



SILVER LAKES

GOLF & WILDLIFE ESTATE

Terms of Reference Silver Lakes Country Club Committee

Terms of Reference of the Country Club Committee of Silver Lakes Homeowners Association NPC. Registration Number 1992/004661/08. The Terms of Reference is in substitute of the Terms of Reference normally ascribed to a committee.

This Terms of Reference was approved on the date reflected by the Board of Directors of Silver Lakes Homeowners Association, as evidenced by the signature of the Chairperson of the Board of Directors.

Name of document	Revision number	Date approved	Signature of Chairperson
Country Club Committee Terms of Reference	Revision 3/2019	3 December 2019	

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The Country Club Committee is a standing committee and is established in terms of clause 8.11.8.3 of the Memorandum of Incorporation as approved by the members of the Silver Lakes Homeowners Association NPC on 26 February 2018. The Country Club Committee will normally be chaired by the director elected to the Country Club portfolio. Being a standing committee, it is of a permanent nature and is to meet on a regular basis.

1. Name

This division of the Silver Lakes Homeowners Association will be referred to in all matters as the “Silver Lakes Country Club”.

2. The Club Insignia

The insignia will be the registered trademark of the Silver Lakes Homeowners Association NPC (“SLHOA”), namely, a shield coloured aubergine and green with a triangular white flag with the apex pointing east and a golf ball. The insignia will be displayed on all Silver Lakes Country Club apparel, magazines, displays and presentations irrespective of whether the nature of the magazine, display or presentation is physical or digital.

3. Definitions

The definitions in the Memorandum of Incorporation (“MOI”) of the SLHOA applies to all undefined terms commencing with a capital letter in this document. The definitions in the MOI and Rules apply to the Terms of Reference. In this document, unless the contrary meaning is clear:

A reference to the masculine will include the feminine gender. The singular will include the plural and vice versa.

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|-----|---------------------------------|---|
| 3.1 | “Board” | refers to the Board of Directors of SLHOA. |
| 3.2 | “CCAGM” | refers to the Country Club Annual General Meeting convened in terms of the Terms of Reference of the Country Club Committee. |
| 3.3 | “CEO” | refers to the Chief Executive Officer of the SLHOA. |
| 3.4 | “Country Club Committee” | refers to the Committee described under clause 5 of the Country Club Committee Terms of Reference. |
| 3.5 | “Clubhouse Manager” | refers to the person appointed by the Directors of the SLHOA to manage the Clubhouse. |
| 3.6 | “Director” | refers to a Director of the Board of Directors. |
| 3.7 | “Estate” | means the Township of Silver Lakes comprising of phases as referred to in the diagrams registered with the Surveyor General as follows: |

Phase 1 (Silver Lakes): SG No A5867/1992;
Phase 2 (Silver Lakes Ext 1): SG No 9521/2000;
Phase 2 (Silver Lakes Ext 2): SG No 9522/2000;
Phase 2 (Silver Lakes Ext 3): SG No 6337/2001;
Phase 2 (Silver Lakes Ext 4): SG No 6338/2001;
Phase 3 (Willow Acres Ext 3): SG No 2458/2002;
Phase 3 (Willow Acres Ext 4): SG No 2459/2002.

(Phase 3 (Willow Acres Ext 3): SG No 2458/2002 and Phase 3 (Willow Acres Ext 4): SG No 2459/2002 collectively known as the

'Game Reserve' or 'Nature Reserve') and

"Estate" shall have a cognate meaning.

- 3.8 **"Golf Manager"** refers to the person appointed by the Directors of the SLHOA to manage the golfing operation.
- 3.9 **"Homeowner"** refers to a member of the SLHOA.
- 3.10 **"Member"** refers to the registered Homeowner of SLHOA.
- 3.11 **"Notice boards"** refer to the various permanent or temporary structures at the Silver Lakes Country Club for the display of notices which include for the electronic publication of information.
- 3.12 **"Resident"** refers to a homeowner who resides on the estate and other persons who may be renting and staying on the estate.
- 3.13 **"Golf Club Rules"** refer to the rules of the Golf Club as established and amended from time to time and ratified by the Board.
- 3.14 **"Section"** refers to any section of the SLCC, including the Golf Club or such other sections as may be formed and recognised by the Country Club Committee.
- 3.15 **"SLHOA"** refers to the Silver Lakes Homeowners Association NPC and its Board of Directors, a non-profit company incorporated under registration number 1992/004661/08.

4. Objectives of the Silver Lakes Country Club Committee

The main object of the SLCC is to provide exclusive social and recreational amenities and facilities for the Members of the SLCC and Residents of SLHOA. In its purpose to achieve the main object, the SLCC have, inter alia, the following ancillary objects and powers:

- 4.1. Establish, promote or support as the case may be, Silver Lakes based social and sporting clubs of the SLCC as approved by the Country Club Committee and ratified by the Board of Directors for the enjoyment of the sport or activity of mutual interest.
- 4.2. Affiliate clubs as may be required to the benefit of its functions.
- 4.3. Arrange exhibitions, talks on matter of communal group interests, entertainment, competitions and the like.
- 4.4. Provide, equip and maintain all facilities in connection with the object of the SLCC.
- 4.5. Ensure that when the letting of the grounds or buildings are utilised according to the purpose for which the letting was approved.
- 4.6. Make recommendations to the Board about improvements, additions and upgrades to the facilities of the Country Club.

- 4.7. In the event of any conflict between the provisions of the Country Club Terms of Reference, the MOI, and Rules of the SLHOA, the MOI will prevail, followed by the Rules and then the Terms of Reference. In any matter not dealt with by the MOI, Terms of Reference or the Rules, the decision by the Board of Directors will be final.

5. Country Club Committee

- 5.1. The management and control of the membership of the Country Club shall be vested in a committee known as the Country Club Committee.
- 5.2. The Country Club Committee shall consist of the following:
 - 5.2.1. The Director for the Country Club who shall act as Chairperson of the Country Club Committee;
 - 5.2.2. Silver Lakes HOA representatives consisting of the following:
 - 5.2.2.1. CEO Chairperson
 - 5.2.2.2. Financial Manager
 - 5.2.2.3. Marketing Manager
 - 5.2.2.4. Clubhouse Manager
 - 5.2.2.5. Golf Manager
 - 5.2.2.6. Any other director co-opted to the committee
 - 5.2.3. The Golf Club Chairperson (Alternative Chairperson)
 - 5.2.4. Golf Club Captains (Men and Ladies).
 - 5.2.5. Co-opt any professional as and when may be required for a project.

6. Meetings of the Country Club Committee

- 6.1. The Country Club Committee must have at least 10 meetings per annum and schedule these to occur monthly.
- 6.2. Minutes of all meetings shall be recorded and circulated to the committee members before the next meeting for input, signed by the Chairperson at the next meeting, be included in the minute book of the committee and circulated to all board members via the board pack of the next meeting.
- 6.3. A minimum of seven calendar days written notice and agenda must be given by the Country Club Committee of all committee meetings.
- 6.4. The Chairperson or alternative Chairperson and four representatives will represent a quorum. The meeting will be postponed if a quorum is not present.
- 6.5. All resolutions are decided by a simple majority of the Country Club Committee by show of hands, and in the event of a number of votes on any issue, the Country Club Director has a casting vote in addition to his deliberative vote.

6.6. The Board of Directors will deal with any vacancies between the AGMs.

7. Country Club and Golf Annual General Meeting ("CCAGM")

7.1. General

- 7.1.1. The purpose of the CCAGM is to report back to members, deal with proposed motions, and convene the Golf Club AGM in the same meeting.
- 7.1.2. The CCAGM will be held annually at a date and time as determined by the Country Club Committee.
- 7.1.3. Notice of the CCAGM and the agenda of business to be conducted will be displayed not later than 14 (fourteen) calendar days prior to the date of such meeting on the permanent or temporary structures at the Country Club which includes electronic publication of information and sent by e-mail.
- 7.1.4. The Country Club Director or in their absence the Chairperson of the Golf Club will serve as Chairperson at the CCAGM.
- 7.1.5. Only business for which due notice has been given will be transacted at the CCAGM.
- 7.1.6. Any motions received must be documented in the prescribed manner as set up by the Committee and will be displayed on the Notice Board and circulated by e-mail not later than 7 (seven) days prior to the date of such meeting.
- 7.1.7. Only members present in person at the CCAGM will participate in the business of the meeting.
- 7.1.8. A minimum of 25 (twenty five) Country Club members form a quorum, which members need to be members of SLHOA.

7.2. Business to be conducted

- 7.2.1. To read the notice convening the meeting.
- 7.2.2. To confirm the minutes of the previous CCAGM.
- 7.2.3. To report back on the various social and sport clubs that are sections of the Country Club.
- 7.2.4. To deal with any proposed motion received in writing and adopt resolutions as recommendations to the Country Club Committee concerning the affairs of the Country Club, of which due notice has been given.
- 7.2.5. To vote for the candidate to be nominated as a Director for the Country Club at the AGM of the Silver Lakes HOA.
- 7.2.6. To deal with the Golf Club AGM.

7.3. Nomination of the Country Club Director

- 7.3.1. Voting for the candidate to be nominated as the Country Club Director at the AGM of the Silver Lakes HOA will be done annually at the AGM of the Silver Lakes Country Club.

7.3.2. Nominations of candidate will be in writing, signed by two members of the Country Club as proposer and seconder, as well as the nominee, indicating acceptance, and will be delivered to the office of SLHOA who will display it on the Notice Boards of the Country Club no later than 7 days prior to the date of the CCAGM.

7.3.3. Only Members are eligible to be nominated for the position of Country Club Director.

7.4. **Voting process**

7.4.1. Only Members who are present will be entitled to vote at the CCAGM.

7.4.2. The Chairperson of the CCAGM will have a casting vote in addition to his deliberate vote.

7.4.3. Voting on motions received will be by a show of hands, but will be by ballot taken immediately if desired by more than two members present.

7.4.4. Voting for the candidate to be nominated as a Director for the Country Club will be by ballot.

7.4.5. When any ballot is necessary, 2 (two) scrutineers will be appointed by the Chairperson of the CCAGM amongst the members present.

7.4.6. Ballot papers will be prepared in advance.

7.4.7. Where the candidates have received an equal number of votes, the members present at the CCAGM will resolve the matter by means of another ballot paper.

7.5. **Other committees**

7.5.1. Other affiliated Country Club committees will be announced at the CCAGM as part of the annual report by the Director for the Country Club.

8. **The Country Club Disciplinary Committee**

8.1. The Country Club Disciplinary Committee will be responsible for the enforcement of all rules for the social and sport clubs, other than the Golf Club.

8.2. The Country Club Disciplinary Committee will consist of the Chairperson of the Country Club Committee, CEO, a representative from the specific sport or social club and an appointed HOA representative/s.

8.3. At each meeting of the Country Club Disciplinary Committee, the members of the Country Club Disciplinary Committee will elect a chairman from the members for the duration of that meeting.

8.4. The Chairperson of the Country Club Committee will act as the convener of the Country Club Disciplinary Committee.

8.5. The Country Club Disciplinary Committee will be entitled to impose penalties in respect of non-compliance with or breach of the rules imposed upon members of the Country Club or the specific sport or social club.

8.6. The Country Club Disciplinary Committee will be responsible for the mediation and enforcement of penalties with regard to all rules of the Country Club or specific sport or social club.

8.7. The prescribed procedures in this regard are as follows:

- 8.7.1. The Country Club Committee will upon receipt of a written complaint of a breach at the Country Club by a member of the social or sport clubs, other than the Golf Club, advise the Chairperson of the Country Club of the alleged breach. The Chairperson will then initiate the action as would be required to verify the allegation and arrange an investigation to be held by an independent nominee such as the Security Manager and a report submitted to the Country Club Committee as soon as practically possible.
- 8.7.2. Based on the outcome of the investigation, the Chairperson of the Country Club Committee may convene a meeting of the Disciplinary Committee in terms of this Terms of Reference or as soon as possible thereafter.
- 8.7.3. If the transgression is of a less serious nature where a disciplinary hearing will not be required, the Country Club Disciplinary Committee may appoint an independent mediator to facilitate a meeting with the member at fault and notify the Country Club Disciplinary Committee of the outcome of the mediation within 7 days of completion of the mediation process.
- 8.7.4. If the transgression is of a serious nature, the Country Club Disciplinary Committee will convene a meeting within 30 days in terms of this Terms of Reference or as soon as possible thereafter.
- 8.7.5. The proceedings at such a meeting of the Country Club Disciplinary Committee will comply with the principles of natural justice. A full record of the minutes of the meeting will be kept in the minute book.
- 8.7.6. Oral and/or written submissions to the Country Club Disciplinary Committee will be heard from any party connected to the proceedings. A member will be allowed representation of his choice.
- 8.7.7. After considering all the facts presented to the Country Club Disciplinary Committee, and after obtaining further information or testimony where required, the Country Club Disciplinary Committee will record its finding and recommendations in writing.
- 8.7.8. The parties to the complaint will be notified of the outcome of the hearing in writing within 14 days of the meeting.
- 8.7.9. If the outcome of the hearing was about the conduct of a Member of the Country Club:
 - 8.7.9.1. The Country Club Disciplinary Committee will have the authority to suspend or cancel membership.
 - 8.7.9.2. Any Member sanctioned with suspension of membership or exclusion from the Country Club will be precluded from all privileges of membership of the Country Club.

9. Right to Appeal

- 9.1. Any Member will have the right to appeal the finding of the Country Club Disciplinary Committee. This appeal will be adjudicated by an appeal body to be appointed by the Board of Directors of the SLHOA.
- 9.2. Notice of an appeal must be in writing and must be received by the Country Club Committee within three working days of the outcome of the disciplinary hearing having been delivered to the Member. Where a notice of appeal had not been submitted within the prescribed time period, the Member will be deemed to have accepted the finding of the Country Club Disciplinary Committee.

9.3. The appeal must be heard within 30 (thirty) days after receipt of the appeal notice and the Member will be notified of the outcome in writing within 14 (fourteen) days after the conclusion of the appeal hearing.

9.4. The decision of the appeal body will be final and binding.

10. Notices and Special Notices

The Country Club's notices to members will be displayed on the notice boards and/or via available electronic media or SMS. This posting will be regarded as sufficient notice to each individual member.

11. Restrictions

Any sub-sections of the Country Club will share information for discussion with the Country Club Committee. The Country Club Committee will not be authorised to adopt any decision that may have a material impact on the financial situation of the Club without prior Board approval.

12. Review of the Terms of Reference

The Country Club Committee will annually review the Terms of Reference to ensure that it remains relevant.

13. Acknowledgement of the Terms of Reference

The Terms of Reference of the SLCC is acknowledged and endorsed by the Chairperson of the Board of Directors.

Chief Executive Officer

Chairperson of the SLHOA Board of Directors

Date: _____

Date: _____

Annexure A

14. Honorary and Honorary Life Membership

There are two Honorary Membership categories.

14.1. Honorary Membership

14.1.1. Honorary Members are such members of the Silver Lakes Golf and Wildlife Estate and Golf Division who are:

14.1.1.1. especially distinguished sports personalities; or

14.1.1.2. persons who have rendered distinguished service to the Golf Club for the promotion and furtherance of the sport are, on the recommendation of the Golf Club Committee, elected as Honorary Members; or

14.1.1.3. Persons who have rendered distinguished service to the Silver Lakes Golf and Wildlife Estate, on the recommendation of the Country Club Committee or the Board.

14.1.2. Honorary Membership may be awarded for such period as the Golf Club Committee and Board determines.

14.2. Honorary Life Membership

14.2.1. Honorary Life Membership is the most prestigious award available to the Silver Lakes Golf Club and Silver Lakes Golf and Wildlife Estate. As such the nomination and award should be given careful consideration.

14.2.2. Honorary Life Membership is a special form of membership which may be bestowed upon any person whose services to the organisation of the Silver Lakes Golf Club and Silver Lakes Golf and Wildlife Estate is agreed to have been sufficiently meritorious. Nominations for Life Membership can be submitted to the Golf Club Chairperson, along with an appropriate support statement specifically detailing the nominee's involvement within the organisation of golf or the Estate. Contributions must be submitted in writing to the Golf Committee or, in the case of a Silver Lakes Golf and Wildlife Estate participant, to the Country Club Committee. The recommendations of the two Committees will be referred to the Board of Directors for final approval.

14.3. Nomination Criteria

14.3.1. Honorary or Life Membership may be recommended for any highly meritorious contribution to golf or Estate activities.

14.3.2. Types of contributions that could be rewarded:

14.3.2.1. The nominee has made a significant contribution to the management of the organisation of the Silver Lakes Golf division or Silver Lakes Golf and Wildlife Estate over an extensive period.

- 14.3.2.2. The nominee has made a significant contribution to the success of the Silver Lakes Golf division or Silver Lakes Golf and Wildlife Estate over an extensive period in an individual or team capacity.
- 14.3.2.3. The nominee has made a significant contribution to the sport as a coach/trainer over an extensive period.
- 14.3.2.4. The nominee has made a significant contribution to the sport through an association such as sponsorship or any other major achievements.
- 14.3.2.5. The nominee has made a significant contribution to the Silver Lakes Golf and Wildlife Estate outside the sport activities.
- 14.3.2.6. In the event of the registration in the future of other sport divisions within the HOA, the criteria will be the same as above.

14.4. Nomination

The nomination must be made in writing. This nomination will form the basis of the citation to be awarded the symbol of Honorary or Life Membership as determined from time to time.

14.5. Process to be followed

Upon receipt of any nominations for Honorary or Life Membership, the SLHOA Board will consider the application for the final reward referred by the Golf Club Committee or Country Club Committee.

14.6. Symbol of Award

The symbol of this award will be a photo (or such object as may be determined from time to time) and the citation in a format suitable for framing, which will be presented to approved recipients at a ceremony determined by the HOA Board.