scrabble" means the game of SCRABBLE®. Scrabble® is a registered trademark of J.W. Spear & Sons, England (a subsidiary of Mattel Inc.) within South Africa and the rest of the world (except North America);

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2. SCRABBLE SOUTH AFRICA

(1) An association, known as Scrabble South Africa (SCRABBLESA), is hereby established. The association is the successor in title to the South African National Scrabble Players Association or SANSPA.

(2) The Association is a common law corporate body and as such -

- (a) its assets, liabilities, rights and obligations vest in it independently of its members;
- (b) it may not distribute any of its profits and gains to any person and it will use its funds solely for the objects for which it has been established and for investment;
- (c) it has perpetual succession; and
- (d) it may sue or be sued in its own name.

(3) The members will not by reason of their membership be liable for the liabilities and obligations of the Association.

(4) The Association may levy membership fees on affiliated provincial associations.

3. MISSION AND OBJECTIVES

(1) The mission of the Association is to -

- (a) promote participation in Scrabble;
- (b) develop and promote skills and expertise in Scrabble and make such expertise available to association members; and
- (c) contribute to the development of Scrabble in South Africa.

(2) The mission of the Association, as set out in sub clause (1), shall be promoted by -

- (a) determining and administering a national rating system for Scrabble players
- (b) determining the rules and procedures governing the conduct of rated Scrabble competitions in South Africa
- (c) encouraging participation in international competitions
- (d) selecting teams for international competitions
- (e) liaison with international bodies concerned with the game of Scrabble

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4. MEMBERSHIP

(1) All members of affiliated provincial associations are automatically members of Scrabble South Africa, providing that they have not been excluded in terms of proper disciplinary proceedings conducted under this Constitution.

5. EXECUTIVE COMMITTEE

(1) The Executive Committee of the Association consists of -

- (a) President
- (b) Vice president(s)
- (c) Secretary
- (d) Treasurer; and
- (e) two additional members, one each from WP and Gauteng
- (f) two additional Scrabble Development Managers, one each from WP and Gauteng

(2) The Executive Committee is responsible for the administration and financial management of the Association.

(3) The Executive Committee shall annually appoint the auditors for the Association.

(4) An Official shall cease to hold office if -

- (a) he or she is excluded in terms of proper disciplinary proceedings conducted under this Constitution;
- (b) he or she resigns from office by giving written notice to the Association;
- (c) he or she is convicted of an offence which involves dishonesty;
- (d) he or she surrenders his or her estate as insolvent or if his or her estate is sequestrated;
- (e) he or she is removed from office by a resolution passed at a general meeting of the Association if the intention to vote upon the removal from office has been specified in the notice convening the general meeting; or
- (f) if he or she is or becomes of unsound mind;
- (g) he/she is deployed, for an extended period of time, from the area where they hold office.

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(5) The Executive Committee does not have the right to change rules and procedures relating to membership fees payable by affiliated provincial associations, the national rating system, the organization of rated competitions or the selection of national teams. Changes to these rules and procedures can only be made by the Association in general meeting on proper notice or by an Official, committee or sub-committee appointed by such a meeting for the specific purpose of reviewing or amending a rule or procedure.

(6) Subject to the provisions of this Constitution, the Executive Committee shall manage and control the business and affairs of the Association, shall have full powers in the management and direction of such business and affairs, may exercise all such powers of the Association and do all such acts on behalf of the Association as may be lawfully exercised and done by the Association and as are not by this Constitution required to be exercised or in general meeting.

(7) Unless specifically provided to the contrary in this Constitution, the Executive Committee shall at all times have the right to engage on behalf of the Association the services of accountants, auditors, attorneys, advocates and any other professional firm or person or other employees whatsoever for any reasons deemed necessary by the Executive Committee and on such terms as the Executive Committee shall decide.

(8) The Executive Committee may co-opt any person or persons who may, in the opinion of the Executive Committee, contribute to the performance or exercising of the powers, duties and functions of the Executive Committee, but a person who is co-opted in this way shall not be entitled to participate in the actual decision making process of the Executive Committee.

(9) The Executive Committee shall be entitled to appoint committees consisting of such number of Officials, members and such other persons as they may deem fit and to delegate to such committees such of their functions, powers and duties as they may deem fit, with further power to vary or revoke such appointments and delegations as the Executive Committee may from time to time deem necessary.

(10) Notwithstanding anything to the contrary contained in this Constitution, the Executive Committee may in the name of the Association enforce the provisions of any rules, as envisaged by clause 23, by civil application or action in a court of competent jurisdiction and for this purpose may appoint such attorneys and counsel as they may deem fit.

(11) If the Executive Committee institutes any legal proceedings against any member for the enforcement of any of the rights of the Association in terms of this Constitution, the Association shall be entitled to recover all legal costs so incurred from the member concerned, calculated as between attorney and own client.

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6. BODY CORPORATE

- (1) Exists in its own right, separately from its members.
- (2) Be able to own property and other possessions.
- (3) Be able to sue and be sued in its own name.

7. MEETINGS OF EXECUTIVE COMMITTEE

- (1) The Executive Committee meets as often as required but at least once a year.
- (2) Meetings of the Executive Committee are convened by the Secretary on instruction from the President. Meetings need not be face to face, but may be held by telephone, video conference or other appropriate communications medium.
- (3) A quorum shall consist of the President and all Vice-presidents.
- (4) The President shall preside at meetings of the Executive Committee .
- (5) The Secretary shall cause minutes to be kept at meetings of the Executive Committee and, in the absence of the Secretary, the Official presiding at the meeting shall instruct another Official who is present to keep minutes.
- (6) Decisions of the Executive Committee are as far as reasonably possible taken by way of consensus.
- (7) If the Executive Committee is not able to take a decision by way of consensus, a decision shall be taken by way of ordinary majority vote.
- (8) If the Executive Committee has to take a decision by vote and the vote is tied, the President shall have a casting vote.

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8. GENERAL MEETINGS OF THE ASSOCIATION

(1) The Association shall, within six months after the end of each financial year hold an annual general meeting and shall specify the meeting as such in the notices in terms of clause 8.

(2) An annual general meeting shall be held at such reasonable time and place as the Executive Committee shall decide from time to time.

(3) The Executive Committee may and must on petition of no less than members together holding not less than 20% (twenty per cent) of the total voting rights of all members, convene extraordinary general meetings.

9. NOTICES OF MEETINGS

(1) An annual general meeting shall be called by giving at least 21 days' written notice; and an extraordinary general meeting shall be called by giving at least 14 days' written notice. Written notice includes advertisement on the Association web site, by emails sent to all members at addresses provided as well as email addresses provided by the members of the associations.

(2) Any period referred to in sub clause (1), shall be calculated exclusive of the day on which the notice is given, and shall specify the place, the day and the hours of the meeting, and in the case of special business, in addition to any other requirements contained in this Constitution, the general nature of that business.

(3) The accidental omission to give notice of any resolution, or to give any other notification, or present any document required to be given or sent in terms of this Constitution, or the non-receipt of any such notice, notification or document by any member or other person entitled to receive such notice, notification or document, shall not invalidate the proceedings at, or any resolution passed at, any meeting.

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10. QUORUM

(1) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.

(2) The quorum at any annual general meeting of the Association shall be members together holding not less than 20% (Twenty per cent) of the total voting rights of all members and the quorum at any other general meeting of the Association shall be members together holding not less than 20% (Twenty per cent) of the total voting rights of all members.

(3) If, within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same place and time or at such other place as the chairperson of the meeting shall appoint.

(4) If at an adjourned meeting contemplated in sub clause (3) a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

11. AGENDA AT ANNUAL GENERAL MEETINGS

(1) In addition to any other matters required by this Constitution to be dealt with at an annual general meeting, every annual general meeting shall deal with -

(a) consideration of reports from the President and chairpersons of affiliated provincial associations;

(b) election of a President, Secretary and Treasurer;

(c) consideration of the annual membership fees that are payable by affiliated provincial associations

(d) consideration of any other matters raised at the meeting, including any resolution proposed for adoption by such meeting, and the voting upon any such resolutions;

(e) consideration of the accounts of the Association for the preceding financial year;

(f) consideration of the report of the auditors and the fixing of remuneration of the Officials;

(2) No business shall be dealt with at any general meeting unless written notice has been given to the Executive Committee not less than two days before such meeting by the person proposing to raise such business of his or her intention so to do: Provided that the President may on ordinary resolution of the meeting relax this condition.

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12. PROCEDURE AT GENERAL MEETINGS

- (1) The President may, with the consent of any general meeting at which a quorum is present and shall, if so directed by the meeting, adjourn a meeting from time to time and place to place.
- (2) No business shall be transacted at any adjourned meeting other than business which could have been transacted at the meeting from which the adjournment took place.
- (3) Whenever a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting.
- (4) Subject to the provisions of sub clause (3), the members shall not be entitled to any notice of adjournment or of the business to be transacted at an adjourned meeting.
- (5) The Secretary shall cause minutes to be kept of every general meeting, which minutes shall, without undue delay after the meeting has closed, be reduced to writing and certified correct by the President.
- (6) All minutes of general meetings shall, after certification, be placed in a minute book to be kept by the Secretary.

13. PROXIES

- (1) A member may be represented at a general meeting by a proxy, who must be a member of the Association.
- (2) The instrument appointing a proxy shall be in writing and signed by the member concerned or his or her agent, duly authorised in writing, but need not be in any particular form.
- (3) The instrument appointing a proxy and the power of attorney or any other authority under which it is signed shall be tabled at the meeting at which the person named in the instrument proposes to vote.
- (4) No instrument appointing a proxy shall be valid after the expiration of three months from the date of its execution.
- (5) A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation had been received by the President at any time before a vote is taken in respect of which the proxy exercises such vote.

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14. VOTING

(1) At any general meeting of the Association, every member aged eighteen years or over on the day of the meeting, is in good financial standing with the Association and is not sanctioned by the Association, who is present in person or represented by proxy and entitled to vote, shall have one vote.

(2) Subject to the provisions of this Constitution, no person other than a member duly registered, aged eighteen years or over on the day of the meeting and who shall have paid all membership fees and other sums, if any, which shall be due and payable to his or her provincial association in respect of or arising out of his or her membership, shall be entitled to be present and to vote on any question, either personally or by proxy, at any general meeting.

(3) At any general meeting a resolution put to the vote shall be decided on a show of hands and a declaration by the President that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or rejected, and an entry to that effect in the book containing the minutes of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(4) In the case of an equality of votes, whether on a show of hands or on a poll, the President shall have a casting vote.

(5) Every resolution and every amended resolution proposed for adoption by a general meeting shall be seconded at the meeting and, if not so seconded, shall be deemed not to have been proposed.

(6) An ordinary resolution or the amendment of an ordinary resolution shall be carried on a simple majority of all votes cast.

(7) Unless any member present in person or by proxy at a general meeting, objects before the closure of the meeting to any declaration made by the President as to the result of any voting at the meeting, whether by show of hands or otherwise, or to the propriety or validity of the procedure at such meeting, such declaration by the President shall be deemed to be a true and correct statement of the voting, and the meeting shall in all respects be deemed to have been properly and validly constituted and conducted.

(8) An entry in the minutes to the effect that any motion has been carried or lost, with or without a record of the number of votes recorded in favour of or against such motion, shall be conclusive evidence of the votes so recorded.

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15. ELECTION OF OFFICIALS

(1) The Officials are elected at the annual general meeting and shall ordinarily hold office from the date following the date on which they are elected until the date of the next annual general meeting.

(2) The President shall be elected from the Chairpersons of affiliated provincial organisations. All Chairpersons of provincial organisations not elected as President shall serve as Vice-presidents.

(3) An Official may be re-elected to a particular office

(4) If any Official ceases to hold office as contemplated in clause 5 (4), the Executive Committee may appoint a member to hold such office for the remaining portion of the term of office of the Official concerned.

(5) Any member may, subject to sub clause (7), before the commencement of an annual general meeting, submit written nominations for the various offices to the Secretary and such nominations must be countersigned by the nominated member and at least one other member seconding the nomination.

(6) If only one or no nomination is received for a particular office in terms of sub clause (5), the President may invite nominations during the course of the annual general meeting.

(7) Only members of the Association aged eighteen years and over on the day of the meeting are eligible to be nominated for an office.

(8) Officials are elected by ordinary majority vote by the members aged eighteen years and over on the day of the meeting present in person or by proxy at an annual general meeting.

(9) If only one nomination in terms of sub clauses (5) up to and including (8) is received for a particular office, the nominated candidate shall be deemed to be elected unopposed.

(10) If there is an equality of votes in respect of a particular office -

(a) if the President is not standing for that office, the President has a casting vote if there are only two nominees or two remaining nominees; or

(b) if the President is standing for that office, and there are only two nominees or remaining nominees, a new vote is held; or

(c) if there are more than two nominees or remaining nominees, the candidate with the least number of votes is eliminated and a new vote is held.

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16. FINANCES

- (1) The financial year of the Association shall be from 1st April to 31st March.
- (2) The Treasurer may, with the approval of the Executive Committee, open one or more bank accounts into which the funds or surplus funds of the Association may be deposited and from which payments on behalf of the Association may be made.
- (3) Withdrawal of funds from any account contemplated in sub clause (2), whether by cheque or otherwise, shall only be done on authorisation of the Treasurer and at least one other Official.
- (4) The accounts and books of the Association shall be open to inspection by members at all reasonable times during business hours.
- (5) The accounts of the Association shall be examined annually and the correctness thereof ascertained by the auditors of the Association in accordance with standard acceptable accounting practice.

17. INCOME AND PROPERTY

The organization may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.

18. COLOURS

The Executive Committee shall determine the official dress in which individuals representing the Association in Scrabble shall participate.

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19. CONDUCT

(1) A member of the Association is at all times subject to this Constitution, the rules made in terms of this Constitution, the laws, by-laws and any code of conduct which may be adopted by the Association.

(2) A member of the Association shall at all times conduct himself or herself in such a way that the good name and reputation of the Association, or any of affiliated members may not suffer prejudice as a result of his or her conduct.

20. SUBCOMMITTEE ON DISCIPLINE

(1) The Subcommittee on Discipline shall consist of the President and Vice-Presidents.

(2) The Subcommittee on Discipline shall consider any infringement of the Constitution, any of the rules of the Association, any resolutions adopted and rulings made by the Association or its Executive Committee, any contract entered into by the Association, any competition established by the Association, or any laws, by-laws, regulations and any code of conduct which may have been adopted by the Association.

(3) If the Subcommittee for Discipline is of the opinion that an infringement is not serious, it may warn the member concerned, not to commit similar infringements in future.

(4) If the Subcommittee for Discipline is of the opinion that an infringement is serious, it will refer the matter to a disciplinary committee and shall inform the member concerned in writing of the exact nature and extent of the charge, as well as the time, date and place for the disciplinary hearing.

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21. DISCIPLINARY COMMITTEE

(1) A disciplinary committee, consisting of

(a) at least two impartial association members or at least one person who is experienced in the administration of sports or sports law and who is not a member of the Association; and

(b) the President(s) or Chairperson(s) of the provincial association to which the accused member(s) belong(s); may be appointed from time to time when the Subcommittee for Discipline deems it necessary to conduct disciplinary proceedings against a member.

(2) A disciplinary committee may simultaneously enquire into various infringements allegedly committed by a member and may simultaneously enquire into related infringements allegedly committed by different members.

(3) The Subcommittee for Discipline shall appoint -

(a) a member to take minutes at meetings of the disciplinary committee; and

(b) a member to act as prosecutor before the disciplinary committee and to present evidence on behalf of the Association in a particular case.

(4) The disciplinary committee shall afford both the prosecutor and the accused member to present their respective cases and shall consider all the evidence presented by the prosecutor and by or on behalf of the member before making its decision.

(5) A member charged before a disciplinary committee may be assisted in proceedings before the disciplinary committee by another member of his or her choice and the person presiding over the disciplinary committee shall inform the member concerned of this right before the proceedings commence.

(6) If the disciplinary committee finds the accused member guilty of an infringement as charged, it may -

(a) warn the member;

(b) suspend the member for a period not exceeding 6 (Six) months in the case of a first infringement, or a period not exceeding 12 (Twelve) months in the case of a subsequent infringement;

(c) recommend to the Executive Committee that the member should be expelled from the Association; or

(d) take such other steps as it may deem fit in the circumstances of the case.

(7) The disciplinary committee shall, within 3 days, inform the member concerned in writing of its finding and decision, stating the reasons for such finding and decision.

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22. APPEAL

(1) If a member feels aggrieved as a result of a decision by a disciplinary committee, the member may, within 7 days of being informed of the decision of the disciplinary committee, in writing appeal to the President of the Association, stating the reasons for the appeal.

(2) The President, or the Vice President, if the President is part of the original decision, of the Association shall consider the appeal on the minutes of the disciplinary committee, the finding and reasons contemplated in clause 21(6) and the written reasons contemplated in sub clause (1) and may in whole or in part, revoke or amend the decision of the disciplinary committee and may -

(a) warn the member;

(b) suspend the member for a period not exceeding 6 (Six) months in the case of a first infringement, or a period not exceeding 12 (Twelve) months in the case of a subsequent infringement;

(c) recommend to the Executive Committee that the member should be expelled from the Association; or

(d) take such other steps as it may deem fit in the circumstances of the case.

(3) The decision of the President of the Association shall be final and binding on all concerned.

23. SERVICE OF NOTICES

(1) A notice may be served by the Association upon any member at the address specified, or the email address specified, on the prescribed application form completed by the particular member unless the member shall have notified the Secretary in writing of another address, or email address, for service of notices.

(2) Any notice served by post, or in the case of disciplinary proceedings by prepaid registered post, shall, unless the contrary is proven, be deemed to have been served on the fifth day following that on which the notice was posted.

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24. INDEMNITY

(1) Every Official, servant, agent and employee of the Association and any managing agent, his or her employees, nominees or invitees, shall be indemnified by the Association against all costs, losses and expenses which such person or persons may incur or become liable for by reason of any contract entered into or any lawful act or deed done by such person or persons in the discharge of their respective duties, including in the case of an Official, his or her duties as President, Vice-president, Treasurer, Secretary or other Official.

(2) Without prejudice to the generality of the sub clause (1), the Association shall specifically indemnify every person referred to in sub clause (1) against all losses of whatever nature incurred arising out of any bona fide act, deed or letter done or written by him or her jointly or severally in connection with the discharge of his or her duties.

25. RULES

(1) Subject to any restriction imposed or direction given at a general meeting of the Association, the Executive Committee may from time to time make rules with regard to -

(a) the conduct of members;

(b) the conduct of rated Scrabble competitions in South Africa

(c) the furtherance and promotion of any of the objects of the Association and/or for the better management of the affairs of the Association and/or for the advancement of the interests of members, with the exception of rules relating to membership fees payable by affiliated provincial associations, the national rating system, the organization of rated competitions and the selection of national teams, as stated in clause 4 (5) and may vary, modify or repeal any rules made by the Executive Committee, but not rules made by a general meeting of the Association.

(2) A general meeting of the Association may make any rules which the Executive Committee may make in terms of this clause and may vary, modify or repeal any rules made from time to time by it or by the Executive Committee.

(3) The members shall be notified in writing of any rule made by the Executive Committee or the general meeting of the Association.

(4) The Secretary shall keep a copy of this Constitution, as amended from time to time and a record of all the rules made from time to time under sub clause (1).

(5) The Secretary shall on the application of any member, any prospective member, the auditor or the accounting officer supply to such person a copy of the Constitution and all the rules in force, in return for which the Secretary may require such person to pay the fee prescribed therefor.

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26. AMENDMENT

This Constitution may be amended by resolution of a general meeting passed by a majority of not less than 75% of the votes cast.

27. MERGER

(1) The Association may merge with any other body with similar objects, by resolution of a general meeting passed by a majority of not less than 75% of the votes cast.

(2) In the event of a merger as contemplated in sub clause (1), the Association's net assets after discharge of its liabilities, together with its rights and obligations under this Constitution, shall vest in the merged entity.

28. DISSOLUTION

(1) The organization may close down if at least two-thirds of the members present and voting convened for the purpose of considering such matter are in favour of closing down.

(2) When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to the members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives like charities that promotes adult or child literacy. The organisation's general meeting can decide what organisation this should be.

29. CONTINUED EXISTENCE

Continue to exist even when its membership changes and there are different office bearers.