

THE KNYSNA DEEP SEA CLUB CONSTITUTION

(Rev. 26.02.2003, Paragraphs 1 through 24.2)

1. **INTERPRETATION**

In the interpretation of this Constitution and unless contrary to or excluded by the subject or context:

- 1.1 Any word signifying:-
 - 1.1.1 the singular, shall include the plural and vice-versa;
 - 1.1.2 the masculine shall include the feminine and neuter.
- 1.2 "the Club" shall mean the Knysna Deep Sea Club.
- 1.3 "the Constitution" shall mean The Knysna Deep Sea Club's Constitution as existing and amended from time to time.
- 1.4 "the Committee" shall mean The Knysna Deep Sea Club Committee of the club for the time being.
- 1.5 "the Trustees" shall mean the Trustees representing the Club in legal proceedings.
- 1.6 "recreational angling" shall mean the sport of the capture of fish by rod and reel by amateur anglers as organised by the Club and governed by the Constitution.
- 1.7 "recreational angler" shall mean a person who captures fish for recreation, pleasure and sport.

2. **NAME OF CLUB**

The club shall be known as **THE KNYSNA DEEP SEA CLUB**.

3. **ADDRESS OF CLUB**

The Headquarters of the Club shall be located at Yacht Club Road, Knysna, or at such other place as may be decided by the Committee.

4. **LEGAL NATURE AND STATUS OF CLUB**

- 4.1 The Club shall be a voluntary association of persons constituting a juri sic person capable of acquiring rights, incurring obligations and entering into legal transactions.
- 4.2 The Club is not formed for the purpose of carrying on any business or enterprise which has for its object the acquisition of gain by members of the club.
- 4.3 The Club alone is liable for its debts and commitments.
- 4.4 The liability of each member shall be limited to the entrance fee or subscription for which he is liable as determined under the Constitution.
- 4.5 The Club shall be represented in any legal proceedings or disputes in any Court of Law in the Republic of South Africa or anywhere else by the then duly elected Chairman and Secretary of the Club ex officio and any documents signed by the Chairman and Secretary on behalf of the Club in their capacity as Trustees in respect of any such legal proceedings shall be valid and binding.

5. **OBJECTS OF THE CLUB**

The objects of the club shall be:

- 5.1 to promote the sport of recreational angling off-shore and in-shore boating and all forms of recreational angling associated therewith and in particular to promote good fellowship among all anglers and to maintain the best traditions of recreational angling conforming with international and national standards;
- 5.2 to promote competence in the handling of ski-boats and other craft, to encourage good seamanship, to introduce measures to prevent accidents and to safeguard the interests of members of the public;
- 5.3 to encourage a high standard in the structural design and building of ski-type boats;
- 5.4 to become affiliated with other clubs, and to negotiate with or enter into agreements with local authorities to obtain facilities for the Club and its members;
- 5.5 to co-operate with local and other authorities including Government, Province and Municipality, by conforming to their duly promulgated laws and regulations and in particular to observe the provisions of the Sea Fisheries Act (No. 58 of 1983) and any amendments or extensions thereof;
- 5.6 to encourage boat owners to register their boats with the Club;
- 5.7 to weigh and keep accurate records of saltwater fish captured and to award such trophies as become available for competition purposes to members of the Club and also to issue certificates and merit awards to anglers;
- 5.8 to purchase, lease or acquire on loan, any movable or immovable property and to mortgage, pledge or otherwise encumber or dispose of the same such as the Committee shall decide from time to time and generally to manage or deal with such property to the best advantage of the Club. Whenever such property shall consist of a major asset of the Club (by which is meant an asset which in value is equal to or exceeds R10 000.00 [Ten thousand Rand] such property may only be disposed of or otherwise dealt with subject to prior approval of the Club in General Meeting of Members.

6. **OFFICE BEARERS AND THEIR FUNCTIONS**

- 6.1 The members shall at each Annual General Meeting appoint a Chairman, Vice-Chairman, Secretary, Treasurer, Records Officer, Radio Officer, Safety Officer, Conservation Officer and Competitions Officer and a further two (2) ordinary members and those members so appointed shall constitute the Committee. These appointments shall endure for the period calculated from one Annual General Meeting until the next Annual General Meeting in the following year. Any single member of the Committee may hold not more than two of the offices above referred to.
- 6.2 Subject to the other provisions hereof the Committee shall have the right at any time to co-opt additional members or even in the event of a vacancy in respect of any office occurring to fill such vacancy. Such appointments shall be valid until the next Annual General Meeting.
- 6.3 A Committee member shall forfeit his office if:
 - 6.3.1 he ceases to be a member of the club;
 - 6.3.2 his estate is finally sequestrated; Rehabilitated insolvents are excluded from this restriction.

- 6.3.3 he files a petition for the surrender of his estate as insolvent;
- 6.3.4 he is placed under curatorship by any Court of competent jurisdiction;
- 6.3.5 he delivers to the Club a notice of his intended resignation which will become effective from the date on which that notice is delivered or any date stated in that notice to which the Committee agrees;
- 6.3.6 he fails to attend three consecutive committee meetings without having previously received from the Committee permission to absent himself from such meetings.

6.4 **THE CHAIRMAN**

The Chairman shall:

- 6.4.1 preside at all General Meetings and Committee Meetings;
- 6.4.2 have a casting vote at all General and Committee Meetings.

6.5 **THE VICE-CHAIRMAN**

The Vice-Chairman shall, in the absence of the Chairman, preside at the General and Committee Meetings and shall assume the duties of Chairman at such Meetings.

- 6.6 In the absence of both the Chairman and Vice-Chairman, the quorum being present being present at the meeting shall elect the Chairman for that Meeting only.

6.7 **THE SECRETARY**

The Secretary shall:

- 6.7.1 keep separately the minutes of proceedings of all General and Committee Meetings; (The Minute Book of the proceedings of General Meetings shall be open to any member of the Club applying to inspect it, at any reasonable time.)
- 6.7.2 do or cause to be done, all the clerical work of the Club and be responsible for all the correspondence received and despatched; it shall be obligatory upon him to acknowledge receipt of all correspondence received within a period of seven (7) days;
- 6.7.3 keep a proper register of all members of the Club;
- 6.7.4 notify all members of meetings either orally or in writing giving at least three (3) days' notice thereof.

6.8 **THE TREASURER**

The Treasurer shall:

- 6.8.1 be responsible for the collection and due administration of all monies and funds of the Club;
- 6.8.2 present at each Committee Meeting a statement in full of the Club's financial position to date;
- 6.8.3 prepare an Income and Expenditure Account and Balance Sheet which shall be presented at each Annual General Meeting.

6.9 **THE RECORDS OFFICER**

The Records Officer shall:

- 6.9.1 prepare and keep all necessary records and documents relative to the registration of the Club, Southern Cape, South African and World Records;
- 6.9.2 ensure that the official Club weigh-scale is accurate, assized and maintained in proper condition;

6.10 **THE RADIO OFFICER**

The Radio Officer shall advise members of the regulations and use of radio equipment and shall perform radio duties, thereby assisting Club members when at sea.

6.11 **THE SAFETY OFFICER**

The Safety Officer shall:

- 6.11.1 advise members of current safety regulations and use of equipment;
- 6.11.2 have the power to inspect a Club registered boat at any time;
- 6.11.3 issue SASBA Safety Certificates to those registered boats conforming to safety regulations;
- 6.11.4 advise the Committee of any boat not conforming with such regulations and/or which is considered by him unseaworthy.

6.12 **THE CONSERVATION OFFICER**

The conservation officer shall:

- 6.12.1 advise the Committee and members of any Government conservation measures enforced;
- 6.12.2 submit data requested by any Fisheries Department.

6.13 **THE COMPETITIONS OFFICER**

The Competition Officer shall organise and be responsible for the preparation of any competition planned by the Committee.

7. **COMMITTEE'S POWERS**

- 7.1 The Committee shall manage all the business and affairs of the Club and shall have the full power and authority to carry out all the objects of the Club except when such powers are expressly reserved to a General Meeting. Without derogating from the generality of the Committee's powers, the Committee shall more particularly:

- 7.1.1 formulate, define and promote the aims and objects of the Club;
- 7.1.2 frame and amend or repeal all such regulations as they deem necessary for regulating every function of the club;
- 7.1.3 seek and obtain financial support for the Club;
- 7.1.4 seek, canvas or apply for any other form of assistance calculated, in the opinion of the Committee, to be in the interest of the Club, and for this purpose, undertake any obligations or comply with any conditions attendant upon the granting of such assistance;
- 7.1.5 appoint staff and employees of the Club and decide upon their respective duties and conditions of service;
- 7.1.6 decide upon the exercise of the legal rights of the Club;
- 7.1.7 determine the conditions upon which other associations or members thereof may become affiliated with the Club and vice-versa;
- 7.1.8 invest the funds of the Club in securities nominated by it and vary, realise and deal with such investments in it's discretion within the powers conferred upon it in terms of the Constitution;
- 7.1.9 decide what amount of the funds shall be invested and what amount should be retained for administrative and other expenses;

- 7.1.10 deposit any funds with a bank or other registered financial institution selected by it in the name of the Club or any name suitable to such financial institution and to nominate the person or persons to sign documents to operate such account;
- 7.1.11 grant an honorarium to the Secretary or Treasurer or any other member of the Club;
- 7.1.12 employ any person in the interests of the Club and remunerate him accordingly;
- 7.1.13 register the name and, if necessary, the Constitution and Rules of the Club under any law or as requested by the S.A Ski Boat Association to which this Club is affiliated;
- 7.1.14 to appoint an auditor to examine and report upon the accounts of the Club and if necessary remunerate him accordingly;
- 7.1.15 enter into and sign any contracts and documents in the name of the Club and institute, conduct, defend, compound or abandon any legal proceedings by or against the Club;
- 7.1.16 delegate any of its powers or duties to any sub-Committee appointed by it;
- 7.1.17 fix dates and venues of all General and Committee Meetings;
- 7.1.18 meet at least once every calendar month.

7.2 A meeting of the Committee shall be convened at the instance of any three Committee members who advise the Chairman or the Secretary of the purpose for which they desire such meeting to be convened, provided that the competency of the Committee to make decisions at such meetings shall not be limited to the matter or matters for which it was convened.

7.3 All Committee meetings shall be presided over by the Chairman or, in his absence, the Vice-Chairman or other substitute elected for the purpose by the Committee, and the Chairman or Vice-Chairman or substitute Chairman shall have a casting vote in the event of an equality of ordinary votes at any Meeting.

7.4 Four members of the Committee shall constitute a quorum.

7.5 Any matter before the Committee shall be resolved by a simple majority of those members present and voting.

8. **MEMBERS AND CLASSES OF MEMBERS**

There shall be seven (7) classes of members:-

- 8.1 FOUNDATION MEMBERS, who are those members who have joined the Club prior to the first Annual General Meeting;
- 8.2 LIFE MEMBERS, who shall be those members who pay a one lump sum subscription, which subscription shall be agreed upon a an Annual General Meeting; provided that the intending Life Member shall have been an ordinary member of good standing for at least twelve (12) months before making application for Life Membership;
- 8.3 HONORARY LIFE MEMBERS, who shall be members or persons on whom at an Annual General Meeting the Club (upon the recommendation of the Committee) has conferred Life Membership for outstanding and meritorious services to the Club; provided that the recommendation of the Committee in this respect shall be by unanimous vote;
- 8.4 HONORARY MEMBERS, who shall be those members exempted by the Committee from payment of annual subscriptions;
- 8.5 ORDINARY MEMBERS;
- 8.6 FAMILY MEMBERS, who shall be the spouse and/or children of a member. Family membership shall automatically be conferred on such spouse and/or children of a member on his election to Club membership and shall be valid for so long as the said member remains a member of good standing. They shall not however be entitled to vote at any meetings of the Club, nor shall they be entitled to hold any office in the Club. Save for the foregoing, they shall be entitled to all privileges normally attached to Ordinary Members and likewise be bound by the Club's Constitution. On the attainment of the age of 18 years by children enjoying Family Membership, they shall become Ordinary Members and liable to pay the annual subscription levied on members of this Class at the commencement of the next financial year;
- 8.7 JUNIOR MEMBERS, who shall be persons under the age of 18 years accepted for Club membership other than those falling within the definition of Family Members, such persons shall become Ordinary Members at the beginning of the financial year following such member's eighteenth birthday. They shall thereupon be liable for the annual subscription payable by Ordinary Members. Such Junior Members shall have no rights either to vote at any Meetings or to be elected to any office.

9. **MEMBERS AND MEMBERSHIP**

- 9.1 Members of the Club shall be regarded being valid members of good standing who:
 - 9.1.1 have been duly accepted as provided for in the Constitution;
 - 9.1.2 have paid the membership and entrance fees applicable to their class of membership.
- 9.2 Election of members to the Club shall be by the Committee in their absolute discretion and the Committee shall not be obliged to give any reason for refusing membership to any person.
- 9.3 Membership of the Club shall confer upon members the rights and privileges of entering in and upon the premises of the Club and of using same in accordance with the Rules drawn up by the Committee from time to time and subject to such restrictions as the Committee may from time to time impose and such rules of the Club may exist from time to time. A proposed member may only be proposed and seconded by members who are of good standing.
- 9.4 Any club member who regularly proceeds to sea with the sole object of capturing fish for personal profits by the sale thereof, or any club member who uses his boat as a business venture, will not be allowed to use any of the club facilities while in pursuit of their business. Only boats used for recreational fishing will be allowed on the club premises(this implies compliance with recreational bag limits).

10. **ENTRANCE FEE**

- 10.1 Members shall be required to pay such entrance fees as determined by the committee from time to time subject to the provisions of Article 11 below.
- 10.2 The spouse of a member and member's family who qualify for Family Membership shall not be required to pay an entrance fee nor shall a Junior Member on attaining majority.

11. **SUBSCRIPTIONS**

- 11.1 Members of all classes other that Foundation, Life and Honorary members shall be required to pay such subscriptions as may be determined by the Committee. Family Members shall be exempt from paying annual subscriptions.
- 11.2 A member who joins during the first half of a financial year shall pay full subscription and a member who joins during the second half of the financial year shall pay one-half of the annual subscription.
- 11.3 Subscriptions shall become due upon demand and any member who has not paid his subscription within ninety (90) days after the same has become due shall not continue as a member while his subscription remains unpaid.

12. **PAYMENT OF ACCOUNTS**

12.1 Proper accounts shall be kept and payments of all monies owed by members shall be made in the manner from time to time directed by the Committee; provided that shall a member fail to pay any amount alleged by the Committee to be outstanding and such payment has been demanded by registered letter addressed to such member, the Committee shall, after 14 (fourteen) days of the posting of such registered letter, have posted on the notice board of the Club the name of such member. Until such time as all arrears due by a member so posted shall have been paid in full his membership shall be suspended. The spouse and family (Family Members) of a member in default as in this paragraph provided shall automatically be subject to the same provisions as are applicable to the defaulting member. Should payment in full not be made within a period of 14 (fourteen) days from the posting of notice in the Club house he shall ipso facto cease to be a member of the Club and the Committee may thereupon take such other measures to recover the debt as it may see fit.

12.2 The Committee may reinstate such member on payment of the debt.

13. **MEMBERS BOUND BY RULES**

13.1 Application for membership and membership per se shall be an acknowledgement on the part of any person concerned that he shall be bound by the Constitution and Rules of the Club then or thereafter in force, whether made by the Committee or by any sub-Committee, and that he accepts the authority and ruling of the Committee and Sub-Committees.

13.2 No member shall be absolved from the effect of the Constitution and the Rules by reason of not knowing them or any of them.

14. **CONDUCT OF MEMBERS AND RESIGNATION**

14.1 If in the opinion of the Committee, any member shall have been guilty of conduct being unworthy of a member of the Club or prejudicial to the interest of the Club in any way whatsoever, the Committee shall have the power by express resolution either to terminate his membership or suspend such member from exercising any of the rights of membership for such period as the Committee shall deem proper. In the event of any termination of membership, it shall be in the discretion of the Committee whether or not to make a refund of the subscription paid by such member.

14.2 A member shall be entitled to resign membership on giving three (3) month's notice in writing.

15. **ANNUAL GENERAL MEETING**

The financial year of the Club shall be from 1 January to 31 December of each year and the Annual General Meeting shall be held in January each year. The notice necessary for the calling of the Annual General Meeting shall be 21 (twenty one) clear days.

16. **PROCEDURE AT ANNUAL GENERAL MEETING**

16.1 A quorum at an Annual General Meeting shall be 15% of the club members, present in person or represented by proxy. Should a quorum not be present at an Annual General Meeting, the meeting shall thereupon adjourn to a day 7 (seven) days hence at which no quorum shall be required. At such adjourned meeting the Chairman, or in the Chairman's absence, the Vice Chairman or him failing, any other member of the Committee elected by the members present shall preside as Chairman of the meeting with powers exercisable as Chairman.

Save as in the Constitution provided any matter before an Annual General Meeting shall be resolved by a simple majority of those present and/or represented by proxy. In the event of an equality of votes on any ballot, the Chairman shall exercise a deciding or casting vote.

16.1.1 On any ballot any member or a member represented by proxy shall be entitled to one vote.

16.1.2 A member may appoint in writing a proxy to attend and vote on his behalf, the proxy to be a member of good standing.

16.2 The Annual General Meeting shall:

16.2.1 receive and consider the auditors report and the report of the Committee and Financial Statements for the proceeding year;

16.2.2 ratify all acts of the Committee during the year;

16.2.3 elect members of the Committee and office bearers, and

16.2.4 replace those members whose terms have expired;

16.2.5 consider any motion that has been submitted to the Secretary in writing at least one week prior to the Annual General Meeting;

16.2.6 transact an competent business;

16.2.7 elect an auditor.

16.3 **PROCEDURE FOR NOMINATION AND ELECTION OF PROPOSED COMMITTEE MEMBERS INCLUDING THE CHAIRMAN AND VICE-CHAIRMAN AT THE ANNUAL GENERAL MEETING**

16.3.1 At least 21 (twenty-one) days before the Club's Annual General Meeting nomination forms relating to the proposed appointment of members to the Committee for the ensuing year shall be posted to all Club members save Junior and Family Members.

16.3.2 The nomination forms shall provide inter-alia for the full names of the proposed committee member who shall have been a member of good standing for a minimum of one (1) year before being nominated and the full names of his proposer and seconder, who shall likewise have been members of good standing for a minimum period of one (1) year. The forms shall also provide for the signatures of the proposer and seconder and the intended nominated member, the latter as signifying his acceptance of his nomination.

16.3.3 The completed forms shall hereafter be forwarded to the Club's Secretary who shall immediately after their receipt cause them to be posted onto the Club's Notice Board in the Club's premises for the information and inspection of members. Nomination forms must be received not later than 24 (twenty-four) hours before the time of commencement of the meeting. The said forms shall only be removed from the notice board immediately prior to the Annual General Meeting.

16.3.4 At the Annual General Meeting the Chairman shall call out the names of the members proposed to the Committee and the offices for which they are nominated.

16.3.5 Thereafter the nominations shall be put to the vote on the following procedure:-

16.3.6 Voting forms shall be handed to each member or his proxy attending the Annual General Meeting.

16.3.7 The voting forms shall contain all the names of the members proposed to Committee.

16.3.8 By means of an "X" members or their proxies shall signify the names of the members for whom they vote.

16.3.9 The voting forms shall then be collected by the Secretary who shall count the votes and advise the Chairman of the results which results the Chairman shall announce to the meeting.

16.3.10 The foregoing shall be and constitute the only procedure for the nomination and election of members to the Chair, Vice-Chair and Committee at the Annual General Meeting.

17. **SPECIAL GENERAL MEETINGS**

A special general meeting may be called by the Committee or on the requisition of 10 (ten) members of good standing on the giving of 21 (twenty-one) clear days notice through the Secretary of the Club, the notice to state the purpose of the meeting and to set out the cause and effects of proposals to be put to the meeting.

18. **PROCEDURE AT SPECIAL GENERAL MEETINGS**

- 18.1 The procedure at special general meetings shall be the same as that followed at an Annual General Meeting as set out in paragraph 16 above.
- 18.2 The quorum at a special general meeting shall be 30 (thirty) members present in person or represented by proxy.
- 18.3 A member may appoint in writing a person as his proxy to attend and vote on his behalf, the proxy to be a member of good standing.

19. **AMENDMENT OF CONSTITUTION**

- 19.1 The constitution may only be amended by way of resolution to amend such, taken at a general meeting at which 75% (seventy-five) of the votes cast at such meeting are in favour of the amendment.
- 19.2 The notice convening a general meeting at which a motion to amend the Constitution is put forward, shall set forth fully the amendment or amendments to be proposed at such a meeting, provided that the provisions of this clause may be waived by a resolution at such general meeting at which 90% (ninety per centum) of the votes cast are in support of such waiver.
- 19.3 Notice of such proposed amendment shall be given at least 21 (twenty-one) clear days before this meeting.

20. **DISSOLUTION**

- 20.1 The Club may be dissolved by a resolution at a general meeting at which 75% (seventy-five per centum) of the votes cast are in favour of such dissolution.
- 20.2 The notice convening such meeting shall state that a motion to dissolve the Club is to be put at the Meeting and notwithstanding any contrary provision of the Constitution, it shall not be competent for such Meeting to waive the requirements of notice in terms of this clause.
- 20.3 The notice aforesaid shall be given not less than 21 (twenty-one) clear days before the meeting.
- 20.4 Upon the winding-up and dissolution of the Club the assets of the Club remaining after satisfaction of its liabilities, shall be given or transferred to such other company, association, society or institution or any combination of them, which shall:
- 20.4.1 be of a public character;
- 20.4.2 be in the Republic of South Africa;
- 20.4.3 be of such a nature that Donations Tax is not payable in respect of the value of any property which is disposed of under donation to it;
- 20.4.4 have objects similar to the Club's main objects;
- 20.4.5 be determined by the members of the Club at or before the time of the Club's dissolution or, failing such dissolution, by the division of the Supreme Court of South Africa having jurisdiction.

21. **COMPLAINTS**

- 21.1 Any members having cause for complaint should make such complaint to the Secretary in writing.
- 21.2 A member expelled by the Committee shall have the right to appeal to a Special General Meeting provided that intention to appeal is given in writing to the Secretary by the expelled member within 14 (fourteen) days after the Committee has communicated its decision to him. After receipt of such decision to appeal, the Committee shall convene a Special General Meeting to consider the appeal. The decision of such General Meeting shall be final.
- 21.3 All written complaints shall be brought before the Committee by the Secretary at the next meeting of the Committee to be dealt with by the Committee and answered as it deems fit.

22. **ACCOUNTS AND AUDITOR**

The Committee shall cause the books of account to be audited by the Auditor who shall be elected annually at each Annual General Meeting. An Auditor having been appointed, if available, shall automatically stand for re-election.

23. **INDEMNIFICATION**

Members of the Committee, the Secretary and other officers and office bearers for the time being of the Club shall be indemnified and secured harmless out of the assets of the Club from and against all actions, costs, charges, losses, demands or expenses which they or any of shall or may incur or sustain by or by reason of an act or acts done, concurred or omitted, in or about the execution of their respective duties in their respective offices or trusts, except such, if any, as they shall incur or sustain or through their own wilful neglect or default, and none of them shall be answerable for their acts, receipts, neglects or defaults of the other or others of them, or for joining in any acts for the sake of conformity, or for any Treasurer, Bankers, or any other persons with whom any monies or effects belonging to the Club shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency or any security upon which any monies of or belonging to the Club shall be placed out or invested or for any loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless same shall happen by or through their own wilful neglect, default or dishonesty.

24. **GENERAL**

24.1 **CLUB COLOURS**

The club colours shall consist of a "*Cape Gannet*" with spread wings in a "circle" on a navy blue background incorporating the words "*Knysna Deep-Sea*".

24.2 **DISPOSAL OF CATCH**

Notwithstanding the definition of amateur angler, the Club recognises that as expenditure incurred by regular participation in deep sea angling expeditions is considerable, there is no objection to any amateur member of the Club disposing of sufficient of his catch to meet legitimate expenses provided that any member of the Club who regularly proceeds to sea with the sole object of capturing fish for personal profits by the sale thereof shall not be recognised as an amateur angler for the purposes of the Constitution and shall therefore be expelled from the Club.