

**SALDANHA BAY YACHT CLUB**  
**CONSTITUTION**

**NAME**

1. The name of the club shall be the **SALDANHA BAY YACHT CLUB**.

**CLUB INSIGNIA**

2. The club flag shall be a Burgee comprising a black hoist and a red fly, with a stylised representation of an East Indiaman in white on the hoist.
- 2.1 The club flag shall be symbolised on the club Tie, Badge and other items of official insignia.

**OBJECTS**

3. The objects of the club shall be :
  - 3.1 To promote the sport of yachting.
  - 3.2 To provide facilities for members of the club.
  - 3.3 To do all such acts, matters or things as are incidental or conducive to the attainment of the above objects.

**HEADQUARTERS**

4. The headquarters of the club shall be at Saldanha.

**PRESIDENCY**

5. The club shall have a President who will be elected by the members at the Annual General Meeting.
  - 5.1 The President shall be the steward of the Saldanha Bay Yacht Club's constitution and ensure that Club's business is conducted in accordance with the constitution, which at the members' discretion, may be amended from time to time.
  - 5.2 The President will provide continuity in the Club's business in the event of the resignation of the Flag Officers or of the whole Committee.
  - 5.3 The President shall chair the Annual General Meeting in the period between the retirement of the existing general committee and the election of the new committee.
  - 5.4 The President's term of office shall be at the discretion of the Club's members and should a change be required for whatever reason the matter must be raised at the Annual General Meeting or at a Special General Meeting.

**LEGAL STATUS**

6. The club shall be a person in law with all the legal attributes of judicial personality.

**LEGAL PROCEEDINGS, ACTS AND LIABILITIES**

7. The club chooses domicilium citandi et executandi at its club premises, Saldanha Bay Harbour.
  - 7.1 The club shall be able to institute and defend legal proceedings in its own name and to execute all such legal documents as may be necessary.

- 7.2 The club shall be non proprietary and at no time shall its assets be distributed among its members nor any of its funds accrue to any individual.
- 7.3 The Commodore, for the time being, shall be the person to represent the club in all suits or actions on behalf of or against the club.
- 7.4 The Commodore, for the time being, shall, on behalf of the club, perform all legal acts and execute all legal documents as may be necessary.
- 7.5 No member, guest or visitor shall have any right of action against the club for any damages suffered by him through any default or neglect of the club or its servants.
- 7.6 Any communication sent by post to a member in an envelope bearing such address as is recorded in the club records at the time shall be deemed to have been received by the member within 5 days of being posted. Similarly any email to a member to their recorded email address shall be deemed to have been received.
- 7.7 Proper records and books of accounts of the affairs of the club including a register of members and yachts shall be kept by the general committee.

## **MEMBERSHIP**

8. The membership of the club which shall be non-political and non-racial may be limited as to numbers and shall consist of:

### **Ordinary Members**

- 8.1. Ordinary members shall be members 18 years or older.
- 8.1.1 An ordinary member shall have all the rights and privileges of membership including the right to exercise a vote in club affairs and to propose or second or, subject to the conditions of the rules governing eligibility of nominees, be proposed for office or membership of the general committee.

### **Family Members**

- 8.2 Family members shall be married to each other, be life partners or be in a civil union, each of whom shall be members in his or her own right.
- 8.2.1 Family members shall be entitled to all the privileges of membership including the right to exercise a vote in club affairs and to propose or second or, subject to the rules governing eligibility of nominees, be proposed for office or membership of the general committee.
- 8.2.2 In the event of death the surviving spouse shall become an ordinary member.

### **Country, Associate and Absentee Members**

- 8.3 A Country member shall be a member who normally resides outside a radius of 150 kilometres from the clubhouse and who does not make use of the club facilities for more than 14 days in any one year. A Country member is not entitled to water space and/or moor a yacht at the club.
- 8.3.1 An Absentee member shall be a member residing temporarily outside the Republic of South Africa, who does not have a yacht or mooring at the club, and who does not make use of the club facilities for more than 7 days in any one year.

- 8.3.2 An Associate member shall be a member who is not a habitual user of the club, who does not have a yacht or mooring at the club and who does not make use of the club facilities for more than 7 days in any one year.
- 8.3.3 Absentee and Associate membership may only be granted, on application to the general committee, to ordinary or family members who have been members for at least five years.
- 8.3.4 A Country member who takes up residence within a radius of 150 kilometres from the clubhouse or makes use of the facilities in excess of that provided for by Rule 8.3 shall be bound to put himself forward for transfer to ordinary or family membership.
- 8.3.5 An Absentee member who returns to the Republic of South Africa to take up residence shall be obliged to put himself forward for transfer to an appropriate membership grade.
- 8.3.6 An Associate member who makes or wishes to make use of the club facilities in excess of that provided for in Rule 8.3.2 shall be obliged to put himself forward for transfer to an appropriate membership grade.
- 8.3.7 Country, Associate and Absentee members when making use of the club facilities shall enter their names in the visiting members' book kept for this purpose.

#### **Honorary Members**

- 8.4 The following by virtue of their office shall be honorary members of the club.

Officer Commanding of the Military Academy, Saldanha  
Officer Commanding of the S A S, Saldanha  
The Mayor of the Saldanha Bay Municipality  
Port Manager - Transnet, National Ports Authority, Saldanha  
Harbour Master - Transnet, National Ports Authority, Saldanha  
SAMSA  
Commodores of the following Yacht Clubs:  
Langebaan, False Bay, Hout Bay, Gordon's Bay, Royal Cape, Port Owen,  
Knysna, S A Navy Yacht Club, Seal Point  
Chief Executive Officer, Club Mykonos  
Managing Director & Operations Director of Sea Harvest  
NSRI Station Commander, Station 4  
Chief Fisheries Control Officer – Dept. of Sea Fisheries, Saldanha

- 8.4.1 The general committee may propose the election of honorary members at the Annual General Meeting of the club.
- 8.4.2 Honorary members shall not be liable for any entrance fees or subscriptions.
- 8.4.3 Honorary members shall not be entitled to vote in club affairs.

#### **Honorary Life Members**

- 8.5 A person who has rendered distinguished service to yachting or the club may be elected, on the recommendation of the general committee at a general or special general meeting, as an honorary life member and shall thereupon become entitled without subscription to all privileges and rights of

membership including the right, subject to the rules of the governing eligibility of nominees, to stand for office or membership of the general committee.

### **Temporary Members**

- 8.6 A person visiting Saldanha and wishing to make use of club facilities may with approval of the general committee be made a temporary member for a period not exceeding 30 days.
- 8.6.1 Temporary members shall have no voice in club affairs.

### **Junior Members**

- 8.7 Junior members shall not be less than 12 nor more than 18 years old.
- 8.7.1 Junior members shall have no voice in the affairs of the club and may only use the club facilities on such conditions as the general committee may decide upon from time to time.
- 8.7.2 Children of ordinary, honorary life or family members shall automatically be Junior members.
- 8.7.3 Every Junior member on attaining the age of 18 years shall be bound to present himself for election to ordinary or other appropriate membership before the next subscription date failing which he shall ipso facto cease to be a member of the club.

### **Student Members**

- 8.8 A Student member shall be a bona fide student over the age of 18 and not more than 24 years of age who is either enrolled at a centre for further education as a full time student or undergoing Military Service. Student members shall have no voice in club affairs.
- 8.8.1 The age of 24 years may, at the discretion of the general committee, be extended with respect to time spent undergoing Military service by the member or other circumstances acceptable to the general committee.
- 8.8.2 On attaining the age of 24 years, or any extension thereof allowed, every student member shall be bound to present himself for election to ordinary or other appropriate membership before the next subscription date, failing which he shall ipso facto cease to be a member.
- 8.8.3 Should circumstances warrant it the general committee shall have the discretion to grant student membership to a person enrolled at a centre for further education as a part time student.

### **Sailing School Membership**

- 8.9 The Committee may consider the granting of Sailing School membership to an organization such as a Sailing School, whereby the Principal Owner of the Sailing School joins the club as either a Family or Ordinary member, which then entitles the Sailing School and its students to make use of the club's facilities during the week. The skippers of the Sailing School's visiting yachts will sign the relevant register and pay a daily rate as set by the Committee. The Principal Owner of the Sailing School will have one vote in club matters. As this type of membership is of a commercial nature, any use of other facilities, eg the slipway and cradle will be charged at non-member rates.

### **GENERAL COMMITTEE**

9. The management of the affairs of the club shall be vested in a general committee consisting of a Commodore, Vice Commodore, who shall be the officers of the club, and a further six members who shall be elected at the Annual General Meeting. A secretary and treasurer shall be appointed by the general committee.
- 9.1 The members of the committee shall hold office for a period of one year terminating on the day of the Annual General Meeting when they shall be eligible for re-election.
- 9.2 The committee shall meet regularly; four members to constitute a quorum provided one is an officer of the club or nominee who shall also be a member of the committee.
- 9.3 All meetings shall be held at Saldanha.
- 9.4 The general committee may fill any vacancy that may arise within the committee by co-opting a club member who shall hold office until the next Annual General Meeting. A notice advising of such co-option shall be placed on the club's notice board for the advice of club members.  
  
Should the position of Commodore or Vice Commodore become vacant the committee shall call a special general meeting at which a new Commodore or Vice Commodore shall be elected.
- 9.5 A committee member may not continue to hold office if he ceases to be a member of the club, becomes insolvent, is convicted in a court of law of any serious offence, or absents himself without reasonable excuse from three consecutive committee meetings.
- 9.6 The committee shall cause proper minutes of its proceedings to be kept.
- 9.7 A committee member that has served a full term in office will be credited their annual subscription fee for the said year upon completion of the full financial year in office. This must be confirmed by the President in office at the time of the said term.

### **NOMINATION FOR COMMITTEE**

10. The request for nominations for Committee shall be circulated simultaneously with the Notice of the Annual General Meeting, the proposed Agenda for the meeting and the invitation for further Agenda items. These items should be circulated to Club members not later than 8 weeks before the Annual General Meeting.
- 10.1 Nominations for the election of the general committee shall be in writing, signed by the proposer, seconder and the nominee, and lodged with the Secretary not later than four (4) weeks before the Annual General Meeting.
- 10.2 Nominations for the general committee shall be posted on the Club's notice board at least 21 days prior to the Annual General Meeting.
- 10.3 If no nominations for a vacant committee position are received the general committee shall be entitled to proceed in terms of rule 9.4.

### **POWERS OF THE COMMITTEE**

11. The committee shall have the power :

- 11.1 To introduce, amend or rescind bye-laws for the regulation and management of club affairs, provided that this is not inconsistent or in conflict with the rules of the constitution, and shall post such decisions on the club notice board and circularize members.
- 11.2 To make recommendations regarding entrance fees and subscriptions payable by each class of member and to put forward such recommendations for adoption at an annual or special general meeting.
- 11.3 To arrange terms of reciprocity with other clubs.
- 11.4 To co-opt additional members to serve on the committee in a particular capacity.
- 11.5 To appoint sub-committees for any special purpose.
- 11.6 To engage and terminate the employment of staff for the operation of the club and to decide on conditions of employment and remuneration.
- 11.7 To use the funds and property of the club for the day to day management and operation of the club.
- 11.8 To effect disciplinary measures as it may see fit with respect to the behaviour of any member, guest, or visitor, after due enquiry.
- 11.9 To re-allocate, re-organise, or redesign mooring space and mooring specifications.

#### **APPLICATION FOR MEMBERSHIP**

12. With the exception of those requiring temporary membership any person desiring to join the club shall be proposed by an ordinary, family or honorary life member and seconded by another, both of whom have been members for at least one year and to both by whom the candidate shall have been personally known for a period of at least six months.
- 12.1 Candidates shall be introduced to at least one Flag Officer and one member of the general committee before the date of ballot.
- 12.2 The name, address and profession of the candidate and the names of the proposer and seconder shall be posted on the club notice board for at least 30 days before the date of ballot.
- 12.3 The election of members and category of membership shall be vested in the general committee who shall vote by ballot, two contrary votes to exclude.
- 12.4 The Secretary shall notify every successful candidate of his election and furnish him with a copy of the constitution and current bye-laws.
- 12.5 No rejected candidate shall again be proposed for membership until the expiration of twelve months from the date of his rejection.
- 12.6 The committee shall not be obliged to give reasons for the rejection of any candidate for membership.
- 12.7 No member eligible to propose membership shall propose or second more than five applications in any one year.
- 12.8 The provisions of Rule 12.1 may be waived for candidates applying for country membership, at the committee's discretion.

- 12.9 The committee shall be entitled to require any applicant for membership to provide information as may be required by the general committee in connection with the application.
- 12.10 Any person elected a member of the club ipso facto agrees to be bound by the rules of the constitution and the bye-laws in force and any further rules or bye-laws that may be introduced from time to time.

### **ELIGIBILITY OF NOMINEES**

13. All nominees for election to the general committee with the exception of the Secretary/Treasurer, shall have been members of the club for a minimum of two years as ordinary, family or honorary life members. Provided further that::
- 13.1 Upon the date of their nomination for election to, and for the period of their service on the general committee, members shall either be resident within a radius of 50 kilometres of the clubhouse or be owners of a yacht registered in Saldanha.
- 13.2 Upon the date of their nomination for election and during their term of office, Flag Officers shall be owners or part owners of yachts registered in Saldanha and permanently based in club waters, or be active yachtsmen.

### **FEES DUE AND PAYABLE**

14. Annual fees shall fall due on 1st April each year and shall be paid in full within two months of the date of posting of the invoice and/or statement.
- 14.1 In the event of a member not being in a financial position to pay his/her fees by due date, he/she may, by special concession from the Committee, be given permission to pay off his/her outstanding fees subject to a possible monthly interest charge of 10% levied on the outstanding amount. The outstanding fees must be paid within the agreed period set out by the committee when granting the special concession.
- 14.2 Any member who fails to pay any outstanding fees within three months, or who has not been granted the concession referred to in Clause 14.1, shall cease to have any privileges of membership. Such member shall be sent a final notice advising that if fees are not paid within 21 days from the date of such notice, his/her membership will be rescinded and their names will be posted on the rescinded membership list on the Club's notice board.
- 14.3 Boat owners, whose membership is rescinded, will forfeit their water space and remove their mooring(s), boat(s), trailer(s) and dinghy(ies), etc from the club's premises, and vacate any rented club shed/garage, immediately.
- 14.4 The committee is entitled, provided good cause is given, to re-instate membership upon payment of all arrear fees and interest due.
- 14.5 All fees referred to in the Bye-laws are payable on receipt of invoice.
- 14.6 All fees shall be reviewed from time to time by the general committee for ratification by a majority of members present and voting at a general meeting.

- 14.7 Any member elected more than six months after the commencement of the current financial year shall pay the once-off Entrance Fee in full and be liable for only one half of the annual fees for that year.
- 14.8 Temporary members and visitors fees shall be determined by the general committee from time to time.

### **ANNUAL GENERAL MEETING**

- 15. The Annual General Meeting of the club shall be held within 3 months of the end of the financial year.
- 15.1 Notice of the Annual General Meeting shall be posted on the club's notice board not less than 21 days prior to the date of the meeting and posted to the last known address of each member entitled to vote not less than 8 weeks prior to such meeting.
- 15.2 The notice of the Annual General Meeting shall state the date and time of the meeting and the agenda.
- 15.3 The business of the Annual General Meeting shall include the following :
  - 15.3.1 Presentation of the Commodore's annual report.
  - 15.3.2 Presentation of the audited accounts and balance sheet for the year ending.
  - 15.3.3 Election of a President and Honorary Life members if applicable.
  - 15.3.4 Election by ballot of officers and members of the general committee.
  - 15.3.5 Special motions.
  - 15.3.6 General business.

### **SPECIAL GENERAL MEETINGS**

- 16. The general committee may convene a Special General Meeting for any purpose as it sees fit.
- 16.1 The general committee shall convene a Special General Meeting upon being required to do so by a requisition signed by not less than twenty five members in good standing and entitled to vote, addressed to the Secretary of the club. Such requisition shall state the object or purpose of the meeting.
- 16.2 Notice of the Special General Meeting shall be posted on the club's notice board not less than 21 days prior to the date of the meeting and posted to the last known address of each member entitled to vote not less than 21 days prior to such meeting.
- 16.3 Notice of the Special General Meeting shall state the date and time of the meeting and the nature of the business for which the meeting is called.
- 16.4 Notwithstanding the foregoing, the committee shall not be required to convene a Special General Meeting on requisition if the object of the meeting is to consider any proposal, resolution or matter substantially similar to any proposal, resolution or matter which has been considered by a general meeting during the twelve months preceding the date of the requisition.

### **QUORUM**

17. A quorum at any general meeting shall consist of not less than 15 members eligible to vote subject to the provisions of Rule 31.

17.1 The classes of members entitled to vote at a general meeting shall be :

- Ordinary members
- Family members
- Honorary Life members
- Country members
- Absentee members
- Associate members

who are members in good standing on the day of such meeting.

17.2 If within a quarter of an hour from the time appointed for holding any general meeting the quorum of members shall not be present, the meeting, if convened upon the requisition of members shall be dissolved. If any other case, the meeting shall stand adjourned until the same day and hour the following week and the members present shall form a quorum.

17.3 The accidental omission to give notice of any general meeting to any persons entitled to be present at such meeting shall not invalidate proceedings at that meeting.

17.4 Proxy votes shall not be accepted in reaching a decision or resolution at any general meeting of the club.

### **COMMERCIAL ACTIVITIES**

18. Club facilities and water area shall not be used for any purpose relating to a commercial activity unless sanctioned by the general committee.

### **GUESTS**

19. Members are permitted guests on club premises. Persons eligible for membership however may not habitually make use of club facilities and the committee may forbid the introduction of any person as a guest for any reason appearing to it sufficient.

19.1 Members shall be responsible for the behaviour of their guests and their observance of club rules and bye-laws.

19.2 Members introducing guests shall enter the names and addresses of such guests in a visitors' book kept for this purpose.

### **VISITORS**

20. Visitors to the club shall pay such appropriate fees as may be current from time to time.

20.1 Members who are owners of non-resident boats and who are granted the use of a mooring shall pay such appropriate mooring fees as may be current from time to time.

20.2 Visiting yachts may be granted use of the club's facilities at the discretion of the general committee and under such conditions as may be current from time to time.

### **BANK ACCOUNT**

21. All monies of the club shall be paid into a Bank appointed by the general committee.

21.1 All payments, other than petty, shall be made by cheque signed by two authorised signatories.

### **SIGNING OF DOCUMENTS**

22. All documents that are required to be executed on behalf of the club shall be signed by two authorised signatories.

22.1 Authorised signatories shall be any two of the Flag Officers, Secretary or Treasurer.

### **PURCHASE, SALES AND BORROWING POWERS**

23. The general committee may, only with the authority of a resolution passed by a majority of the members present and voting at a general meeting of the club:

23.1 Borrow such sum or sums of money as may be required for the proper upkeep of the club, or for additions or improvements to the club's property, upon such terms, conditions and security as may by such resolution be fixed, or otherwise as the general committee in its discretion may think fit, provided that due notice be given in terms of the Rules dealing with annual or special meetings stating the amount proposed to be borrowed and the purpose of the loan.

23.2 Carry out the sale, mortgage, leasing or other disposition of any property of the club.

23.3 Purchase, lease or otherwise acquire all such houses, premises and lands as may be necessary to carry out the objects of the club.

23.4 Notwithstanding the above, the general committee may authorise the borrowing of such sum or sums of money from a Bank or Building Society, as may be required at any time for administration of club affairs, on the security of club funds invested for a fixed term in such Bank or Building Society, provided that such loan does not exceed the cash assets of the club.

### **AUDIT**

24. A suitably qualified accountant shall be appointed by the general committee and whose duty it shall be to audit all the accounts of the club. No member of the general committee shall be elected Auditor.

### **AMENDMENT OF CONSTITUTION AND RULES**

25. The constitution shall not in any way be rescinded or amended except by resolution passed at a general meeting of the club. Notice of such general meeting and the proposed amendments shall have been posted on the club's notice board not less than 21 days prior to the date of such meeting and shall have been posted to members without email facilities or emailed to the recorded address not less than 21 days before such general meeting.

25.1 A resolution to rescind or amend the Constitution shall not be declared carried out unless a majority of not less than two thirds of those present and eligible to vote at the general meeting shall be in favour of it.

### **MAJORITY**

26. Except where otherwise in these rules specially provided, a decision or resolution of a general meeting of the club or of the general committee shall be by majority of those present and voting thereat.

### **CHAIRMAN**

27. At all meetings of the club, or of the general committee, the Commodore or, in his absence, the Vice Commodore, shall preside. In the absence of both Flag Officers a committee member nominated by the Flag Officers shall preside.
- 27.1 In all cases the Chairman shall have, in addition to a deliberative vote, a casting vote in the event of equality of voting.
- 27.2 If any question of dispute should arise at any general meeting of the club, or any meeting of the general committee, as to the interpretation or meaning of these Rules or any of the bye-laws the Chairman of such meeting shall rule thereupon provided however that any members then present and objecting to or aggrieved by such ruling may demand to have such ruling submitted to such meeting which shall finally decide such question or dispute by resolution.

### **INTERPRETATION**

28. In the interpretation of this Constitution the ordinary rules of legal interpretation shall apply. In particular, reference to the male shall include the female, and reference to “year” shall, unless the context otherwise indicates, mean the financial year of the club which runs from 1st April to 31<sup>st</sup> March.

### **SUSPENSION AND EXPULSION**

29. If, after due enquiry, the general committee finds a member to have been guilty of unbecoming or improper conduct, or conduct calculated to be injurious to the good name or interests of the club it may :
- 29.1 Suspend such member for a period during which the member shall forfeit such rights and privileges of membership as the committee may determine.
- 29.2 Expel such member from the club whereupon he shall forfeit all rights and privileges of membership.
- 29.3 Before action is taken under Sub Clauses 29.1 and 29.2 hereof, the offending member shall be notified of the allegations against him and be afforded the opportunity of making representation to the committee.

### **SALVAGE OR DERELICT BOATS AND EQUIPMENT**

30. The general committee may authorise the sale or disposal of salvage or derelict boats and equipment after due notice has been given and having advised the last known member at his last known address.

### **WINDING UP**

31. The club may be wound up by a resolution passed at a special general meeting by not less than  $\frac{3}{4}$  (three fourths) of the members present and eligible to vote provided that not less than sixty percent of all members eligible to vote are present.
- 31.1 Notice of such special meeting shall be posted on the club’s notice board not less than 30 days prior to the date of the meeting and posted to the last known address of each member entitled to vote not less than 30 days before such meeting.

### **MINUTES OF MEETINGS**

32. The minutes of any meeting of any committee shall be confirmed at the next meeting of that committee.
- 32.1 The minutes of all annual and special general meetings shall be approved at the first subsequent meeting of the general committee and confirmed at the next annual meeting of members.

**FINANCIAL YEAR**

33. The financial year shall be from 1st April to 31st March.

**CLUB MANAGEMENT**

34. The entire control and management of the club premises, jetties and moorings shall be vested in the general committee.

34.1 Mooring allocations, dinghy and storage facilities shall only be granted to and retained by ordinary, family or honorary life members.

34.2 No member shall be permitted more than one permanent mooring within the club's allocated harbour area.