



South African Guild of Motoring Journalists

CONSTITUTION

Including proposed amendments up to and including the 2018 AGM

This Constitution supersedes any previous constitution and shall be subject to such amendments as may be made from time to time.

1. **NAME**

1.1 The name of the organisation is the South African Guild of Motoring Journalists (abbr. SAGMJ) hereafter referred to as “the Guild”.

2. **AIMS and OBJECTIVES**

2.1 The aims and objective of the Guild are to:

2.1.1 Endeavour constantly to achieve the highest possible standards of motoring journalism.

2.1.2 Enhance and protect the integrity of the profession;

2.1.3 Encourage greater general awareness of the significance of motoring, road safety, motorsport, and the motor industry;

2.1.4 Focus on and promote the interests of motoring consumers.

2.1.5 Recognise with appropriate awards examples of excellence and noteworthy achievements in motoring, especially those which further the aims of the Guild;

2.1.6 Seek improved efficiencies for working motoring journalists; and

2.1.7 Establish links with fellow motoring journalists and like organisations around the world.

3. **NOT FOR PROFIT**

3.1 The Guild will also:

3.1.1 Never seek to achieve these aims by means of any activities which result in the making or accrual of profit of any kind.

3.1.2 The Guild will not carry on any profit making activities; or participate in any business, profession or occupation carried on by any of its members, or provide any financial assistance, premises, continuous services or facilities to its members for the purpose of carrying on any business profession or occupation by them.

3.1.3 Always only use accumulated funds of any kind solely for the furthering of its aims as outlined.

- 3.1.4 Never distribute accumulated funds to any of its members or other persons in any way
- 3.2 Funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or in securities listed on a licensed stock exchange as defined in the Stock Exchange Control Act, 1985 (Act no. 1 of 1985).
- 3.3 Should the Guild ever cease to operate, be dissolved, or be liquidated, the remaining assets will be given or transferred to another organisation with objectives similar to those of the Guild and which is itself exempt from income tax in terms of Section 10 (01)(cB)(i)(ff). The winding up processes will not in any way be used as an opportunity to distribute funds or profits or assets to members or any other persons.
- 3.4 The financial activities of the Guild will be subjected to an annual independent audit.

MEMBERSHIP AND APPLICATION FOR MEMBERSHIP

- 3.5 The Guild has three kinds of Membership:
 - 3.5.1 “Full Members” are those who work actively in motoring journalism which is their primary source income.
 - 3.5.2 “Associate Members” are those individuals or companies not directly and actively making inputs to motoring journalism, but who have an interest in motoring and wish to be associated with the Guild and its Members.
 - 3.5.3 “Affiliate Members” create motoring content, but not as their primary source of income.
- 3.6 Approval or rejection of applications for membership to the Guild shall be made by the Guild Committee whose decisions on these matters will be final and without need for explanation.
- 3.7 ***Full, Associate and Affiliate Members:***
 - 3.7.1 Applications for membership must be proposed and seconded by Full Members who know the applicant and believe him to be a good and valid candidate in terms of this Constitution.
 - 3.7.2 All applications must be evaluated by the Guild’s Committee in a meeting to ensure all qualifications are met before displaying the names to the membership of the Guild for information and comment.
 - 3.7.3 After giving consideration to any comment received or if no comment has been made, the Committee can accept or decline the membership application at its next meeting.
 - 3.7.4 On acceptance, all new Full Members will be on probation until they have satisfied the Committee of their intention of continuing in motoring journalism as well as on the level of their advanced driving skills.
 - 3.7.5 The recognition of driving skills can be waived if the Committee is satisfied the applicant does not require to drive as part of his motoring journalism work.

3.8 **Corporate Membership:**

- 3.8.1 Corporate Membership of the Guild is a mechanism created to assist in the provision of annual funds for the Guild and its activities.
- 3.8.2 Membership applications are by invitation of the Committee which determines the monetary level of participation (Gold, Silver or Bronze), as well as the benefits and privileges then accorded to paid up and approved corporate membership companies.

4. **FELLOWSHIP OF THE GUILD**

- 4.1 The Guild may choose to recognise persons who have dynamically demonstrated an exceptional and enduring interest in motoring journalism either in furthering some of the aims of the Guild, or in other ways. This highest recognition can be demonstrated by declaring such persons as Fellows of the Guild.
- 4.2 Fellows must be proposed and seconded by Full members of the Guild, must have acknowledged and accepted those nominations, and the proposer and seconder must table and motivate the proposal for the Fellowship at a General Meeting of the Guild where voting members at the meeting must then approve the proposal by a two-thirds majority in a secret ballot.
- 4.3 Fellowship of the Guild will terminate only on the death of the Fellow, or if at least two-thirds of the voting members accept a recommendation from the committee for the termination of the Fellowship of the Guild.

5. **RETIRED MEMBERS**

- 5.1 Members who go into retirement, are retrenched or who reduce their direct motoring journalism activities for similar reasons, can be declared Retired Members by the Guild Committee.

6. **REQUIREMENTS FOR MEMBERSHIP**

- 6.1 Individuals can only become or remain Full Members of the Guild if they:
 - 6.1.1 Make regular, significant and current contributions to motoring journalism and have done this for a minimum of a year and seem likely to continue doing so.
 - 6.1.2 Hold a current car driver's licence for use in South Africa and also have met the high standard of driving skills expected of them by the Guild.
 - 6.1.3 Agree to abide by this constitution; and
 - 6.1.4 Are up to date with all subscription payments.

7. **EQUAL STATUS, VOTING RIGHTS**

- 7.1 Except in respect of voting rights, all members have equal status in the eyes of the Guild.
- 7.2 Only Full Members and Fellows in good standing have Guild voting rights in terms of this Constitution.

8. **MEMBER ACTIVITIES**

- 8.1 Motoring journalism is the work of those who observe and monitor motoring occurrences and present them to wider audiences through different routes and a variety of media.
- 8.2 The Guild identifies these different types of motoring journalism and describes which of the listed activities apply to each Full Member.
- 8.3 This process is specifically applied without inference of rating or grading of the areas of expertise, or the Members to whom they apply.
- 8.4 The Guild publishes these activities from time to time and reviews them at least once a year for additions and deletions.
- 8.5 The activities are indexed in the Guild's "Blue Book" to provide readers a guide to knowing what individual Members do.

9. **DIRECTION AND MANAGEMENT OF THE GUILD**

- 9.1 Guild Members take all major decisions relating to the policy and direction of the Guild, and monitor its performance relative to its Constitution.
- 9.2 As part of this process Guild Members elect an executive and a Committee comprising Full Members in good standing to handle its day to day business.
- 9.3 This Committee can lay down rules and procedures to give effect to the requirements of this Constitution, which is an expression of what the Members want their Guild to do.
- 9.4 Guild members exercise their powers through the Annual and General meetings and the Committee governs through its regular meetings and by appointing sub-committees and/or contracting suppliers to perform specific tasks.
- 9.5 The Committee remains responsible at all times to its Members who vote to approve its actions in Annual or General meetings.

10. **COMMITTEE STRUCTURE**

- 10.1 The committee is structured with an executive consisting of the chairman, vice-chairman, honorary secretary, treasurer, membership portfolio chair, and at least three and not more than seven elected ordinary committee members.
- 10.2 The executive committee members (chairman, vice-chairman, honorary secretary, treasurer, and membership) have the power to take decisions between committee meetings when necessary, but these actions must be tabled for ratification at the next available meeting of the full committee.
- 10.3 Elected Committee Members are required to attend committee meetings regularly and may be suspended or asked to resign from the committee if, without prior permission from the Chairman, they miss three consecutive meetings.

- 10.4 The Committee may appoint standing or ad hoc sub-committees and regional sub-committees, and may co-opt Full Members or others to serve on the main committee or any sub-committees.
- 10.5 The Committee can invite one Associate Member to attend meetings to represent the interests of Associate and Corporate Members.
- 10.6 A membership portfolio must be appointed and form part of the executive committee. This portfolio will work closely with the honorary secretary to provide administrative support to the chairman, vice-chairman, treasurer and the Guild office to assist with membership compliance.

11. **COMMITTEE RULES**

- 11.1 To provide quality management of the Guild the members select a Committee with a mixture of newcomers and experience. To achieve this, the Committee keeps half of its members for two consecutive terms of office and annually seeks new members. There is also planned leadership succession. These elements are embodied in these Committee Rules which form part of this Constitution.
- 11.2 ***The Chairmanship***
 - 11.2.1 The Chairman of the Guild shall step down at the end of each year of office, but may accept nominations for re-election, joining any other nominations that might be received for the position.
 - 11.2.2 If he is not going to be available for re-election, the Chairman shall endeavour to give the Committee a minimum of three months' notice of this fact.
 - 11.2.3 When it is known in advance that the Chairmanship will change, the Committee shall ascertain the availability of the vice-Chairman or other suitable candidate for the vacated position and generate a nomination for the position to join any other nominations that might be received.
- 11.3 ***The President***
 - 11.3.1 Upon retirement from the position, the Chairman shall become the President of the Guild and shall hold that office until replaced by the next retiring Chairman.
 - 11.3.2 If a current Chairman is removed from office the President at that time will be asked to remain in office until the next Chairman in good standing retires from office.
 - 11.3.3 If there is ever an occasion when the Guild has no President, the Committee shall decide on who will carry out prescribed Presidential duties.

- 11.3.4 The President's duties include representing the Guild on ceremonial occasions and taking the chair at AGM's and other general meetings during elections for the Guild Committee.
- 11.3.5 The position is non-executive in the Committee, where the President may attend meetings at his own discretion, and he will carry a casting vote.

11.4 Succession

- 11.4.1 The President must also draw up and endorse a document calling for nominations for the Guild Committee, which accompanies the notice of meeting and agenda for the Guild's Annual General Meeting.
- 11.4.2 This document will identify those Executive and Committee members who do not have to step down from the Committee, those who must step down but are available for nomination for re-election, and those who must step down and are not available for a further term.
- 11.4.3 No member of the Committee will serve for longer than two consecutive years without stepping down and either offering himself for re-election or not.
- 11.4.4 The President's decisions in these matters will be final. If there is no President, or the President is unavailable to compile this document, it will be composed by a previous President of the Guild, or a Fellow requested to do so by the Committee.

12. DUTIES AND POWERS OF THE COMMITTEE

- 12.1 When the committee is elected by Guild members, it is mandated at that time to carry out certain duties and have certain powers which include:
 - 12.1.1 Meeting at least every eight weeks and giving focused attention to all current Guild affairs;
 - 12.1.2 All Executive Committee/Ordinary Committee meeting must be either minuted or have summary meeting notes taken and these need to be produced and tabled for approval at the start of each subsequent meeting.
 - 12.1.3 Examining, handling and accepting or rejecting properly completed, proposed and seconded membership applications;
 - 12.1.4 Establishing subscription and entry fees subject to the approval of voting Members in an annual or ordinary general meetings before implementation;
 - 12.1.5 In special circumstances waiving or reducing subscriptions or fees payable by individuals or categories of membership subject to approvals by Members at an annual or ordinary general meeting. (Fellows and Retired Members of the Guild are not compelled to pay subscription fees);

- 12.1.6 Opening and operating banking and savings accounts;
 - 12.1.7 Negotiating sponsorships and entering into contracts that benefit Guild activities without compromising its name or the integrity of its members;
 - 12.1.8 Running one or more Guild offices and employing the necessary staff for the benefit of its members;
 - 12.1.9 Providing members with membership cards and other insignia to identify them as members of the Guild;
 - 12.1.10 Arranging benefits that are exclusive to Guild members; and
 - 12.1.11 Arranging competitions and making awards to its members and to others provided these further the Guild's aims.
- 12.2 The committee is also required to:
- 12.2.1 Maintain and keep monthly accounts.
 - 12.2.2 Appoint auditors subject to Members' approval who will provide an annual audit of the Guild's income, expenditure and reserves.
 - 12.2.3 Annually select three members from the executive and the committee to have signing powers for the Guild's banking and savings accounts, and to arrange for all payment requisitions and cheques to be signed by any two of these three appointed members.
 - 12.2.4 Table for approval by Guild members at the Annual General Meeting, at least the following items:
 - 12.2.4.1 A Chairman's report covering Guild activities for the year under review;
 - 12.2.4.2 The independently audited accounts of the Guild;
 - 12.2.4.3 A separate report on the Guild's finances including a budget giving the committee's view on the financial needs of the Guild over the following three years;
 - 12.2.4.4 Recommendations on the level of subscription dues and entrance fee for all categories of membership;
 - 12.2.4.5 A report on the outcome of the compulsory annual review of the validity of membership;
 - 12.2.4.6 Recommendations on the appointment of auditors;
 - 12.2.4.7 Other AGM agenda items for which due notice has been given.

13. **MEMBERSHIP FEES, TERMS OF PAYMENT AND CONDITIONS**

- 13.1 Subscription and entrance fees for all types of membership and the period of the subscription year are determined by the Committee and must be ratified by Voting Members in an Annual General Meeting or in Ordinary General Meetings where subscription matters are on the agenda.

- 13.2 Subscriptions to the Guild are payable in advance and will be invoiced in the last month of the preceding subscription year and become due and payable in the first month of the year of membership.
- 13.3 Statements will be sent to all who have failed to pay at the end of the first month.
- 13.4 The membership of any Full Member, Member still on probation, Associate or Corporate member who has not paid subscriptions due by the end of the third month of the current subscription year, will lapse automatically.
- 13.5 A complete or partial list of lapsed members may be published to the membership at the committee's discretion.

14. **PRESCRIPTIONS**

- 14.1 Notice periods, quorums, attendance at meetings: To enhance attendance, assist in preparation and for the sake of good communication, there are a number of notice periods and numerical and timing prescriptions that are requirements of this constitution. These include:
 - 14.2 *AGM's and other General Meetings*
 - 14.2.1 Annual General Meetings must be held in the second quarter of each calendar year (from April to June inclusive).
 - 14.2.2 21 days' notice must be given to members of the date, time, venue and content of Annual General Meetings.
 - 14.2.3 14 days' notice must be given to members of the date, time, venue and content of other General Meetings which may be called by the Committee or on the collective written request of at least five voting members.
 - 14.2.4 Seven days written notice of ordinary motions for the agenda of Annual or General Meetings are required.
 - 14.2.5 A quorum for Annual and Ordinary General Meetings shall be 20 percent of the total number of voting members in the Guild as reported at the time of the meeting. Half of the number of written and signed proxy forms can be counted towards a quorum.
 - 14.2.6 If a quorum is not achieved the meeting shall be postponed for 14 days and all voting members in good standing will constitute a quorum, regardless of their total number at the deferred meeting.
 - 14.2.7 Voting will be conducted by a show of hands unless a request for a secret ballot has been accepted by at least one fifth of the Voting Members at the meeting.
 - 14.2.8 Written and signed postal votes will be accepted on specific issues, as will proxy votes, provided the Chairman can be satisfied that the proxy holder has a clear mandate from the absent voting Member.

14.3 *Prescriptions for the Executive Committee*

- 14.3.1 Executive Committee meetings must be held at least once every eight weeks.
- 14.3.2 **Notice of Executive Committee meetings** (Agenda) including venue, date and time must be given at least seven days prior to the meeting taking place.
- 14.3.3 A quorum shall constitute 50% of the Executive Committee members plus one.
- 14.3.4 In regard to (15.3.3) above 40% of the quorum may consist of proxies of the voting members of the Executive Committee.
- 14.3.5 Where a quorum cannot be formed within 20 minutes of the scheduled time of the Executive meeting the members of good standing that are present may decide to wait another 10 minutes to constitute a quorum.
- 14.3.6 After the expiry of the agreed upon time limit the Executive Committee meeting may be postponed to a suitable time and date as decided by the members present.
- 14.3.7 That in regard to (15.3.5) above the members present at the time and date decided above will constitute a quorum and all decision taken at the meeting will be legal and binding.
- 14.3.8 Voting will be conducted by a show of hands unless a request for a secret ballot has been accepted by at least one fifth of the Voting Members at the meeting.
- 14.3.9 Written and signed postal votes will be accepted on specific issues, as will proxy votes, provided the Chairman can be satisfied that the proxy holder has a clear mandate from the absent voting Member.

14.4 *Nominations, elections*

- 14.4.1 Only voting Members in good standing may vote at meetings.
- 14.4.2 Annual and Ordinary General Meetings shall be open to all voting and non-voting members of the Guild in good standing who have signed an attendance register.
- 14.4.3 On a proposal from the Chairman approved by the majority of the voting members present, non-voting Associate and Corporate Member representatives may be requested to leave the meeting whilst certain subjects are being discussed and resolved.
- 14.4.4 Valid nominations for executive office bearers and committee vacancies must be lodged 14 days before Annual General Meetings and seven days before Ordinary General Meetings at which elections will be held.
- 14.4.5 Nominations will only be valid if they have the signature of the proposer and seconder and the signature confirming the acceptance of the nomination from the nominee.

- 14.4.6 The names and positions intended for all those nominated shall be circulated prior to the appropriate meetings and also be made available to all voting members attending the meetings.
- 14.4.7 If sufficient valid nominations have been received by the prescribed time, no further nominations will be accepted at the appropriate meeting. If insufficient nominations have been made, the Chairman is required to call for proposers and seconders for additional nominations at the meeting itself.
- 14.4.8 Elections shall be held whenever there are more nominations than vacancies.

14.5 *Prescriptions for all other Committee meetings constituted by the Executive Committee*

- 14.5.1 All Committee meetings including all Ad-Hoc Committees may be held at a time and date and for a period as determined by the Executive Committee.
- 14.5.2 **Notice of these Committee meetings** (Agenda) including venue, date and time and content to be discussed must be given at least seven days prior to the meeting taking place.
- 14.5.3 A quorum shall constitute 50% of the elected Committee members plus one.
- 14.5.4 In regard to (15.3.3) above 50% of the quorum may consist of proxies of the voting members of the Executive Committee.
- 14.5.5 Where a quorum cannot be formed within 20 minutes of the scheduled time of the Executive meeting the members of good standing that are present may decide to wait another 10 minutes to constitute a quorum.
- 14.5.6 After the expiry of the agreed upon time limit the Executive Committee meeting may be postponed to suitable time and date as decided by the members present.
- 14.5.7 That in regard to (15.3.5) above the members present at the time and date decided above will constitute a quorum and all decision taken at the meeting will be legal and binding.
- 14.5.8 All decisions/recommendations taken by the Committee must be submitted to the first Executive Committee meeting thereafter for Approval.
- 14.5.9 Voting will be conducted by a show of hands unless a request for a secret ballot has been accepted by at least one fifth of the Voting Members at the meeting.
- 14.5.10 Written and signed postal votes will be accepted on specific issues, as will proxy votes, provided the Chairman can be satisfied that the proxy holder has a clear mandate from the absent voting Member.

14.6 *Amendments to the Constitution*

- 14.6.1 Properly proposed and seconded motions for changes to the Constitution must be lodged with the Guild Office 21 days before being put to the voting membership for approval by a two-thirds majority of voting members attending the Annual or Ordinary General Meeting.
- 14.6.2 Such proposals, together with a brief motivation for making them, shall be circulated to the voting membership not less than 14 days before the meeting where they will be tabled to the voting Members.
- 14.6.3 Any proposed amendments to the Constitution will also be submitted to the Commissioner for Inland Revenue for approval prior to presenting it to the members for acceptance.

14.7 *Definitions, interpretations*

- 14.7.1 "Notice given to the Guild" is considered given when the written statement addressed to the Secretary of the Guild is recorded as having reached the Guild Office.
- 14.7.2 "Notice given to members" is considered given on the day on which the information is dispatched to members.
- 14.7.3 Throughout this Constitution any word seeming to convey one gender only is intended to convey all other genders and singulars shall include plurals.
- 14.7.4 Although other language versions may be made available where necessary and practical, this Constitution was composed in English and the English version shall be regarded as authoritative.
- 14.7.5 "Full Members" and "Fellows" (also referred to as "Voting Members"), "Associate Members", "Corporate Members", and "Retired Members" are as defined. When "members" is used without uppercase, reference is to all types of members of the Guild.
- 14.7.6 "Members in good standing" means members whose subscription payments are up to date, owe no other moneys to the Guild, and are not subject to any suspension from membership.

15. **CONDUCT OF MEMBERS**

- 15.1 The Guild expects a high standard of professional conduct and an acceptable standard of general behaviour from all its individual members.
- 15.2 Each member of the Guild is required to ensure that neither the name of the Guild nor of its members is brought into disrepute either by their own direct actions or utterances, or by inference and innuendo.
- 15.3 The Guild acknowledges the right of all its Members to freedom of expression in motoring journalism.

- 15.4 There will be a zero-tolerance policy regarding members making potentially inflammatory statements or comments, made verbally, in writing, on social media, or any other platform, relating to race, gender, religion or sexual orientation, or any matter that could adversely affect the Guild or the motoring industry.

DISCIPLINARY ACTION

- 15.5 Written communications reporting a conduct transgression by a member of the Guild can be addressed to Guild office and/or the Chairman.
- 15.6 The Vice Chairman, Membership portfolio and the Honorary Secretary will be automatically included in the reporting of any pending disciplinary processes, particularly where race, gender, religion or sexual orientation is concerned. The onus of any disciplinary action does not rest solely with the Chairman.
- 15.7 Once a pending matter is reported a disciplinary committee of at least three committee members will be formed. Usually such a committee would be chaired by the Chairman or Vice Chairman.
- 15.8 To encourage its audience to report incidents of misconduct, the Chairman can on request of the complainant, and at his own discretion, maintain the confidentiality of the source of a single complaint until more than one similar incident about the same member is received.
- 15.9 After proper consideration of such complaints and allowing the parties access to a hearing or hearings before the whole or part of the Committee with other inputs if required, the Committee can decide there has been a transgression and take disciplinary steps against the member concerned.
- 15.10 The mildest disciplinary action available to the Committee will be to inform the member of the Guild's displeasure. The most severe action will be to expel the member from the Guild.
- 15.11 Where the Committee decides on a sanction other than the mildest form of sanction available, that of the Member being notified of the Guild's displeasure at the actions of the Member, the Member concerned shall be notified of the Guild's findings and the proposed sanction. At this time a period of 14 (fourteen) days shall be allowed for the member concerned to lodge an appeal against the sanction. This appeal will only be heard if the member concerned is able to introduce new and relevant information to the disciplinary process in mitigation of the sanction recommended by the committee. Only once this process of appeal has been finalised will the findings and relative sanction be notified to the full membership.
- 15.12 A member who has been expelled from the Guild may re-apply for membership one year later following the procedures laid out in this Constitution.

15.13 Any disciplinary action taken must be communicated to the full membership of the Guild, unless the member has chosen to resign from the Guild prior to the implementation of the disciplinary action.

15.14 The decision of the Committee on all disciplinary matters shall be final.

16. **THE GUILD'S BENEVOLENT FUND**

16.1 In 1987 the Guild established the SAGMJ Benevolent Fund (also described as the "Ben Fund") with its own Constitution. Copies of this separate Constitution are available to members of the Guild of Motoring Journalists on request.

16.2 A summary of the main points of that Constitution can be expressed thus:

16.2.1 The purpose of the Ben Fund is to provide relief to members of the Guild, former members, or closely related people.

16.2.2 The Ben Fund is administered entirely by Trustees appointed by the Guild Committee.

16.2.3 The anonymity of individual recipients of relief from the Fund is protected at all times.

16.2.4 The Fund derives its income from donations, proceeds of functions, bequests and levies on the Guild's membership recommended by the Guild Committee and approved by Guild Members.

16.2.5 At no time will Guild income flow from the Guild to the Ben Fund, and payments from the Ben Fund to Guild members, former members or closely related people will only be to provide relief from distress as reflected in the purpose of the Ben Fund.

16.2.6 Funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or in securities listed on a licensed stock exchange as defined in the Stock Exchange Control Act, 1985 (Act no. 1 of 1985).

16.2.7 The accounts of the Ben Fund are audited by a separate firm of auditors appointed by the Trustees in consultation with the Guild Committee.

16.2.8 Copies of the Fund's audited accounts are tabled annually with the Committee and are available on request to Members of the Guild.

16.2.9 The Ben Fund may be dissolved if at least two-thirds of the voting Members of the Guild in good standing voting at a General Meeting convened for the purpose, are in favour.

16.2.10 Should the Ben Fund ever cease to operate, be dissolved, or be liquidated, the remaining assets will be given or transferred to another organisation with objectives similar to those of the Fund and which is itself exempt from income tax in terms of Section 10 (01)(cB)(i)(ff).

16.2.11 The winding up processes will not in any way be used as an opportunity to distribute funds or profits or assets to members or any other persons, except to those who had already qualified for disbursements in terms of the Ben Fund's Constitution prior to dissolution