



CONSTITUTION OF
PORT OWEN YACHT CLUB
INSTITUTED 1985

Version approved July 2023

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DEFINITIONS

In this Constitution and any byelaws thereunder, unless the context indicates otherwise:

- the singular shall include the plural and vice versa;
- address shall mean email address unless the context clearly indicates otherwise;
- “senior flag officer” shall mean the Commodore or, failing whom, the vice-Commodore.

1. NAME

The name of the Club shall be **PORT OWEN YACHT CLUB**, hereinafter referred to as the Club.

2. OBJECTS

The objects of the Club shall be:

- 2.1. the promotion of water-based activities on St Helena Bay and adjacent waters among all communities;
- 2.2. the provision of facilities and Club based activities focused on members within the St Helena Bay area;
- 2.3. the promotion of good seamanship amongst members;
- 2.4. the support of bodies and organizations that can help further the Club's objects;
- 2.5. the performance of all such other activities as are incidental or conducive to the attainment of the above objects or any number of them.

3. MEMBERSHIP

The membership of the Club shall consist of:

3.1. Paying members

3.1.1. Family Member:

This class of membership entitles two persons and any minors under the age of 18 (eighteen years) living in the same household to hold a joint membership of the Club.. Both persons shall have the rights

and privileges accorded to members of the Club, including the right to vote at general meetings and to sit on the general committee, and the minors shall be treated as junior members.

3.1.2. Single Member:

This class of membership entitles any person over the age of 18 (eighteen) years to be a member of the Club and have the rights and privileges accorded to members of the Club, including the right to vote at a general meeting and to sit on the general committee.

3.1.3. Country Member:

This class of membership entitles any person who resides permanently more than 200 kilometers from Port Owen Marina to be a country member of the Club and to have the rights and privileges accorded to members of the Club including the right to vote at general meetings but excluding the right to sit on the general committee.

3.1.4. Junior Member:

This class of membership entitles any person under the age of 18 (eighteen) years, or a person over the age of 18 (eighteen) years who is a bona fide full time student at an educational institution, or is an apprentice or trainee to be a member of the Club and have the rights and privileges accorded to members of the Club, except the right to vote at a general meeting or to sit on the general committee. No entrance fee is payable for this class of membership. Upon reaching the age of 18 (eighteen) years or, if over 18, ceasing to be a student or upon reaching the age of 25 (twenty-five) years, whichever is sooner, such member shall rank as a single member.

3.1.5. Corporate Member:

This class of membership shall comprise municipal or public authorities, companies or businesses which shall be entitled to nominate up to five representatives, each of whom shall have membership status similar to that of single members except that the corporate member may have only one vote at a general meeting, and may not sit on the general committee.

3.1.6. Temporary Member:

3.1.6.1. This class of membership shall consist of persons:

- visiting Port Owen Marina and wishing to use the Club's facilities during the duration of their visit;
- participating in a regatta or function organized or hosted by the Club;

3.1.6.2. Temporary membership shall be granted for a period of 1 (one) month which may be extended, at the discretion of the general committee, in 1 (one) month periods up to a maximum of 6 (six) months, after which the person involved will be expected to apply for full membership of the appropriate class.

3.1.6.3. Temporary members shall be entitled to make use of the Club's facilities, subject to the provisions of the byelaws of the Club, but may not vote at general meetings nor may they sit on the general committee.

3.1.7. Absentee Member:

This class of membership entitles a current member to retain membership of the Club, at a reduced subscription, whilst that member is resident outside the boundaries of South Africa. The terms and conditions for this shall be determined by the general committee on application by the member in

advance of such absence. Absentee members are entitled to vote by proxy at general meetings., but may not sit on the committee.

3.1.8. Entrance fees and subscriptions:

- 3.1.8.1. Entrance fees and subscriptions shall, for the above categories of membership, be determined by the general committee in terms of the roles and responsibilities of the general committee.
- 3.1.8.2. Entrance fees and subscriptions will be approved by members at a Special General Meeting or the Annual General Meeting.
- 3.1.8.3. The general committee shall be entitled on good cause shown to reduce the subscription and/or entrance fee payable by any member for such period and upon such terms as the general committee may decide.

3.2. Non-paying members

3.2.1. *Provisional member.*

- 3.2.1.1. This class of membership shall consist of persons:
 - 3.2.1.1.1. wishing to join the Club but who are unable to do so because they have not known members for a sufficient length of time who can propose and second their application; or

3.2.1.1.2. who have applied for membership and whose application is pending approval by the general committee.

3.2.1.2. Provisional membership shall be granted once only for a non-renewable period of three months, during which period the person involved will be expected to apply for full membership of the appropriate class.

3.2.1.3. Provisional members shall be entitled to make use of the Club's facilities, subject to the provisions of the byelaws of the Club, but may not vote at general meetings nor may they sit on the general committee.

3.2.2. *Honorary Life Member:*

3.2.2.1 This class of membership shall consist of persons who have rendered distinguished service to yachting or the Club and may be awarded by the general committee subject to approval at a general meeting.

3.2.2.2 Nominations, including motivations, may be made by any Club member, in writing, to the secretary at least 7 days before the last general committee meeting before the Annual General Meeting. The nomination must be seconded by at least 5 Club members in good standing. Although awarded by the general committee, it will be approved and conferred at the Annual General Meeting.

3.2.2.3 Honorary life members shall have the rights and privileges accorded to members of the Club, including the right to vote at general meetings and to sit on the general committee. The spouse of an honorary life members shall have the same rights and privileges as a family member during the membership of such honorary life member, and after the honorary life members' death, at the general committee's discretion.

3.2.3. *Honorary Member:*

This class of membership shall consist of persons, not normally members of the Club, who have been granted such membership by the general committee for no more than one year at a time, for good cause shown. Such members shall have the rights and privileges of membership except the right to vote at a general meeting or to sit on the general committee. The spouse of an honorary member shall have the same rights and privileges as a family member during the membership of such honorary member, except where such rights and privileges exceed those accorded to such honorary member.

3.2.4. *Reciprocity Member:*

This class of membership shall consist of members of other yacht clubs with whom the Club has a reciprocity agreement, and who shall be entitled to make use of the Club's facilities, subject to the provisions of the byelaws of the Club, for such time as the general committee deems appropriate, before being required to apply for membership of the Club. Reciprocity members may not vote at a general meeting, nor may they sit on the general committee of the Club.

4. ELECTION TO MEMBERSHIP

- 4.1. A person wishing to join the Club shall be proposed by a single, family or honorary life member and seconded by another such member, both of whom shall have been members for not less than 6 (six) months, and shall apply in such manner and furnish such information as the general committee may determine from time to time, provided that this provision shall not apply to a person wishing to join as a temporary member, who shall do so in such manner as the general committee may determine from time to time.

- 4.2. All proposals for membership, other than those for temporary membership, shall be posted on the Club notice board for a period of not less than 14 (fourteen) days prior to being considered by the general committee. Any member having any information considered relevant to such proposal shall be entitled to bring such information to the attention of the general committee within such 14 (fourteen) day period.
- 4.3. Responsibility for the acceptance of members shall be vested in the general committee. The general committee shall not be obliged to furnish reasons for any decision. A rejected candidate may not be re-proposed for at least 12 (twelve) months after their rejection.
- 4.4. Any person accepted as a member of the Club shall be bound by the Constitution, rules and byelaws of the Club.
- 4.5. Every member shall cause their address and contact details or any change thereof to be recorded with the secretary.
- 4.6. Any member, other than an honorary life, honorary, temporary or reciprocity member, wishing to transfer from one class of membership to another, may do so on application to the general committee without the need of again complying with Clause 4.1.
- 4.7. No member shall have any right, title or interest in or to the property or funds of the Club.
- 4.8. A member shall cease to be a member:
 - 4.8.1. upon death;
 - 4.8.2. upon written resignation received by the secretary or general committee;

4.8.3. upon conviction of the member by a court of law of an offence considered sufficient reason by the general committee, provided that in either case the general committee may reinstate the member subject to such conditions as it deems fit on application for such reinstatement; or

4.8.4. if membership is terminated in terms of any other provision of this Constitution.

5. GENERAL MEETINGS:

5.1. Annual General Meetings:

5.1.1. The Annual General Meeting of the Club shall be held each year on such date as the general committee may determine, for the purposes of:

5.1.1.1. presentation of the annual report of the Commodore;

5.1.1.2. presentation of financial statements;

5.1.1.3. approval of the budget for the forthcoming financial year;

5.1.1.4. approval of the entrance fees and subscriptions for the ensuing subscription year if necessary in accordance with the provisions of Clause 9;

5.1.1.5. Election of

5.1.1.5.1. The Commodore;

5.1.1.5.2. a President;

- 5.1.1.5.3. two Trustees
 - 5.1.1.5.4. Vice-Commodore and Rear Commodore(s);
 - 5.1.1.5.5. two members as Director and Alternate Director, on the Port Owen Marina Authority Board. Such members shall serve on the Port Owen Yacht Club committee as general committee members. Note that for this purpose flag officers may be elected as the representatives;
 - 5.1.1.5.6. additional members of the general committee for the ensuing year to ensure that the committee has at least 9 elected members;
 - 5.1.1.6. Approving the agreed-upon procedures designed to ensure the accuracy and validity of the books of accounts;
 - 5.1.1.7. Discussing general business.
- 5.1.2. The notice of an annual general meeting shall be posted on the Club notice board, and sent to the last known address of each member, not less than 21 (twenty-one) days prior to the holding of such meeting. This notice shall include calling for nominations for the positions of President, Trustees, Commodore, Vice Commodore, Rear Commodores and general committee members.
- 5.1.3. The accidental omission to give notice of an annual general meeting to any member entitled to be present thereat shall not invalidate the proceedings of that meeting.
- 5.1.4. Nominations for positions shall be in writing, shall be signed by the proposer, seconder and the nominee, and shall be lodged with the secretary of the Club no later than 14 (fourteen) days before

the annual general meeting. Only voting members shall be entitled to propose or second such nominations.

- 5.1.5. Motions by members shall be submitted to the secretary not less than 14 (fourteen) days prior to the holding of the meeting. These shall include any motions to change the Constitution.
- 5.1.6. The relevant agenda and supporting documents, including financial reports and all nominations, shall be sent to the last known address of each member, not less than 10 (ten) days prior to the holding of such meeting.
- 5.1.7. The relevant agenda and all nominations shall be displayed on the Club notice board not less than 10 (ten) days prior to the holding of such meeting.
- 5.1.8. If no written nominations for a vacant position are received, the chair at an annual general meeting shall call for nominations from the voting members present. If no further nominations are then received, a vacancy shall be declared and Clause 6.9 shall apply.
- 5.1.9. A quorum shall consist of 20 (twenty) voting members present in person. No business shall be transacted at any annual general meeting unless a quorum is present, provided that if a quorum is not present within 30 (thirty) minutes of the time stipulated for the annual general meeting, the meeting shall stand adjourned to the same time, place and day the following week. If a quorum is still not present at the stipulated place and time, those present after a wait of 30 (thirty) minutes shall constitute a quorum.
- 5.1.10. The senior flag officer present, the President or one of the two Trustees (in that sequence) shall preside as chair at an annual general meeting, provided that the President or one of the Trustees shall preside as chair during the election of the Commodore. In the event that none of these officials are

available, the voting members present may appoint one of their number to act as chair until the new Commodore is elected.

5.2. Special General Meetings

5.2.1.A Special General Meeting of the Club:

- 5.2.1.1. may be called at any time determined by the general committee, stating the purpose of the meeting.
- 5.2.1.2. shall be called within 21 days of being requisitioned, in writing by a voting member with no fewer than 20 (twenty) voting members seconding, stating the purpose of the meeting.
- 5.2.1.3. shall be called at the request, in writing, of one, or both, Trustees stating the purpose of the meeting.

5.2.2.A special general meeting shall have the power to raise, discuss and decide only such specific matters as have been set out for consideration in the notice of such special general meeting.

5.2.3.The notice of a special general meeting shall include the relevant agenda and shall be posted on the Club notice board and sent to the last known address of each member not less than 14 (fourteen) days prior to the holding of such special general meeting.

5.2.4.A quorum for a special general meeting shall consist of 20 (twenty) voting members present in person, one of whom shall be a flag officer, the President, a Trustee or the requester of the meeting.

- 5.2.5.No business shall be transacted at a special general meeting unless a quorum is present, provided that if a quorum is not present at a special general meeting within 15 (fifteen) minutes of the time stipulated for the meeting, the meeting shall be abandoned and the procedure for calling a special general meeting repeated.
- 5.2.6.The senior flag officer present, the President, one of the two Trustees or the requester (in that sequence) shall preside as chair at a special general meeting.

5.3. Conduct of General Meetings

- 5.3.1.The chair may, with the consent of any general meeting at which a quorum is present, or if so directed by that general meeting, adjourn the general meeting, from time to time, and from place to place, but no business other than the business left unfinished at the general meeting at which the adjournment took place, shall be transacted at any reconvened general meeting.
- 5.3.2.In the event of a general meeting being postponed, notice of the postponed date for the general meeting shall forthwith be placed on the Club notice board as well as notifying all members by mailing to the last known address of the members. Quorum rules for a reconvened general meeting shall be as applicable to the original meeting.
- 5.3.3.Every voting member present in person at any general meeting shall have one vote. In the case of family members, each partner shall have one vote and corporate members one vote. Other classes of members may attend, and with the consent of the chair, address the general meeting, but shall have no voting rights.
- 5.3.4.A resolution put to the vote at a general meeting shall be decided by the voting members present in person on a show of hands, including proxy votes, save that the election of general committee members at annual general meetings shall be by ballot, including proxy votes.

- 5.3.5.A declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or rejected, and an entry to that effect in the book containing the minutes of the proceedings of that general meeting shall be conclusive evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of or against such resolution. In the case of an equality of votes, the chair of a general meeting shall be entitled to a second or casting vote.
- 5.3.6.Any voting member unable to be present in person at a general meeting shall have the right to appoint a proxy to vote in their stead, provided that such proxy is a voting member of the Club. The nominated proxy must present the Form of Proxy in the format prescribed by the general committee, duly completed, to the secretary prior to the commencement of the meeting.
- 5.3.7.If any dispute should arise at any general meeting in regard to the interpretation of the Constitution, the chair of the meeting shall rule thereon, provided that such ruling may be amended by a vote of at least two-thirds of the voting members present at a general meeting.
- 5.3.8.The Constitution may be amended at a general meeting of the members by a vote of at least two-thirds of those voting members present in person or by proxy, provided that notice of the general meeting and proposed amendments shall have been posted on the Club notice board and sent to the last known address of each member not less than 10 (ten) days prior to the holding of such general meeting.

6 GENERAL COMMITTEE

- 6.1 The affairs of the Club shall be managed by a general committee, which shall consist of:

- 6.1.1 the Commodore, who chairs the meeting and ensures that the functions of each committee member are carried out efficiently, timeously and effectively. The Commodore shall have a casting vote at all meetings,
 - 6.1.2 the Vice-Commodore, who shall have responsibility for water-based activities. The Vice also chairs the Sailing sub-committee of the general committee as well as the general committee in the absence of the Commodore,
 - 6.1.3 the Rear Commodore (house),
 - 6.1.4 the Rear Commodore (social),
 - 6.1.5 the Rear Commodore (finance),
 - 6.1.6 the immediate past Commodore as an ex-officio voting member,
 - 6.1.7 additional members as per 5.1.1.6 who shall manage such portfolios as the general committee shall decide upon from time to time.
- 6.2 All committee positions shall be honorary. (i.e. unpaid).
- 6.3 No member may serve as Commodore, Vice-Commodore, Rear Commodore (house) or Rear Commodore (social) for more than 4 (four) consecutive years without a break of at least 1 (one) year.
- 6.4 The general committee shall be elected annually at the annual general meeting from amongst members who have been members of the Club for at least 1 (one) year, provided that only members of South African Sailing may be elected as Vice-Commodore.

- 6.5 The general committee shall meet not less than once a month, unless circumstances dictate otherwise, and shall keep proper minutes of its proceedings.
- 6.6 A quorum of the general committee shall consist of at least 50% of its members, at least one of whom shall be a flag officer, provided that the President of the Club or one of the Trustees may act as a flag officer for the purpose of forming a quorum.
- 6.7 The Commodore shall chair general committee meetings. If the Commodore is absent, the Vice Commodore shall act as chair. If neither is in attendance, the person nominated by the Commodore to chair, or failing such nomination, nominated by the Vice Commodore, shall chair the meeting. The chair shall have a casting vote.
- 6.8 A general committee member shall cease to be a member of the committee when and if:
 - 6.8.1 they cease to be a member of the Club; or
 - 6.8.2 their written resignation from office is received by the committee; or
 - 6.8.3 they become insolvent or assign their estate for the benefit of creditors; or
 - 6.8.4 they are convicted in a court of law of any offence considered sufficient by the committee; or
 - 6.8.5 they absent themselves from 3 (three) consecutive meetings without first having obtained leave of absence, unless they furnish an excuse accepted by the general committee; or
 - 6.8.6 the general committee, by the decision of three-quarters of its members (excluding the member in question) resolves that membership of the general committee should terminate for good reason, provided that the affected general committee member shall have the right to be heard before such a

decision is taken and the right to appeal against such decision to a special general meeting of members convened for such purpose as defined in Clause 5.2.1.

6.9 Any vacancy occurring on the general committee during its term of office may be filled by co-opting a voting member of the Club to the vacant position. Members shall be informed of any such co-option as soon as practically possible. Such co-opted member shall hold office until the next annual general meeting provided that if a vacancy should occur in the office of Commodore or Vice Commodore, the co-opted member shall only hold office until the general committee can reasonably call a special general meeting for the purpose of electing a member to fill the vacancy. Nominations shall be called for as per Clause 5.1 above.

7 POWERS OF THE GENERAL COMMITTEE

7.1 The general committee shall be authorized to:

7.1.1 buy, sell, let, hire, exchange, transfer, receive by way of donation or otherwise, movable and immovable property, including debentures, stocks and shares;

7.1.2 raise loans, whether secured or unsecured, and to pass bonds over the movable and immovable property of the Club;

7.1.3 deal generally with the property and funds of the Club to serve the objects of the Club;

Provided that the Trustees will have overview of all transactions referred to in Clauses 7.1.1 to 7.1.3 and, should the Trustees determine that a transaction is of a major nature, they may require the general committee to seek the approval of the Club members in a general meeting.

7.2 The general committee shall have the power to:

- 7.2.1 determine the roles and responsibilities of each of the members of the general committee;
- 7.2.2 institute and defend legal proceedings in the Club's name and perform all legal functions as may be necessary;
- 7.2.3 make, amend and rescind byelaws not inconsistent with this Constitution for the regulation of the affairs of the Club. Any making, alteration or repeal of a byelaw by the general committee shall be posted on the Club notice board for a period of two weeks and shall become effective and binding on the lapse of such period.
- 7.2.4 co-opt additional members for the purpose of serving in a temporary capacity on the committee or any sub-committee;
- 7.2.5 appoint sub-committees, consisting of a convenient number of members, for any special purposes;
- 7.2.6 consider and decide applications for membership;
- 7.2.7 arrange terms of reciprocity with other Clubs should they consider it in the interests of the members;
- 7.2.8 determine the entrance fees and subscriptions payable from time to time by each class of member in accordance with the provisions of Clause 9; and subject to confirmation by members at the Annual General Meeting;
- 7.2.9 appoint a club manager who has the responsibility for the day-to-day running of the club;

- 7.2.10 appointment of a Secretary to the General Committee who has the responsibility of providing a Secretarial function to the General Committee;
 - 7.2.11 administer and manage the affairs of the Club in general;
 - 7.2.12 review decisions of the disciplinary sub-committee in terms of Clause 15.2 and to hear appeals in terms of Clause 15.3; and
 - 7.2.13 review decisions of the safety at sea sub-committee.
- 7.3 The general committee shall have the power to make rules relating to the conduct of its own proceedings and the proceedings of the Club in a general meeting, provided that any rules or byelaws so made may be amended by a vote of at least two-thirds of the general committee members present at a general committee meeting or the voting members present at a general meeting, and provided that these rules and byelaws are not in conflict with this Constitution.
- 7.4 If any dispute should arise at any general committee meeting in regard to the interpretation of the Constitution, the chair of the meeting shall rule thereon, provided that such ruling may be amended by a vote of at least two-thirds of the general committee members present at the general committee meeting

8 THE ROLE OF THE PRESIDENT & TRUSTEES

- 8.1 The President of the Club shall be elected at the annual general meeting. This is an honorary position and the President shall have the rights and privileges of membership provided that whilst chair of the annual general meeting, the President shall have a casting vote.
- 8.1.1 The spouse of the President shall have the same rights and privileges as a family member except where such rights and privileges exceed those accorded to the President.

- 8.1.2 Upon dissolution of the incumbent general committee at the annual general meeting, the President shall act as chair of the meeting until the new Commodore has been elected, provided that in the President's absence, one of the Trustees may act as chair.
 - 8.1.3 The President is entitled, but not obligated, to attend meetings of the general committee and may participate in the deliberations but may not vote.
 - 8.1.4 In the event that, for whatever reason, the Club finds itself without any flag officers, the President shall assume the role of Commodore until suitable candidates are co-opted to the flag officer positions.
- 8.2 There shall be two Trustees who shall be elected from amongst the single or family members at the annual general meeting. These are honorary positions. The Trustees shall act jointly during their tenure to protect and promote the interests of members and the objects of the Club.
- 8.2.1 The Trustees are not members of the general committee but are entitled, but not obligated, to attend meetings of the general committee and may participate in the deliberations but may not vote.
 - 8.2.2 The Trustees will have overview of all transactions and, should the Trustees determine that a transaction is of a major nature, they may require the general committee to seek the approval of the Club members in a general meeting.
 - 8.2.3 Trustees may also require the general committee to call a special general meeting should any matter arise which the Trustees feel should be decided by the Club members.

8.2.4 The Trustees may, on request from the general committee, represent the Club in any legal proceedings.

8.2.5 Either of the Trustees, as agreed by them, may act as a temporary President in the event that the President is unable to fulfill duties.

9 ENTRANCE FEES AND SUBSCRIPTIONS

9.1 The entrance fees and subscriptions payable from time to time shall be as determined by the general committee provided that:

9.1.1 pursuant to the provisions of the Liquor Act, the annual subscription for single members shall not be less than the minimum laid down by the Liquor Act;

9.1.2 a member, other than an honorary life member, honorary member, temporary member or reciprocity member, shall not be required to pay an additional entrance fee when transferring from one category of membership to another;

9.1.3 all entrance fees and subscriptions shall be subject to confirmation at the annual general meeting;

9.1.4 subscriptions shall include any such other amounts as the members may approve at a general meeting from time to time.

9.2 All subscriptions as determined by the general committee in terms of Clause 9.1 shall fall due on the 1st July each year. Any member whose subscription is not paid within 3 (three) calendar months of the due date shall cease to be a member of the Club and their name shall be posted on the Club notice board,

provided that the general committee shall be entitled, on good cause shown, to grant a member extended terms for the payment of subscription.

- 9.3 New members elected will be liable for the annual subscription on a pro rata basis dated from the first day of the month of application as shown in the Club's application for membership form for the relevant subscription year.
- 9.4 The general committee shall be entitled, on good cause shown, to reduce the subscription payable by any member for such period and upon such terms as the general committee may decide.
- 9.5 A member who leaves the Club "in good standing" will not be required to pay an entrance fee on re-applying for membership at a later date.
- 9.6 Any member intending to resign from the Club shall notify the secretary of such resignation in writing on or before the 30th June in that year, failing which such member will be liable for payment of his subscription for the ensuing subscription year.
- 9.7 A member who has been expelled or suspended, or who has resigned after the 30th June during any year shall:
 - 9.7.1 remain liable for such payments, fees and subscriptions still due and unpaid by the member;
 - 9.7.2 not be entitled to recover any sums by reason of the termination or suspension of membership prior to the end of the relevant subscription year.

9.8 Should a member fail to discharge a debt owing by the member to the Club on due date, the member may be treated by the general committee in the same way as a member who has failed to pay the subscription within the stipulated time.

10 CLUB RECORDS AND ACCOUNTING

10.1 The general committee shall cause proper records and books of account of the affairs of the Club to be kept and maintained up to date, including;

10.1.1 Register of Members;

10.1.2 Register of Vessels;

10.1.3 Register of Assets.

10.2 The general committee shall cause the books of account to undergo agreed upon procedures to ensure their accuracy and validity annually. This may not be done by a member of the general committee.

10.2.1 The Annual Financial Statements shall, after completion of the procedures referred to in Clause 10.2, be presented to the members for their approval, at a general meeting to be held not later than three months after the end of the financial year.

10.3 The general committee shall operate a Club banking account with such bank or banks as the general committee may decide. All transactions made by the Club must be approved by the Rear Commodore (Finance) or in the absence of the Rear Commodore (Finance) by the Commodore.

- 10.4 No profit or gains will be distributed to any person and the funds of the Club will be utilized solely for investment or the objects for which the Club was established. The President, Trustees, general committee members and staff members of the Club may not receive commissions, gifts or inducements of any kind in relation to contracts with the Club.
- 10.5 Any amendments to the Constitution shall be submitted to the South African Revenue Service.
- 10.6 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 and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act (Act No. 1 of 1985).

11 PROHIBITION OF THE USE OF THE CLUB FOR BUSINESS

- 11.1 No member shall use the Club address for any communication intended to appear in any newspaper, periodical or publication, or for use on radio or television, except such communications as may be authorized in writing by the general committee, nor shall any member use the Club address for business purposes.
- 11.2 Neither the Club, nor any member, may have the right to carry on any business from or within the Club's premises, including "*inter alia*", ordinary trading operations in the commercial sense, speculative transactions, asset stripping activities as well as the letting of property on a systematic or regular basis without the written authority of the general committee.
- 11.3 No person shall be eligible to be or continue to be a member of the Club who, in the opinion of the general committee, abuses the privileges of membership for business reasons.

- 11.4 No vessel used for commercial operations shall be on the Club's register or enjoy the facilities of the Club, unless the general committee in exceptional circumstances otherwise agrees thereto and then upon such conditions as it may deem fitting.

12 COMMUNICATION TO MEMBERS

Any notice or communication of whatever kind to a member shall be deemed for all purposes to have been received by such member within 7 (seven) days of its being sent or posted to the last address provided by such member to the secretary.

13 GUESTS

Members may introduce guests to the Club premises subject to the Liquor Act and the provisions of the Club's byelaws as held by the Club secretary.

14 LEGAL STATUS

- 14.1 The Club shall be a person at law, with all the attributes of a juristic personality.
- 14.2 The Club shall be able to institute and defend legal proceedings and execute all legal acts in its own name.
- 14.3 The Club shall choose "*domicilium citandi et executandi*" at its Club premises.
- 14.4 All legal documents shall be executed on behalf of the Club by the Commodore or, failing, the next senior flag officer available.

- 14.5 No member or guest shall have any right of action against the Club for any damage suffered by them through any default or negligence by the Club or its servants.
- 14.6 Every member of the general committee or any sub-committee, and every agent or servant of the Club shall be indemnified out of the Club's funds against all reasonable costs, charges, expenses, losses and liabilities incurred by them in the conduct of the Clubs business or in the discharge of his duties, upon application approved by the general committee.
- 14.7 No such person shall be liable for the acts or omissions of any other such person by reason of having joined in any receipt of money not received personally, or for any loss on account of defect of title to any property acquired by the Club or on account of the insufficiency of any security in or upon which any funds of the Club shall be invested or for any loss incurred upon any ground whatsoever other than their own willful acts or defaults.

15 DISCIPLINARY PROCEEDINGS

- 15.1 Should the general committee determine the need to take disciplinary action against a member or members of the Club, the general committee shall appoint a disciplinary sub-committee, which shall:
 - 15.1.1 consist of a general committee member (who shall act as chair of the sub-committee) and such number of single and family members as may be considered appropriate by the general committee;
 - 15.1.2 have the power to enquire into and decide on charges against a member or members, and to impose such penalty as they deem fit, including, but not limited to, fines, suspension or expulsion of members who have been found guilty of:
 - 15.1.2.1 a willful breach of the provisions of this Constitution or of the by-laws made hereunder; or

- 15.1.2.2 conduct prejudicial to the interests or reputation of the Club; or
 - 15.1.2.3 conduct unbecoming a lady or gentleman; or
 - 15.1.2.4 non-payment of any amount owing to the Club, including any fine imposed by the sub-committee;
- 15.1.3 have the power to summarily suspend a member pending an enquiry in terms of Clause 15.1.2 if the general committee considers that the circumstances warrant such a suspension, provided that the enquiry in terms of Clause 15.1.2 shall in that event take place within 10 (ten) days of such suspension;
- 15.2 All suspensions exceeding 3 (three) months in duration, expulsions and fines exceeding 50% (fifty per cent) of the subscription current from time to time for a single member, shall be subject to automatic review by the general committee.
- 15.3 An appeal may be lodged against any decision or order made by the disciplinary sub-committee to the general committee, provided that:
- 15.3.1 a notice of appeal shall be lodged with the secretary within 7 (seven) days of the date of the decision or order appealed against;
 - 15.3.2 the quorum of the general committee at the hearing of such an appeal shall be 6 (six) members, one of whom must be a flag officer; and
 - 15.3.3 the person concerned should have the right to be heard at the appeal proceedings,

15.3.4 the general committee shall have the power to confirm, alter or set aside in any manner whatsoever, any such decision or order.

15.4 Members shall not be entitled to legal representation at any disciplinary hearing or at any appeal against its findings unless the chair of the disciplinary committee concerned so rules.

16 SAFETY AT SEA

16.1 There shall be a Safety at Sea sub-committee appointed by the general committee at its first meeting after the annual general meeting of the Club in each year. One of the members of the sub-committee shall be a member of the general committee and shall be designated as the chair of the sub-committee.

16.2 At the discretion of the general committee, the sailing sub-committee may be appointed to act as the Safety at Sea sub-committee.

16.3 The Safety at Sea sub-committee shall:

16.3.1 maintain a voluntary register of all vessels belonging to Club members;

16.3.2 liaise with the relevant authorities in matters relating to the Regulations and Safety at Sea;

16.3.3 arrange training courses, lectures and demonstrations to assist members in complying with the Regulations;

16.3.4 promote Safety at Sea in any ways considered suitable.

16.4 The Safety at Sea sub-committee shall keep a record of its deliberations, findings, rules and regulations.

16.5 The activities of the Safety at Sea sub-committee shall be subject to the control of the general committee.

17 CLUB INSIGNIA

17.1 The Club flag shall consist of a white burgee with gold border, blue waves and a gold sun above the waves, placed towards the hoist of the burgee, an example of which shall be retained with the Club records for reference purposes.

17.2 The Club tie and badge shall be as registered, examples of which shall be retained with the Club records for reference purposes.

18 DISSOLUTION

18.1 The Club may be dissolved or merged with another Club with similar objects in each case only:

18.1.1 on a resolution passed by not less than two-thirds of voting members present at a duly constituted general meeting of members; or

18.1.2 on an application to the High Court by any single or family member on grounds that the Club has become dormant or is unable to fulfill its objects.

18.2 On merger, the assets of the Club shall accrue to the merged Club.

- 18.3 On dissolution, the assets of the Club shall be realized by a liquidator appointed by the general meeting or the High Court, as the case may be, and the proceeds shall be donated to such Club having similar objects to this Club and which is itself exempt from income tax in terms of Section 10(1)(cD) of the Income Tax Act.

- 18.4 In the event of the dissolution of the Club, the grounds and improvements of the Club shall, in terms of the purchase agreement, revert to the Bergvrievier Municipality.