

CONSTITUTION

of

SOUTH AFRICAN MUAYTHAI ORGANISATION TO BE ABBREVIATED AS SAMO



TABLE OF CONTENTS

1 2	VISSION, MISSION AND OBJECTS	3
3 4	DEFINITIONS, INTERPRETATION AND GENERAL PROVISIONS	3
5 6	LEGAL STATUS	3
7 8	BRANCHES	4
9	RESTRICTIONS.....	5
10	SPECIAL PROVISIONS TAX EXEMPTION AND NPO ACT REGISTRATION	5
11	RIGHTS OF MEMBERS	8
12	LIABILITY OF MEMBERS	8
13	POWERS OF SAMO	8
14	SIGNATURES	9
15	FINANCE	9
16	MEMBERSHIP OF SAMO	10
17	PAYMENT OF SUBSCRIPTIONS	11
18	REINSTATEMENT AND READMISSION OF MEMBERS	12
19	COMPOSITION AND ELECTION OF THE COMMITTEE	12
20	MANAGEMENT OF THE AFFAIRS OF SAMO	13
21	TERMINATION OF OFFICE OF MEMBERS OF THE COMMITTEE	14
22	MEETINGS OF THE COMMITTEE	14
23	GENERAL MEETINGS OF SAMO	16
24	PROXIES AND REPRESENTATIVES	19
25	MISCONDUCT OF MEMBERS	19
26	RIGHT OF APPEAL	20
	PROVISION OF CONSTITUTION AND RULES	20
	INDEMNITY	20
	DISSOLUTION OF SAMO	20
	CONFIDENTIALITY	21

ANNEXURES

Annexure A Definitions, Interpretation and General Provisions

1 VISSION, MISSION AND OBJECTS

1.1 SAMO's main objects are-

1.1.1 the promotion, establishment and preservation of Muay Thai, the cultural martial art of Thailand (also referred to as "the Art of Eight Limbs") and Muay Boran in South Africa and to grow Muay Thai and Muay Boran in South Africa and welcomes all Muay Thai, Muay Boran or mixed martial arts gyms in South Africa who want to grow Muay Thai or Muay Boran in South Africa through SAMO; and

1.1.2 community development for poor and needy persons through Muay Thai and Muay Boran through the provision of capacity building and skills development projects within local impoverished communities throughout South Africa.

1.2 Ancillary to the object noted in clause 1 SAMO's further objects include the administration, development and co-ordination of Muay Thai and Muay Boran and Muay Thai and Muay Boran regulation in South African and an affiliation with SAMO will accordingly allow South African gyms and their fighters to compete at SAMO's sanctioned events and have Muay Thai and Muay Boran Kru's, judges and referees properly trained, accredited and/or graded.

1.3 SAMO will further hold national championships and select a presidential team to participate in world championships and related international events from time to time.

1.4 SAMO is currently recognised by and affiliated with Martial Arts South Africa ("**MASA**") and SAMO's current international affiliations further include the Kru Muaythai Association for Kru certification, World Muay Boran Federation for amateurs and the World Muaythai Organization for pro-amateur and professional tournaments.

2 DEFINITIONS, INTERPRETATION AND GENERAL PROVISIONS

The Members acknowledge the Interpretation and General Provisions set out in Annexure A incorporated into this Constitution by reference and binding on the Members.

3 LEGAL STATUS

3.1 SAMO is and shall continue to be a distinct and separate legal entity and body corporate, with the power to acquire, to hold and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.

3.2 All actions or suits, proceedings at law or any arbitration shall be brought by or against SAMO in the name of SAMO and the Committee may authorise any person or persons to act on behalf of SAMO and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.

- 3.3 This Constitution replaces any other previous constitutional document/s that might be in force in respect of SAMO.

4 BRANCHES

- 4.1 Any Member or Members of SAMO may make representation to the Committee to form a branch to carry out the functions of SAMO at branch level. The function could be restricted to a particular province in South Africa, i.e Western Cape ("**SAMO Branch**").
- 4.2 A SAMO Branch can apply to become a Member of SAMO in terms of the provisions of this Constitution.
- 4.3 Each SAMO Branch shall be constituted as a voluntary association, with separate legal personality and shall-
- 4.3.1 as its primary object, be constituted for the purpose of fully supporting SAMO and carrying out the functions of SAMO;
- 4.3.2 adopt as its other objects, the Objects;
- 4.3.3 adopt a model constitution, substantially in the form of this Constitution or as prescribed by SAMO from time to time;
- 4.3.4 in the constitution of the SAMO Branch *inter alia* provide that-
- 4.3.4.1 it may not be amended without prior written approval of the Committee;
- 4.3.4.2 it shall have the right to open and operate bank accounts;
- 4.3.4.3 it shall have the right to appoint employees and pay reasonable salaries to those employees for services rendered to the SAMO Branch; and
- 4.3.4.4 if there is a conflict between this Constitution and the SAMO Branch's constitution, the provisions of this Constitution shall prevail.
- 4.4 The Committee shall have the right to refuse or impose amendments to a representation as it deems desirable before sanctioning a SAMO Branch, ensuring that operational requirements fall within the bounds of the Constitution.
- 4.5 All SAMO Branches are accountable to SAMO and will be required to report to SAMO in a format as reasonably determined by the Committee from time to time.
- 4.6 Any duly constituted SAMO Branch shall be eligible to receive from SAMO such financial contributions to its legitimate expenses as the Committee shall annually determine, in addition to its right to raise funds locally for the fulfilment of the SAMO Branch's objects.

5 RESTRICTIONS

Notwithstanding anything to the contrary herein contained –

- 5.1 SAMO is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by SAMO or its individual Members.
- 5.2 The income and assets of SAMO shall be applied solely for investment and for the promotion of the objects for which it is established.
- 5.3 No part of the income or assets of SAMO shall be paid, directly or indirectly, by way of dividend, donation or otherwise, to any person save in respect of –
 - 5.3.1 reasonable remuneration for professional or business services actually rendered to or on behalf of SAMO with the prior approval of the Committee;
 - 5.3.2 reasonable actual costs, expenses and other commitments incurred on behalf of SAMO with the prior approval of the Committee;
 - 5.3.3 any fees payable to the Committee as decided from time to time by the Members in a general meeting; and
 - 5.3.4 all administrative and operating expenses payable by SAMO, to the extent required to fulfil the objects and purpose of SAMO as contemplated in this Constitution.
- 5.4 SAMO shall not be entitled to carry on trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its Members or provide to any of its Members with financial assistance or any premises or continuous services or facilities for the purpose of carrying on any business, profession or occupation.

6 SPECIAL PROVISIONS TAX EXEMPTION AND NPO ACT REGISTRATION

- 6.1 Should SAMO be approved by the Commissioner as a public benefit organisation as contemplated in section 30(3) of the Income Tax Act and therefore the receipts and accruals of SAMO are exempt from normal tax to the extent set out in section 10(1)(cN) of the Income Tax Act, In order to retain such tax exemption SAMO shall at all times comply with the provisions of clauses 6.3 to 6.16.
- 6.2 Should SAMO be approved as a Non Profit Organisation in terms of the NPO Act SAMO shall further comply with the provisions of clause 6.9, 6.17 and 6.18.
- 6.3 The income and property of SAMO howsoever derived shall be applied solely towards the promotion of the Objects or be invested and no portion thereof shall be paid or transferred, directly or indirectly, to any person other than in the course of the promotion of its objects; provided that nothing herein contained shall prevent the payment in good faith of

reasonable remuneration to any officer or servant of SAMO in return for any services actually rendered to SAMO.

- 6.4 SAMO shall take reasonable steps to ensure that each activity carried on by SAMO is for the benefit of, or is widely accessible to, the general public at large, including any sector thereof (other than small and exclusive groups).
- 6.5 SAMO shall comply with such conditions, if any, as the Minister of Finance may prescribe by way of regulation to ensure that the activities and resources of SAMO are directed in the furtherance of its objects.
- 6.6 Upon its dissolution the assets of SAMO remaining after the satisfaction of all its liabilities, shall be given or transferred to some other association or institution or associations or institutions having objects similar to the Objects, which has been approved by the Commissioner as a public benefit organisation in terms of section 30 of the Income Tax Act.
- 6.7 There shall at all times be a minimum of 3 members of the Committee who are not connected persons in relation to each other, to accept the fiduciary responsibility of SAMO and no single person shall directly or indirectly control the decision making powers relating to SAMO. For purposes of this Constitution "connected person" has the meaning ascribed to that term in the Income Tax Act.
- 6.8 SAMO is prohibited from accepting any donation 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 terms of section 18A of the Income Tax Act: provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Income Tax Act which has as its sole or principal object the carrying on of any public benefit activity) may not impose 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.
- 6.9 The Committee shall submit copies of any amendments to the Constitution to the Commissioner and to the NPO Director.
- 6.10 SAMO shall not knowingly be a party to or permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other law administered by the Commissioner.
- 6.11 SAMO will not pay any remuneration, as defined in the Fourth Schedule of the Income Tax Act, to any employee, office bearer, councillor or other person which is excessive, having

regard to what is generally considered reasonable in the sector and in relation to the service rendered and will not economically benefit any person in a manner which is not consistent with the objects of SAMO.

- 6.12 SAMO shall submit the required income tax returns together with the relevant supporting documents to the South African Revenue Service annually and comply with all such other reporting requirements as may be determined by the Commissioner.
- 6.13 SAMO will not use SAMO's resources directly or indirectly to support, advance or oppose any political party.
- 6.14 All financial transactions of SAMO shall be conducted by means of a banking account.
- 6.15 Any books of account, records or other documents relating to SAMO must, regardless of whether such documents are kept in book form or not, be retained and carefully preserved by SAMO for a period of not less than 4 years after the date of the last entry in any book or document.
- 6.16 SAMO shall be entitled but not obliged to procure that donations to SAMO shall be allowed to be deducted from the taxable income of a taxpayer, as contemplated in section 18A of the Income Tax Act, and such other tax exemptions as are available in law, and/or as the Commissioner may allow. In that event SAMO shall –
 - 6.16.1 comply with any additional requirements imposed in terms of section 18A(1) of the Income Tax Act that are prescribed for donations to be allowed as a deduction for the purposes of section 18A of the Act; and
 - 6.16.2 ensure that an audit certificate is provided upon submission by SAMO to the Commissioner of its annual return for each year of assessment, confirming that all donations received or accrued by SAMO in that year, in respect of which section 18A receipts were issued by SAMO, were utilised in the manner contemplated by that section.
- 6.17 Within 2 calendar months after drawing up SAMO's financial statements, SAMO must arrange for a written report to be compiled by an Accounting Officer (which may be the auditor of SAMO) and submitted to SAMO stating whether or not –
 - 6.17.1 the financial statements of SAMO are consistent with its accounting records;
 - 6.17.2 the accounting policies of SAMO are appropriate and have been appropriately applied in the preparation of the financial statements; and
 - 6.17.3 SAMO has complied with the provisions of the NPO Act and of this Constitution which relate to financial matters.

- 6.18 SAMO shall preserve each of SAMO's books of account, supporting vouchers, income and expenditure statements, balance sheets and Accounting Officer's reports, in an original or reproduced form, for such period as may be prescribed from time to time in terms of the NPO Act, and in any event for a period not less than that referred to in clause 6.15.

7 RIGHTS OF MEMBERS

- 7.1 Membership of SAMO does not and shall not give any Member a right to any of the moneys, property or assets of SAMO, but only confers upon a Member the privilege of membership subject to such charges and reasonable restrictions as the Committee may from time to time impose and subject to the rules of SAMO in force for the time being.
- 7.2 A Member whose application for membership has been accepted shall be bound by this Constitution and the Affiliation Rules and any other rules of SAMO which are then in force, or which subsequently may be altered or amended and in force at any future time.
- 7.3 No person shall be absolved from the effect and application of this Constitution, and any rules by reason of the fact that such person may not have received a copy thereof.

8 LIABILITY OF MEMBERS

The liability of Members is limited to the amount of unpaid subscriptions or other monies owing by them to SAMO.

9 POWERS OF SAMO

Subject to the provisions of clause 5, SAMO shall have all such powers as are necessary for the proper attainment of the Objects and shall, in particular, have the following express powers –

- 9.1 to acquire any movable or immovable property for SAMO calculated to benefit SAMO and to advance its objects and to maintain, improve and alter any of SAMO's property;
- 9.2 to institute, conduct, defend, compound or abandon any legal proceedings by or against SAMO or its officers, or otherwise concerning the affairs of SAMO;
- 9.3 to open bank and building society accounts in the name of SAMO and to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments connected with the business and affairs of SAMO;
- 9.4 to invest and deal with any moneys of SAMO not immediately required for the purposes of SAMO;
- 9.5 to secure the fulfilment of any contracts or engagements entered into by SAMO by the mortgage of all or any part of the property of SAMO;

- 9.6 to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any association or society whose objects are similar or partly similar to the objects of SAMO, or the establishment or promotion of which may be beneficial to SAMO, provided that no subscription shall be paid to any such other association out of the funds of SAMO except *bona fide* in furtherance of the interests of SAMO;
- 9.7 to support and subscribe to any institution or society which may be for the benefit of SAMO or for its employees whether past or present;
- 9.8 to borrow or raise and give security for money by the issue of bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of SAMO or by mortgage of all or any part of the property of SAMO; and
- 9.9 subject to the provisions of clause 5, to make donations, loans, exchanges, leases and any other forms of contract whatsoever, including the sale and purchase of property of any kind whatsoever.

10 SIGNATURES

All cheques, promissory notes, contracts, deeds and other documents which require to be signed on behalf of SAMO shall be signed in such manner as the Committee shall determine from time to time. In this regard, all documents signed on behalf of SAMO shall require the signatures of at least 1 Committee member which should to the extent reasonably possible be the President.

11 FINANCE

- 11.1 The Committee shall cause to be opened in the name of SAMO such banking accounts as the Committee shall deem necessary and shall ensure that all of the financial transactions of SAMO are conducted through the medium of such accounts.
- 11.2 The Committee through the Treasurer shall cause proper financial records or books of account to be kept in which all transactions of SAMO are duly recorded and shall specifically ensure that such financial records, books and all receipts issued on behalf of SAMO in respect of monies received are properly recorded.
- 11.3 The financial year of SAMO shall end on the last day of February each year unless otherwise resolved by Members from time to time.
- 11.4 The Treasurer shall cause financial statements (including capital and revenue accounts) to be prepared at least once each year, in accordance with generally accepted accounting practice and shall clearly reflect the affairs of SAMO.
- 11.5 The books of account and financial statements of SAMO shall be audited and certified in the customary manner by an independent practising chartered accountant if resolved so

by at least 75% of the Members or if required in terms of the Affiliation Rules or the Binding Legislation.

- 11.6 A copy of the annual financial statements, shall be made available to the Members as soon as possible after the end of the financial year of SAMO and the Affiliations or other bodies or institutions as required in terms of the Affiliation Rules or the Binding Legislation.

12 MEMBERSHIP OF SAMO

12.1 Admission of Members

- 12.1.1 Eligible candidates shall apply to the Committee (by contacting the Secretary) for membership.
- 12.1.2 The Committee may from time to time and further to the Objects determine conditions and criteria for membership and refuse applications from persons who do not comply with such conditions and criteria.
- 12.1.3 Although SAMO is inclusive no person shall have the right to demand membership of SAMO notwithstanding that it/he/she may satisfy any eligibility criteria. A complete discretion is vested in the Committee to adjudicate applications for membership, and to accept or reject them, as the Committee may deem appropriate in the best interests of SAMO and in line with the Affiliation Rules.
- 12.1.4 It is expressly stipulated that neither SAMO itself nor the Committee may be required to furnish reasons for, or required to justify, any decision regarding the admission, refusal or withdrawal of membership of SAMO.
- 12.1.5 Membership in SAMO cannot be transferred.
- 12.1.6 On the admission of a Member, the Secretary shall notify such person, who shall be entitled, on application, to a copy of the Constitution, any rules of SAMO and the Affiliation Rules.

12.2 Register of Members

The Committee (through the Secretary) shall maintain a register of all Members, together with their email addresses, which register shall be available for inspection by any Member during business hours on such conditions as the Committee may reasonably impose.

12.3 Termination of Membership

- 12.3.1 Subject to the provisions of clause 14, the membership of a Member shall terminate in the event of –
- 12.3.1.1 receipt by SAMO of notice in writing to that effect from the Member concerned;

- 12.3.1.2 the death of a Member who is a natural person;
 - 12.3.1.3 the issue of a final order of sequestration or liquidation of the Member concerned;
 - 12.3.1.4 a Member ceasing to carry on the business of a gym instructing and teaching Muay Thai, Muay Boran or martial arts in South Africa;
 - 12.3.1.5 the circumstances contemplated in clause 13.2 arising;
 - 12.3.1.6 the Committee exercising its rights in terms of clause 21.4.1; or
 - 12.3.1.7 the Committee resolving to terminate the membership of the Member concerned, provided that such Member is given at least 14 days' written notice of the Committee meeting at which the resolution will be proposed and considered and is afforded the opportunity to make written or verbal representations at the Committee meeting.
- 12.3.2 Should any ineligible candidate be inadvertently admitted as a Member, the Committee may declare the admission void and give such candidate written notice to that effect. The Committee may in its sole discretion return to such candidate any subscription or entrance fee paid by it, him or her and such person shall cease to be a Member, and its, his or her name shall be erased from the Register.
- 12.3.3 If at any time after the admission of a Member it appears that he or she has been admitted under a misrepresentation or mistake as to identity, or owing to incorrect information having been given, the Committee shall have the power to cancel its, his or her membership. The Member whose admission is thus cancelled in terms of this clause 12.3.3 shall cease to be a Member of the Association and his or her name shall be erased from the Register and it, he or she shall have no claim against SAMO for damages, return of entrance fee, deposit or subscription, on any grounds whatsoever, but the Committee shall be entitled to make such *ex gratia* refund of any entrance fee, deposit or subscription as it may consider appropriate.

12.4 **Subscription fees**

The annual subscription for membership to SAMO and required contributions by SAMO to affiliated organisations in terms of the Affiliation Rules, shall be such sum as the Committee may from time to time determine.

13 **PAYMENT OF SUBSCRIPTIONS**

- 13.1 All annual subscriptions shall become due by 1 February of each year.
- 13.2 No Member who has not paid his subscription within 3 months after it becomes due shall, unless otherwise agreed by the Committee in its discretion, be allowed to continue as a Member while his or her subscription is unpaid, and any such person shall forthwith cease

to be a Member of SAMO, without notice, and his or her name shall be erased from the Register.

14 REINSTATEMENT AND READMISSION OF MEMBERS

- 14.1 The Committee may reinstate a defaulting Member on payment by such person of all subscriptions in arrear and any other amounts owing to SAMO, on such conditions as the Committee may deem fit.
- 14.2 The Committee shall have power to readmit a Member who for any reason has relinquished membership of SAMO, on such terms and conditions as the Committee shall determine in each particular case.

15 COMPOSITION AND ELECTION OF THE COMMITTEE

- 15.1 Subject to clause 15.6, the Committee shall comprise 4 persons elected by the Members of SAMO as further provided herein.
- 15.2 The Members shall further to clause 15.1 elect-
- 15.2.1 1 person as President of the Committee and of SAMO which President shall supervise and manage SAMO;
- 15.2.2 1 person as Vice President of the Committee and of SAMO which Vice President shall assist the President with all the President's duties;
- 15.2.3 1 person as Treasurer of the Committee and of SAMO which Treasurer shall be responsible for all financial matters of SAMO including (1) proper financial books and records of SAMO are kept and maintain and (2) opening and controlling all SAMO bank accounts and ensuring that all SAMO financial transactions are properly authorised;
- 15.2.4 1 person as Secretary of the Committee and of SAMO and the Secretary shall be responsible for all correspondence, filing, meeting minutes and other matters of a secretarial nature; and
- 15.2.5 1 person as Development Director of the Committee and of SAMO and the Development Director shall be responsible for advising, assisting on and supervising all development activities of SAMO.
- 15.3 Each elected Committee Member shall hold office for the period concluding at the end of the annual general meeting of SAMO after that at which he or she was elected and, upon the expiry of such period, such Committee Member shall automatically retire from office but shall be eligible for re-election, provided that he or she remains qualified for election.
- 15.4 Voting for the election of members of the Committee at the annual general meeting of SAMO shall be by way of ballot of those Members present or by show of hands, as the

President may direct, provided that if Members comprising not less than 50% of those present or represented at the meeting so require, such election shall be held by way of secret ballot if required by Members comprising not less than 50% of those present or represented at the meeting.

- 15.5 In the event of any Committee Member ceasing to hold office for any reason prior to the end of the period contemplated in clause 15.3 the Members shall convene a special meeting to vote on any other person eligible for election as a Committee Member to fill the vacancy so arising.
- 15.6 It is recorded that following the SAMO meeting of Members held on 20 March 2026 the Committee shall, until the election of the Committee at the first annual general meeting following the date on which this Constitution is adopted, comprise –
- 15.6.1 David Spagnolo as President of SAMO;
- 15.6.2 Mathew Marais Vice President of SAMO;
- 15.6.3 Shaheen Price as Treasurer of SAMO; and
- 15.6.4 Annelie Spagnolo as Secretary of SAMO.
- 15.7 It is recorded that Mujahied Gokboru was further elected as the Development Director of SAMO and the Committee on 20 March 2026, until the election of the Committee at the first annual general meeting following the date on which this Constitution is adopted.

16 **MANAGEMENT OF THE AFFAIRS OF SAMO**

- 16.1 The management and control of the affairs of SAMO shall vest in the Committee which shall have full power and authority to do any act, matter or thing which could or might be done by SAMO excepting such matters as are in this Constitution especially reserved to be dealt with at a general meeting of Members.
- 16.2 In addition to the general powers and authorities hereby conferred on the Committee, and without in any way limiting such powers and authorities, the Committee shall have the following specific powers –
- 16.2.1 to appoint such agents as the Committee thinks fit, and to vest them with such powers as it may think expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances, and to such amounts, as it may think fit, and to suspend or discharge any such persons at its discretion;
- 16.2.2 to execute any contracts in the name of SAMO;
- 16.2.3 to refer any claim or demand by or against SAMO to arbitration and to perform, or refuse to perform, the award;

- 16.2.4 to make and give receipts, releases and other discharges for moneys payable to SAMO and for the claims and demands of SAMO;
 - 16.2.5 to appoint persons who shall be entitled, on behalf of SAMO, to sign bills of exchange, cheques receipts and negotiable instruments;
 - 16.2.6 to make, vary and repeal rules for the regulation of the affairs of SAMO, its officers and employees, any subcommittee, or the Members, provided that such rules are not inconsistent with or contrary to the provisions of this Constitution; and
 - 16.2.7 to delegate to any subcommittee or subcommittees all or any of the authorities conferred on the Committee by this Constitution (save for those under clause 21.3) and such subcommittee shall have such powers as may be conferred on it at the time of its appointment, or thereafter.
- 16.3 SAMO in a general meeting of Members may review, approve or amend any decision of the Committee, but no such decision of SAMO shall invalidate any action taken by the Committee in accordance with this Constitution.

17 TERMINATION OF OFFICE OF MEMBERS OF THE COMMITTEE

A Committee Member shall cease to hold office as such upon –

- 17.1 his or her furnishing the Committee with written notice of its, his or her resignation;
- 17.2 the expiry of the period ending at the conclusion of the annual general meeting of SAMO immediately following the annual general meeting at which he or she was elected;
- 17.3 his or her ceasing to meet the requirements for a member of the Committee;
- 17.4 his or her estate being sequestered;
- 17.5 he or she is becoming disqualified to act as a director of a company on any of the grounds contemplated in section 69(8) of the Companies Act, No 71 of 2008;
- 17.6 his or her removal by the decision of the majority of the Members on any grounds;
- 17.7 his or her ceasing to hold any qualification on which his or her appointment was predicated;
- 17.8 his or her being absent from 3 or more consecutive meetings of the Committee without leave of the Committee otherwise than on the business of SAMO; or
- 17.9 he/she breaches clause 26 with the intention to prejudice SAMO.

18 MEETINGS OF THE COMMITTEE

- 18.1 The Committee may regulate its meetings and proceedings as it finds convenient subject to the following –

- 18.1.1 The President shall chair all meetings of the Committee.
- 18.1.2 If the President is not present within 15 minutes of the appointed time of the meeting, the Vice President shall chair the meeting of the Committee.
- 18.1.3 Meetings of the Committee may be called as and when necessary and at least 7 days' notice shall be given of all meetings of the Committee unless all members of the Committee agree to accept shorter notice or waive the notice requirements.
- 18.1.4 The quorum for any meeting of the Committee shall be persons comprising not less than 75% of the members of the Committee.
- 18.1.5 If no quorum is present, the Committee may make no decision, except to adjourn the meeting or to call a general meeting of the Members.
- 18.1.6 Any decision of the Committee shall be by majority vote by show of hands of those present.
- 18.1.7 Each person entitled to be present and to vote shall have 1 vote and the President of the meeting shall not have a casting vote in addition to his deliberative vote.
- 18.1.8 A resolution signed by all the members of the Committee shall be as valid and effectual as if passed at a duly convened meeting of the Committee. Any such resolution may consist of several documents in the same form, each of which is signed by one or more members of the Committee, and shall be deemed (unless the contrary appears from that resolution) to have been passed on the date on which it was signed by the last Committee member entitled to sign it.
- 18.1.9 Meetings of the Committee may further be held by electronic communication or members of the Committee that are unable to attend in person may join via electronic communication.
- 18.2 All acts done by any meeting of the Committee or by any person acting as a Committee Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member.
- 18.3 The inadvertent omission to give notice of any meeting of the Committee shall not invalidate the proceedings at any such meeting.
- 18.4 The proceedings of the Committee shall be valid notwithstanding any temporary vacancy in the Committee.

- 18.5 The President shall convene a meeting or the Secretary shall convene a meeting of the Committee (1) on the instructions of the President or (2) upon the written request of at least 2 members of the Committee.
- 18.6 The Committee through the Secretary shall cause minutes to be kept of the appointment of officers and names of the members of the Committee present at any meeting, together with minutes of all resolutions taken and all proceedings of any such meeting. All such minutes shall be duly entered into books properly kept and provided for that purpose. Any such minutes, or an extract signed by the President, shall be received as *prima facie* evidence of the matters therein stated.
- 18.7 Members of the Committee serve as representatives of Members of SAMO and not in a personal capacity.
- 18.8 All acts done by any meeting of the Committee or by any person acting as a Committee member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Committee member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member.
- 18.9 The inadvertent omission to give notice of any meeting of the Committee shall not invalidate the proceedings at any such meeting.
- 18.10 The proceedings of the Committee shall be valid notwithstanding any temporary vacancy in the Committee.

19 GENERAL MEETINGS OF SAMO

19.1 Annual General Meeting

- 19.1.1 The Committee must each year during June convene an annual general meeting of SAMO in accordance with the following provisions of this Constitution.
- 19.1.2 At least 14 days' written notice must be given to all Members entitled to attend the meeting and must state the date, time and place of the annual general meeting and the business to be transacted at the meeting unless all Members agree to accept shorter notice or waive the notice requirements.
- 19.1.3 The business of each annual general meeting must include –
- 19.1.3.1 confirmation of the minutes of the previous annual general meeting;
 - 19.1.3.2 the President's report on the activities of SAMO;
 - 19.1.3.3 the election of members of the Committee for the following year;

- 19.1.3.4 the appointment of auditors or accounting officers as required by SAMO; and
- 19.1.3.5 the consideration of any resolutions concerning the affairs of SAMO of which notice has been given to the Committee through the Secretary prior to the date of the annual general meeting.

19.2 **Other General Meetings**

- 19.2.1 The Committee may at any time convene other general meetings of SAMO and shall do so upon the request of 25% of the Members.
- 19.2.2 At least fourteen 14 days' written notice must be given to all Members entitled to attend the meeting and must state the date, time and place of the meeting and the business to be transacted at the meeting unless all Members agree to accept shorter notice or waive the notice requirements.
- 19.2.3 If the Committee fails to give notice within 7 days of any request referred to in clause 19.2.1, the Members concerned shall be entitled themselves to give notice of and to convene the meeting

19.3 **Failure to give notice to a Member**

The omission to send any notice in any manner contemplated in clause 19.1.2 and/or 19.2.2 to any Member shall not invalidate the holding of any meeting or the passing of any resolution thereat.

19.4 **Proceedings at General Meetings**

- 19.4.1 The President shall chair all general meetings.
- 19.4.2 If the President is not present within 15 minutes of the appointed time of the meeting, the Vice President or if also not present, the Members shall by majority vote elect a chairperson for the specific general meeting.
- 19.4.3 The quorum for general meetings of SAMO shall be 25% of the Members present in person or represented by proxy, provided that if no quorum is present within 15 minutes after the time fixed for the meeting, it shall, in the case of an annual general meeting or a special general meeting called by the Committee, be postponed to the same day and time in the following week and at such adjourned meeting the Members present shall be deemed to be a quorum for the transaction of the business of the meeting. In the case of a special general meeting called by requisition of Members, if no quorum is present upon the date fixed, and within 15 minutes after the time fixed for the meeting, it shall be dissolved.

- 19.4.4 A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by not less than 50% of the Members present, or represented by proxy.
- 19.4.5 Each Member present or represented by proxy shall be entitled to 1 vote.
- 19.4.6 Except where this Constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes the President shall not have a casting or second vote.
- 19.4.7 Proper minutes and attendance records shall be kept of all general meetings by the Committee through the Secretary.
- 19.4.8 The President shall sign the minutes which shall be available at all times for inspection or copying by any Member of SAMO on 2 days' notice to the Committee through the Secretary.
- 19.4.9 A resolution signed by all Members shall be as valid and effectual as if passed at a duly convened meeting of the Members. Any such resolution may consist of several documents in the same form, each of which is signed by one or more Members, and shall be deemed (unless the contrary appears from that resolution) to have been passed on the date on which it was signed by the last Member entitled to sign it.
- 19.4.10 General meetings of Members may further be held by electronic communication or Members that are unable to attend in person may join via electronic communication.

19.5 **Adjournment of General Meetings**

The President of any general meeting may, with the consent of the meeting decided by majority vote, adjourn the meeting from place to place and from time to time but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

19.6 **Amendment of Constitution**

The terms of Constitution may be amended by a resolution passed at a general meeting, provided that –

- 19.6.1 not less than 7 days' notice is given of such meeting stating the nature of the amendments to be proposed;
- 19.6.2 such resolution is passed by a majority of not less than 75% of the Members present in person or represented by proxy and entitled to vote at such meeting; and
- 19.6.3 the Constitution may notwithstanding this clause 19.6, be amended by a written resolution contemplated in clause 19.4.9.

20 PROXIES AND REPRESENTATIVES

- 20.1 Any Member may at any time appoint any natural person, including a natural person who is not a Member, as a proxy to participate in, and speak and vote at, a general meeting on behalf of that Member.
- 20.2 A proxy appointment –
- 20.2.1 must be in writing, dated and signed by the Member; and
- 20.2.2 remains valid for the relevant general meeting and any adjournment or postponement thereof.
- 20.3 A Member or its, his or her proxy must deliver to SAMO a copy of the instrument appointing such proxy before the commencement of the meeting at which the proxy intends to exercise that Member's rights.
- 20.4 Unless the instrument appointing a proxy provides otherwise, a Member's proxy may decide, without direction from the Member, whether to exercise or abstain from exercising any voting right of the Member and none of such rights or powers are limited, restricted or varied by this Constitution.

21 MISCONDUCT OF MEMBERS

- 21.1 A Member of SAMO shall be guilty of misconduct in the event that he or she should, in the opinion of the Committee –
- 21.1.1 commit any breach of this Constitution (including a breach of clause 26 with the intention to prejudice SAMO), the rules of SAMO or the Affiliation Rules; or
- 21.1.2 fail to make payment of any money due to SAMO after due notice.
- 21.2 The hearing and investigation of any complaint as to the conduct of a Member, and the procedure to be adopted in connection therewith, shall be in the sole discretion of the Committee provided, however, that the Member whose conduct is the subject of complaint and investigation shall be informed of the nature of the complaint, or the Committee shall take any reasonable steps to bring to his or her notice the nature thereof, and provided that such Member shall be afforded an opportunity of replying to any such complaint, whether in writing or in such other manner as the Committee may determine.
- 21.3 The powers and duties of the Committee as set out in this clause 21 shall not be delegated to any other subcommittee or body.
- 21.4 The Committee, after investigation, shall have the power in regard to a Member who, in its opinion, has been guilty of misconduct as described in clause 21.1 –

- 21.4.1 to terminate the membership of such Member; or
 - 21.4.2 to caution such Member; or
 - 21.4.3 to impose such conditions of membership upon such Member as the Committee may in its sole discretion determine.
- 21.5 The decision of the Committee under this clause 21 shall be notified to such Member in terms of Annexure A paragraph 14.

22 RIGHT OF APPEAL

- 22.1 Any Member who is dealt with by the Committee in terms of clause 21 shall have the right, within 14 days after the date of posting to it, him or her of a notice under clause 21.5, to lodge an appeal in writing against the decision of the Committee to a special general meeting of Members which shall be convened forthwith by the Committee, upon receipt of the notice of appeal.
- 22.2 The notice of an appeal shall not have the effect of suspending the operation of such decision pending the hearing of the appeal.

23 PROVISION OF CONSTITUTION AND RULES

- 23.1 A copy of this Constitution (as amended from time to time), any rules of SAMO and the Affiliation Rules made from time to time shall be available for inspection by any Member at all reasonable times upon application to the Secretary.
- 23.2 Every person, upon becoming a Member of SAMO, shall, on written request by such person directed to the Secretary be entitled to receive a copy of this Constitution and any rules of SAMO and the Affiliation Rules as amended from time to time.

24 INDEMNITY

Every Committee Member of SAMO shall be indemnified by SAMO against all costs, losses and expenses which he or she may incur or for which he or she may become liable by reason of any act or thing done by him or her in the discharge of his/her duties as Committee Member, unless the loss in question is caused by his or her own gross negligence, dishonesty or breach of trust.

25 DISSOLUTION OF SAMO

- 25.1 SAMO may be dissolved by a resolution passed at a special general meeting called for that purpose, provided that –
- 25.1.1 not less than 14 days' notice is given of such meeting stating the nature of the resolution/s to be proposed; and

- 25.1.2 such resolution is passed by a majority of not less than 75% of the Members present in person or represented by proxy and entitled to vote at such meeting.
- 25.2 In the event of a resolution for the dissolution of SAMO being passed at any meeting contemplated in clause 25.1, that meeting shall also have power to pass resolutions by way of majority vote for the appointment of a liquidator and the disposal of the surplus funds and assets of SAMO after winding-up and after the payment of all the debts and obligations of SAMO, provided that subject to clause 6.6 any surplus assets shall be given or transferred to some other association or institution, with objects similar to those of SAMO.

26 CONFIDENTIALITY

- 26.1 The Members and the members of the Executive Committee undertake that they will at all times keep confidential any information of SAMO which is disclosed to them by virtue of their membership to SAMO or appointment to the Executive Committee of SAMO and which is stated to be or by its nature is intended to be confidential, including details of SAMO's strategic objectives and planning.
- 26.2 If a Member or a member of the Executive Committee is uncertain about whether any information is to be treated as confidential in terms of this clause 26, it shall be obliged to treat it as such until written clearance is obtained from the President.
- 26.3 Each Member and the members of the Executive Committee undertake, subject to clause 26.4, not to disclose any information which is to be kept confidential in terms of this clause 26, nor to use such information for its own or anyone else's benefit.
- 26.4 Notwithstanding the provisions of clause 26.3, each Member and the members of the Executive Committee shall be entitled to disclose any information to be kept confidential if and to the extent only that the disclosure is *bona fide* and necessary for the purposes of carrying out its duties in terms of this Constitution.
- 26.5 The obligation of confidentiality in terms of this clause 26 shall cease to apply in respect of any information which –
- 26.5.1 is or becomes generally available to the public other than by the negligence or default or in breach of this clause 26 by a Member or a member of the Executive Committee;
- 26.5.2 may be disclosed with the consent of the President or by resolution of the Executive Committee;
- 26.5.3 has lawfully become known by or come into the possession of a Member or a member of the Executive Committee on a non-confidential basis from a source other than SAMO having the legal right to disclose same, provided that such knowledge or possession is evidenced by written records; or

26.5.4 is disclosed pursuant to a requirement or request by operation of law, regulation or court order, to the extent of compliance with such requirement or request only and not for any other purpose.

Annexure A

Definitions, Interpretation and General Provisions

- 1 In this Constitution, unless the context clearly indicates a contrary intention, the following words and expressions bear the meanings assigned to them and cognate expressions bear corresponding meanings –
- 1.1 "**Accounting Officer**" means an "accounting officer" as defined in the NPO Act;
- 1.2 "**Affiliations**" means all South African or international organisations of which SAMO is a member or which SAMO is affiliating or partnering with from time to time, including but not limited to MASA, the Kru Muaythai Association, the World Muay Boran Federation and the World Muaythai Organization;
- 1.3 "**Affiliation Rules**" means any rules or regulations of any Affiliations in force from time to time including all rules or regulations of SAIDS, SASCOC and World Anti-Doping Code;
- 1.4 "**Binding Legislation**" means the Income Tax Act, NPO Act and any other laws binding on SAMO;
- 1.5 "**Commissioner**" means the Commissioner for the South African Revenue Service;
- 1.6 "**Constitution**" means the constitution contained in this document, including all annexures (if any) hereto;
- 1.7 "**Development Director**" means the development director of SAMO as contemplated in clause 15.2.5;
- 1.8 "**Executive Committee**" means the committee contemplated in clause 15 comprising the President, Secretary, Treasurer, Development Director and Vice President;
- 1.9 "**Income Tax Act**" means the Income Tax Act, No 58 of 1962;
- 1.10 "**Members**" means the members of SAMO from time to time;
- 1.11 "**Nonprofit Organisation**" means a nonprofit organisation as defined in the NPO Act;
- 1.12 "**NPO Act**" means the Nonprofit Organisations Act, No 71 of 1997;
- 1.13 "**NPO Director**" means the Director of Nonprofit Organisations, designated in terms of section 8 of the NPO Act;
- 1.14 "**SAMO**" means the voluntary association named on the first page of this document and constituted in accordance with the provisions hereof;
- 1.15 "**Objects**" means the objects of SAMO contemplated in clause 1;

- 1.16 "**President**" means the president of SAMO as contemplated in clause 15.2.1;
- 1.17 "**Register**" means the register of Members referred to in clause 12.2;
- 1.18 "**Secretary**" means the secretary of SAMO contemplated in clause 15.2.4;
- 1.19 "**South Africa**" means the Republic of South Africa;
- 1.20 "**Treasurer**" means the treasurer of SAMO contemplated in clause 15.2.3; and
- 1.21 "**Vice President**" means the vice president of SAMO contemplated in clause 15.2.2.

2 2.1 In this Constitution –

- 2.2 clause headings and the heading of the Constitution are for convenience only and are not to be used in its interpretation;
- 2.2.1 an expression which denotes –
 - 2.2.2 any gender includes the other genders;
 - 2.2.3 a natural person includes a juristic person and *vice versa*;
 - 2.2.4 the singular includes the plural and *vice versa*;
 - 2.2.5 a Member includes a reference to that Member's successors in title and assigns allowed at law; and
- 3 3.1 a reference to a consecutive series of two or more clauses is deemed to be inclusive of both the first and last mentioned clauses.

Any reference in this Constitution to –

- "**business hours**" shall be construed as being the hours between 08h00 and 17h00 on any business day. Any reference to time shall be based upon South African Standard Time;
- 3.2 "**days**" shall be construed as calendar days unless qualified by the word "business", in which instance a "business day" will be any day other than a Saturday, Sunday or public holiday as gazetted by the government of the Republic of South Africa from time to time;
- 3.3 "**laws**" means all constitutions; statutes; regulations; by-laws; codes; ordinances; decrees; rules; judicial, arbitral, administrative, ministerial, departmental or regulatory judgements, orders, decisions, rulings, or awards; policies; voluntary restraints; guidelines; directives; compliance notices; abatement notices; agreements with, requirements of, or instructions by any governmental body; and the common law, and "**law**" shall have a similar meaning; and

3.4 "person" means any person, company, close corporation, trust, partnership or other entity whether or not having separate legal personality.

4 The words "**include**" and "**including**" mean "include without limitation" and "including without limitation". The use of the words "**include**" and "**including**" followed by a specific example or examples shall not be construed as limiting the meaning of the general wording preceding it.

5 Any substantive provision, conferring rights or imposing obligations on any person and appearing in any of the definitions in this paragraph 1 or elsewhere in this Constitution, shall be given effect to as if it were a substantive provision in the body of the Constitution.

6 Words and expressions defined in any clause shall, unless the application of any such word or expression is specifically limited to that clause, bear the meaning assigned to such word or expression throughout this Constitution.

7 Unless otherwise provided, defined terms appearing in this Constitution in title case shall be given their meaning as defined, while the same terms appearing in lower case shall be interpreted in accordance with their plain English meaning.

8 A reference to any statutory enactment shall be construed as a reference to that enactment as at the date of the last signature to this Constitution and as amended or substituted from time to time.

9 Unless specifically otherwise provided, any number of days prescribed shall be determined by excluding the first and including the last day or, where the last day falls on a day that is not a business day, the next succeeding business day.

10 If the due date for performance of any obligation in terms of this Constitution is a day which is not a business day then (unless otherwise stipulated) the due date for performance of the relevant obligation shall be the immediately preceding business day.

11 Any reference in this Constitution to "**this Constitution**" or any other agreement or document shall be construed as a reference to this Constitution or, as the case may be, such other agreement or document, as amended, varied, novated or supplemented from time to time.

12 In this Constitution the words "**clause**" or "**clauses**" and "**annexure**" or "**annexures**" refer to clauses of and annexures to this Constitution.

Support

13 The Members undertake at all times to do all such things, perform all such actions and take all such steps and to procure the doing of all such things, the performance of all such actions and the taking of all such steps as may be open to them and necessary for or incidental to the putting into effect or maintenance of the terms, conditions and/or import of this Constitution.

Notices

14

14.1 The Members choose as their *domicilia citandi et executandi* their respective addresses provided in their completed membership application forms for the purposes of giving or sending any notice arising out of or in connection with this Constitution.

- 14.2 Any other Member shall be deemed to have chosen as its, his or her *domicilium citandi et executandi* the address furnished by it, him or her to SAMO in its membership application form.
- 14.3 A Member may change its, his or her *domicilium* to any other physical address or email address by written notice to SAMO to that effect. Such change of address will be effective 5 business days after receipt of the notice of the change.
- 14.4 All notices to be given in terms of this Constitution will be given in writing and will –
- 14.4.1 be delivered by hand or by way of email;
- 14.4.2 if delivered by hand during business hours, be presumed to have been received on the date of delivery. Any notice delivered after business hours or on a day which is not a business day will be presumed to have been received on the following business day; and
- 14.4.3 if sent by or email during business hours, be presumed to have been received on the date of successful transmission of the email. Any email sent after business hours or on a day which is not a business day will be presumed to have been received on the following business day.
- 14.5 Notwithstanding the above, any notice given in writing, and actually received by the Member to whom the notice is addressed, will be deemed to have been properly given and received, notwithstanding that such notice has not been given in accordance with this paragraph 14.

15 **Severability**

All provisions and the various clauses of this Constitution are, notwithstanding the manner in which they have been grouped together or linked grammatically, severable from each other. Any provision or clause of this Constitution which is or becomes unenforceable, whether due to voidness, invalidity, illegality, unlawfulness or for any other reason whatever shall, only to the extent that it is so unenforceable, be treated as *pro non scripto* and the remaining provisions and clauses of this Constitution shall remain of full force and effect.

Continuing Effectiveness of Certain Provisions

16

The expiration or termination of this Constitution shall not affect any of the provisions of this Constitution which expressly provide that they will operate after any such expiration or termination or which of necessity must continue to have effect after such expiration or termination, notwithstanding that the clauses themselves do not expressly provide for this.