



FREE STATE YACHT CLUB

GARIEPDAM

CONSTITUTION

As adopted on 25 November 2023 at the Annual General Meeting

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1. NAME

The name of the Club shall be the "FREE STATE YACHT CLUB".

2. CLUB COLOURS AND BURGEE

- 2.1. The Club burgee is an orange pennant with a blue vertical stripe and a horizontal white band with the letters FSYC printed in blue in a centre white band pointing to the right. (See below).



- 2.2. The club burgee shall also serve as the Club Flag.

3. OBJECTIVES

The objectives of the Club shall be:

- 3.1. The promotion of yachting on the Gariep Dam, including the facilitation of competitions and training.
- 3.2. The promotion of other aquatic sports at the Gariep Dam.
- 3.3. The promotion of good seamanship and fraternal spirit amongst members.
- 3.4. The creation and provision of facilities for members of the Club at the Gariep Dam, in order to ensure that the aforesaid objectives are achieved.

- 3.5. All such other activities as are incidental to or conducive to the attainment of the above objects, or any of them.
- 3.6. The assets of the Club will be used exclusively for the furtherance of the Club objectives and may not be used or distributed, directly or indirectly, for the benefit of any other person.
- 3.7. The activities of the Club shall be carried on without profit as an objective.

4. FLAG OFFICERS

- 4.1. The executive officers of the Club, known as its Flag Officers, shall consist of a Commodore, Vice-Commodore, and Rear Commodore.
- 4.2. The Flag Officers shall be elected annually at the Annual General Meeting of the Club by members present and eligible to vote.
- 4.3. In the event of the death or resignation of:
 - 4.3.1. the Commodore, the Vice Commodore shall assume his office;
 - 4.3.2. The Vice Commodore, the Rear Commodore shall assume his office;
 - 4.3.3. The Rear Commodore, the Executive Committee shall elect a member of the Executive Committee to assume such office until the next Annual General Meeting.

5. COMMITTEES

- 5.1. The management of the affairs of the Club shall vest in an Executive Committee consisting of:

5.1.1. the Flag Officers;

5.1.2. four additional members;

5.1.3. the immediate past Commodore. If such person is not willing or able to serve on the committee, the Executive Committee shall nevertheless function without such person.

5.2. The four additional members of the Executive Committee referred to above shall be elected for a period of one year, at the Annual General Meeting. The members present and entitled to vote at the Annual General Meeting shall further elect, from such four additional members:

5.2.1. a Treasurer;

5.2.2. a Secretary.

Members agreed that a person that is not a direct club member may fill the position of club secretary or treasurer. (As agreed at the 2022 AGM)

5.3. The Executive Committee shall have the powers stated in the Constitution and is responsible for and accountable to members for the management of the affairs of the Club.

5.4. Only members entitled to hold office, as provided for in the section dealing with membership of the Club, shall be eligible for election to the Executive Committee.

5.5. Decisions of the Executive Committee shall be by majority vote.

5.6. If deemed necessary by the Executive Committee, there shall be the following

sub-committees, which shall be subject to the control and supervision of the Executive Committee, as follows:

5.6.1. A Sailing Committee, which shall:

5.6.1.1. consist of the Vice Commodore as chairman and two members of the Executive Committee;

5.6.1.2. manage the sailing affairs of the Club - sailing affairs being matters concerned with the administration and promotion of sailing and its related activities, racing, safety and statutory compliance.

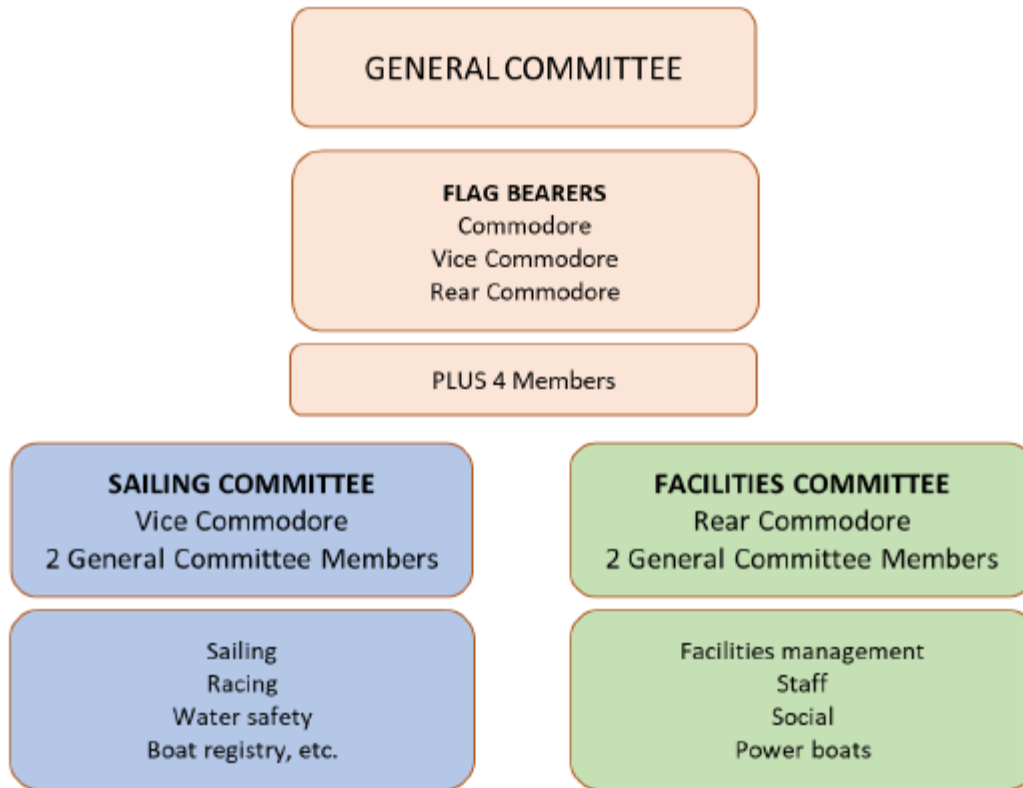
5.6.2. A Facilities Committee (House and Site), which shall:

5.6.2.1. consist of the Rear Commodore as chairperson and two members of the Executive Committee;

5.6.2.2. manage the facilities, staff, social activities and the activities of power boats.

5.7. All committees shall keep proper minutes of all meetings, which minutes shall be available for inspection by any member upon reasonable demand in writing.

Committees structure



6. MEMBERSHIP

Members of the Club shall consist of the following classes of members:

6.1. HONORARY MEMBERS

6.1.1. Honorary membership may be conferred upon a person at an Annual General Meeting, by the members present and eligible to vote.

6.1.2. Such membership is reserved for persons who have conferred extraordinary benefit upon the Club, provided that such Honorary Membership may be terminated by the Club at any time for reasons which it may deem sufficient.

Honorary Membership shall be valid for lifetime of the member, except if

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terminated.

6.1.3. No entrance fee or subscription shall be payable by an Honorary Member.

6.1.4. Honorary Members shall:

6.1.4.1. not pay any annual membership fees;

6.1.4.2. not be eligible to vote at any meeting of the Club;

6.1.4.3. not be eligible to hold Club office.

6.1.5. If an Honorary member wishes to moor a sailing vessel at the Club:

6.1.5.1. such member shall pay the mooring fees as may be applicable from time to time, unless exempted from such obligation by the Annual General Meeting conferring such status on the member;

6.1.5.2. it is compulsory for such member to be affiliated with SA Sailing and such member is obliged to pay the required annual fees payable to SA Sailing.

6.2. SENIOR MEMBERS

6.2.1. A person over the age of 70, who has been a Club member of another category eligible to vote and obliged to pay Club fees for a period of ten years or more, qualify to be recognised as a Senior Member.

6.2.1. Senior Members shall be:

6.2.1.1. entitled to a discount of 50% of annual membership fees, levies and mooring fees excluded;

6.2.1.2. eligible to vote at any meeting of the Club;

6.2.1.3. eligible to hold Club office.

6.2.2. If a Senior Member owns a sailing vessel moored at the Club grounds:

6.2.2.1. such member shall pay the mooring fees as may be applicable from time to time,

6.2.2.2. it is compulsory for such member to be affiliated with SA Sailing and such member will be obliged to pay the required annual fees payable to SA Sailing.

6.3. SAILING MEMBERS

6.3.1. Persons who own a sailing vessel and wish to become a member of the Club, are eligible for such membership.

6.3.2. Sailing members shall:

6.3.2.1. pay full annual membership fees;

6.3.2.2. be eligible to vote at any meeting of the Club;

6.3.2.3. be eligible to hold Club office.

6.3.3. If a Sailing Member owns a sailing vessel moored or otherwise stored at the Club grounds:

6.3.3.1. such member shall pay the mooring or storage fees as may be applicable from time to time,

6.3.3.2. it is compulsory for Sailing Members to be affiliated with SA Sailing and such member shall pay the required annual fees payable to SA Sailing.

6.4. POWER VESSEL MEMBERS

6.4.1. Persons who own a motor-powered vessel and are not sailing members and wish to become members of the Club, are eligible for such membership.

6.4.2. Power vessel members shall:

6.4.2.1. pay all annual fees;

6.4.2.2. be eligible to vote at any meeting of the Club;

6.4.2.3. be eligible to hold Club office.

6.4.3. Power Vessel Members are not required to be affiliated with SA Sailing.

Should it become compulsory to be affiliated with a governing body, the applicable affiliation fees will be levied and paid over by the Club to that governing body.

6.5. FAMILY MEMBERS

6.5.1. The spouse and children (under the age of 23) of a Senior, Sailing or Power Vessel are eligible for such membership.

6.5.2. Family Members shall:

6.5.2.1. not pay any annual fees;

6.5.2.2. not be eligible to vote at any meeting of the Club;

6.5.2.3. not be eligible to hold Club office.

6.6. COUNTRY MEMBER

6.6.1. Persons who reside, for more than 80% of the time, at least 400km from the Club grounds, are eligible for such membership.

6.6.2. Country Members shall:

6.6.2.1. be entitled to a 30% discount of the annual membership fee but pay all other fees in full, provided that such discount shall not be cumulative with that granted to a member in any other category;

6.6.2.2. be eligible to vote at any meeting of the Club;

6.6.2.3. be eligible to hold Club office.

6.7. SOCIAL MEMBERS (INCL CREW)

6.7.1. Persons who do not own a sailing or power vessel but who wish to become a member of the Club, are eligible for such membership.

6.7.2. Social Members shall:

6.7.2.1. qualify for a 50% discount in annual membership fees;

6.7.2.2. not be eligible to vote at any meeting of the Club;

6.7.2.3. not be eligible to hold Club office.

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6.8. JUNIOR MEMBER

6.8.1. Persons up to the age of twenty-three years and who are not Family Members as aforesaid are eligible for such membership, provided the required consent is given by the parents or guardian of persons younger than 18.

6.8.2. Junior Members older than 18 shall:

6.8.2.1. qualify for a 40% discount in annual membership fees;

6.8.2.2. be eligible to vote at any meeting of the Club;

6.8.2.3. be eligible to hold Club office.

6.8.3. If a Junior Member moors or otherwise stores a sailing vessel at Club grounds:

6.8.3.1. such member shall pay the mooring fees and all other fees and levies applicable;

6.8.3.2. it is compulsory for such member to be affiliated with SA Sailing and such member will be obliged to pay the required annual fees payable to SA Sailing.

6.9. VISITING MEMBER

6.9.1. Persons visiting Gariep Dam temporarily - for a continuous maximum four-month period - are eligible for such membership.

6.9.2. Visiting members shall:

6.9.2.1. not be entitled to vote at Club meetings;

6.9.2.2. may not hold Club office.

6.9.3. The fees payable by such members will be calculated as follows:

The Annual Membership Fee applicable to Sailing Members, plus adjoining fee (as may be determined from time to time), divided by the number of months (or part thereof) of the temporary membership.

6.9.4. Temporary members are to provide proof of paid-up SA Sailing fees and/or SADTSA fees to be accepted.

7. APPLICATION FOR MEMBERSHIP

7.1. A person wishing to join the Club shall, in the first place, be proposed by a member and seconded by another, both of whom shall have been members for not less than one (1) year.

7.2. An applicant shall apply in writing, completing such forms as may be required by the Executive Committee from time to time, and furnish all such information as the Executive Committee may determine.

7.3. All proposals for membership shall be posted on the Club notice board for a period of not less than fourteen (14) days prior to being considered by the Executive Committee. Any member having any information which he considers relevant to such proposal shall be entitled to bring such information to the attention of the Executive Committee within such fourteen (14) day period.

7.4. The approval of an application shall be vested in the Executive Committee, who shall vote by a show of hands. The Committee shall not be obliged to furnish

reasons for any decision. A rejected candidate may not be repropose for at least twelve (12) months after his rejection.

7.5. Any person who applies for membership agrees to be bound by the Constitution from submission of application for membership, as well as the rules and bye-laws of the Club in force from time to time.

7.6. A member, other than an Honorary Member or a Temporary Member, wishing to transfer from one class of membership to another, may do so on application in writing to the Executive Committee, providing such information as may be required by it.

7.7. A member shall cease to be a member:

7.7.1. Upon his death or resignation;

7.7.2. If his estate is sequestrated;

7.7.3. If his membership is terminated.

7.8. No refund of any fees or levies will be due to any member upon the member ceasing to be a member.

8. SUBSCRIPTIONS, FEES AND LEVIES

8.1. The financial year of the Club shall commence on the first day of September each year and shall terminate on 31 August of the following calendar.(As agreed at 2023 AGM)

8.2. The following fees payable in respect of all classes of membership for each year

will be determined by a resolution duly passed at the Annual General Meeting:

8.2.1. entrance fees to become a member;

8.2.2. annual membership fees;

8.2.3. mooring fees;

8.2.4. levies and charges for services rendered by the Club to members or otherwise due.

8.3. All fees determined as aforesaid are due and payable on the **1st day of January** following the Annual General Meeting and payment shall be made, or arrangements acceptable to the Executive Committee shall be made for payment thereof, by the end of January following the Annual General Meeting.

8.4. Any member who fails to pay his annual fees before the **1st of March** of the financial year, or who fails to make acceptable arrangements for payment of fees due and owing by such date, shall cease to be a member in good standing and shall forfeit his right to speak and to vote at any meeting of the Club, and forfeit the right to use Club facilities.

8.5. Any member who fails to pay his annual fees before the **1st of April** of the financial year, or who fails to make acceptable arrangements with the Executive Committee for the payment thereof by such date, shall automatically and without notice cease to be a member of the Club and will have to apply afresh to become a member.

8.6. Should any member incur any liability, other than his annual fees, to the Club and

fail to discharge such debt on due notice, the Executive Committee shall have the power to initiate disciplinary proceedings against such member.

- 8.7. The Executive Committee has the discretion to charge interest at the prime bank lending rate charged by the Clubs bankers, plus 3%, on any outstanding amount of money due to the Club, should such amount remain unpaid for a period of more than 30 (thirty) days from the rendering of an invoice or account.

9. LEGAL PERSONALITY AND LIMITED FINANCIAL LIABILITY OF MEMBERS

- 9.1. The Club, represented by the Executive Committee, shall be able to sue and be sued in its own name, and execute all legal acts in its own name.
- 9.2. All documents which are required to be executed on behalf of the Club shall be deemed to have been correctly and properly executed if signed by at least two Flag Officers.
- 9.3. No member shall have any right, title or interest in or to the property or funds of the Club.
- 9.4. The liability of a member is limited to payment of entrance fees, annual membership fees and levies as prescribed from time to time by the members in Annual General or Special General Meetings, and any other expenditure (i.e., moorings, remotes etc.) for which the member is liable.

10. FINANCIAL RECORDS AND CONTROLS

- 10.1. The Executive Committee shall cause proper records and books of account of the affairs of the Club to be kept, including the following:

- 10.1.1. the income and expenses of the Club;
 - 10.1.2. the assets and liabilities of the Club;
 - 10.1.3. an asset register;
 - 10.1.4. a membership list recording the particulars of all members and their obligation to pay fees and levies.
- 10.2. The Executive Committee shall cause the books of account to be audited annually by an auditor who may be a member of the Club, but shall not be a member of the Executive Committee:
- 10.2.1. The auditor shall be registered with SAICA (South African Institute of Chartered Accountants) or SAIPA (South African Institute of Professional Accountants).
 - 10.2.2. The auditor shall be supplied with copies of the minutes of the monthly management meetings. The Auditor shall have access to such books and accounts of the Club and he deem necessary and shall be entitled to examine the Executive Committee or other Officers of the Club.
 - 10.2.3. The auditor shall prepare Annual Financial Statements to be laid before the Club at the Annual General Meeting. It shall be the duty of the auditor to examine sign such statements confirming that such statements constitute a true and accurate reflection of the affairs of the Club.
- 10.3. The Executive Committee shall conduct such banking account(s) with such bank or banks as it may decide.

- 10.4. The treasurer shall prepare monthly financial management reports, to be tabled at each meeting of the Executive Committee, including the following:
 - 10.4.1. income statement;
 - 10.4.2. balance sheet;
 - 10.4.3. list of outstanding debtors;
 - 10.4.4. list of expenditure for the month.
- 10.5. The monthly financial management reports will be signed off by the Commodore and/or Vice Commodore as proof that such report was taken under review and that the Executive Committee is satisfied that it constitutes an accurate recordal of the financial affairs of the Club in that month.
- 10.6. All expenses above R2500.00 per project or expense shall only be incurred if at least two quotations from two reputable suppliers have been obtained. Monthly statutory expenses like water and municipal charges, or lease payments due in terms of a valid lease agreement, do not need to be accompanied by two quotations.
- 10.7. The assets of the Club, including any surplus funds, may not be distributed, directly or indirectly, to any person other than the Club and may not be used for any purpose other than the furtherance of the objectives of the Club.
- 10.8. Every member of the Club in good standing shall be entitled at all reasonable times to inspect the books of account and other documents of the Club, which the Secretary or other custodian shall accordingly be obliged to produce.

11. PAYMENTS TO BE MADE TO THE CLUB

- 11.1. All monies owing to the Club by members shall be deposited in the manner prescribed by the Executive Committee from time to time, into a Club account designated for that purpose.
- 11.2. All payments, other than petties, to be made from the bank account of the Club shall be made by electronic transfer authorised by the secret personal identity number issued by the relevant bank, held by a Flag Officer. It shall be the obligation of the Flag officer holding such PIN to safeguard it and ensure that the number is not disclosed to any unauthorised person.

12. POWERS OF THE EXECUTIVE COMMITTEE

- 12.1. The general and financial control of the Club shall vest in the Executive Committee, which shall have the power to do anything which the Club has power to do, except such things as are specifically reserved to be dealt with at a General Meeting.
- 12.2. The Executive Committee shall have the following powers:
 - 12.2.1. to manage the Club;
 - 12.2.2. to consider and decide applications for membership;
 - 12.2.3. to open and operate banking and/or savings accounts in the name of the Club. All monies received or accrued shall be banked in the name of the Club;

- 12.2.4. generally, to deal with the funds and the property of the Club for the benefit of the Club;
- 12.2.5. to make, vary, suspend and repeal all and/or any bye-laws and house rules for the administration and management of the Club, provided that such bye-laws shall not conflict with this Constitution. Such bye-laws shall become effective immediately when they are published in the form of a book, circular, newsletter and/or affixed to the Club notice board. Proof of postage of such book, circular or newsletter shall not be necessary, it being the duty of members to familiarise themselves with all bye-laws and house rules;
- 12.2.6. to appoint and/or discharge such employees of the Club as may be deemed necessary and to fix their remuneration and conditions of employment;
- 12.2.7. to levy and recover interest on all amounts owing to the Club as provided for herein;
- 12.2.8. to collect and receive monies due to the Club and to give receipts therefore;
- 12.2.9. to arrange and hold competitions, regattas and aquatic shows;
- 12.2.10. to embark on fund-raising projects or schemes;
- 12.2.11. to set aside or allocate in its discretion and for such times as it may think fit, the Club grounds, property and equipment, or any part thereof, for the exclusive use of specific members, or any specified class of members or for any purpose whatsoever;
- 12.2.12. to arrange terms of reciprocity with other sailing or aquatic Clubs;

- 12.2.13. to appoint such sub-committees as it may deem necessary in the interests of the Club, provided that such sub-committees will report to it and will not acquire any of the powers of the Executive Committee;
- 12.2.14. to take disciplinary steps against any member as provided for in this Constitution;
- 12.2.15. to enter into any contracts in the interests of the Club, for and on behalf of the Club, including contracts of insurance, provided that the Executive Committee may not, unless an Annual General Meeting, or Special General Meeting of members authorize the Executive Committee in writing by duly adopted resolution to do so:
- 12.2.15.1. acquire (other than as donee), alienate, mortgage, or dispose of immovable property,
 - 12.2.15.2. acquire (other than as donee), alienate, or dispose of movables, if such movables exceed R2 500,00 (two thousand five hundred rand) in value, or
 - 12.2.15.3. incur by contract any liability for any amount exceeding R2 500,00 (two thousand five hundred rand) in any one year;
 - 12.2.15.4. invest the funds of the Club in any investment other than the banking account(s) of the Club;
 - 12.2.15.5. permit or allow the use of the Club's premises and facilities by non-members or by members for personal gain.

13. POWERS FOR WHICH SPECIAL APPROVAL IS REQUIRED

13.1. The Executive Committee may, upon being authorised thereto by a written resolution passed by a majority of not less than two-thirds of the members present and eligible to vote at an Annual or Special General meeting of the Club:

13.1.1. Borrow monies as may be required for the proper upkeep of the Club, or additions or improvements to the Club's property;

13.1.2. Sell, mortgage, rent out, lease or otherwise dispose of any property of the Club.

13.1.3. Purchase, lease or otherwise acquire immovable property or any share therein;

13.1.4. Invest such funds as may have been accumulated from time to time and which funds are not immediately required to carry out the objectives of the Club.

13.2. The Executive Committee may only enter into any of the transactions envisaged on 13.1 above upon such terms, conditions and security as may by Resolution of members at the meeting be fixed, provided that due notice and full information in writing was given prior to the Annual or Special General Meeting, pertaining to the transaction, sufficient to enable members to apply their mind to the proposed transaction.

14. ANNUAL GENERAL MEETING

14.1. An Annual General Meeting of the Club shall be held each year at such venue as

may be decided upon by the Executive Committee, on a date between the 1st November and 15 December of each year.

14.2. Notice of the date, time and venue of the Annual General Meeting, together with the agenda therefore, shall be sent by electronic transmission or postage to every member of the Club at least thirty (30) days before such meeting.

14.3. The Executive Committee shall further provide members with a copy of:

14.3.1. The annual financial statements to be approved by members;

14.3.2. The annual report of the Executive Committee;

14.3.3. The proposed budget for the coming financial year, to be approved by members;

14.3.4. Details of the proposed annual membership fees, levies and other fees for the coming financial year, for approval by the meeting.

14.4. If any member wishes to propose a resolution for adoption at the meeting, notice of any resolution to be proposed by a member at an Annual General Meeting, other than ordinary business, shall be delivered in writing to the Secretary not later than fourteen (14) days before the date of the meeting. The Secretary shall promptly notify all members of such proposed resolution. A resolution of which prior notice has not been given as aforesaid, may not be proposed.

14.5. All resolutions shall be decided by a majority of votes on a show of hands unless no less than ten (10) members eligible to vote demand a ballot, in which event such resolution shall be decided by ballot.

- 14.6. The quorum for an Annual General Meeting shall be 15 members present and eligible to vote.
- 14.7. If at any such meeting no quorum is present within 30 minutes of the starting time, the meeting shall be adjourned to a date not less than seven and not more than fourteen days following the date of the original meeting. All members of the Club shall be given not less than seven (7) days' notice of the date to which the meeting has been adjourned. If, at such adjourned meeting no quorum is present, such meeting shall proceed as if a quorum is present.
- 14.8. The Commodore shall preside at the Annual General Meeting. In the absence of the Commodore the Vice-Commodore shall preside. In the absence of the Commodore and the Vice-Commodore, the meeting shall elect a Chairman from those members present and such Chairman shall, for the purpose of such meeting, have all the powers of the Commodore of the Club.
- 14.9. In the event of an equality of votes, the Chairman shall have a casting vote.
- 14.10. Proper minutes of the Annual General Meeting shall be kept by the Secretary and be distributed to members within 30 (thirty) days of the meeting.
- 14.11. The ordinary business of the Annual General Meeting shall be:
- 14.11.1. Approval of the minutes of the previous Annual General Meeting;
 - 14.11.2. Presentation of an Annual Report regarding the affairs of the Club, by the Executive Committee;
 - 14.11.3. Presentation of the Annual Financial Statements for approval be

members by majority vote;

14.11.4. Presentation of the budget for the coming year, for approval by members by majority vote;

14.11.5. Approval of the following fees and charges for the coming financial year, by majority vote:

14.11.5.1. The applicable entrance fee for becoming a member;

14.11.5.2. The annual membership fee;

14.11.5.3. The mooring fees;

14.11.5.4. All levies and other charges to be charged in the coming financial year.

14.11.6. Voting on any proposed resolutions.

14.11.7. General business.

14.11.8. Election of the Flag Officers.

14.11.9. Election of the additional members of the Executive Committee, the treasurer and secretary.

14.11.10. Election of Honorary Members as recommended by the Executive Committee.

15. SPECIAL GENERAL MEETINGS

15.1. The Commodore or Executive Committee may at any time call a Special General Meeting of members upon giving not less than fourteen (14) days' notice in writing

to members specifying the day, time, venue and purpose for which the meeting is called.

15.2. The Commodore or Executive Committee shall, in like manner, call a Special General Meeting upon receipt of a requisition signed by not less than 10% of the members of the Club eligible to vote. Such Special General Meeting shall be convened within 14 (fourteen) days of receipt of such requisition.

15.3. The provisions of 13.4 to 13.10 above shall apply *mutatis mutandis*.

15.4. No business other than the business specified in the notice of the meeting shall be transacted at a Special General Meeting.

16. DISCIPLINE

16.1. If, in the opinion of the Executive Committee, a member has committed a breach of this Constitution, or the bye-laws of the Club, or is or has been guilty of improper, dishonest, unsportsmanlike or ungentlemanly conduct, or is deemed to be undesirable, or fails to appear before the Executive Committee when called upon to do so, or has been guilty of conduct prejudicial to the interests of the Club, the Executive Committee shall have the power to:

16.1.1. reprimand such a member.

16.1.2. deprive such a member of any or all the rights and privileges of this membership during such time or period as the Executive Committee, in its absolute discretion, may deem fit and advisable.

16.1.3. call on such member, in writing through the Secretary, to resign, and if he

fails to resign within seven (7) days, to expel such member from the Club.

16.1.4. expel such member from the Club.

16.2. No member shall be subjected to any disciplinary measures unless and until the Executive Committee shall have given him an opportunity to appear before it at such time and place as it, in its discretion may deem fit, to explain his conduct. At such meeting the Executive Committee shall have the power to summon any member, or any other person to appear before it to give evidence. Any member who has been called upon to explain his conduct shall have the right to cross-examine any such witness and to tender the evidence of his own, as he may deem fit.

16.3. In the event of any person ceasing to be a member by reason of disciplinary steps taken against him, the said person shall not have any right to a refund of any contribution, subscription, fee or levy due by him to the Club.

17. MEMBERS BOUND BY THE CONSTITUTION AND BY-LAWS

17.1. By signing the application form for membership, the applicant agrees to be bound to this Constitution and any by-laws made hereunder, and to any amendment to the Constitution or the by-laws which may have been or may hereinafter be made.

17.2. Membership does not and shall not give any member any proprietary right, title, interest, claim or demand in or to any of the monies, property or assets of the Club, but only confers on such member the right to use all the privileges of the Club, subject to the rules and regulations of the Club and to any bye- laws passed or restrictions imposed by the Executive Committee from time to time.

17.3. No member shall carry on any business activities from the Club premises, unless authorised in writing to do so by the Executive Committee, and provided further that the provisions of 13.1 above, if applicable, have been complied with. In such event, the terms under which such member is allowed to do so must be recorded in full and be signed by the Executive Committee and the member concerned. Every member of the Club in good standing shall be entitled at all reasonable times to inspect the recordal of the terms under which the member is allowed to use the premises of the Club for business purposes, which the Secretary or other custodian shall accordingly be obliged to produce.

18. AMENDMENTS TO THE CONSTITUTION

18.1. The Constitution shall only be capable of being amended by resolution duly passed at an Annual General Meeting, or a Special General Meeting specifically called for that purpose, and then only if such resolution has been agreed to by a two-thirds majority of members present and eligible to vote at such a meeting.

18.2. No resolution providing for an amendment to this Constitution may be put to an Annual General Meeting, or a Special General Meeting, unless thirty (30) days written notice thereof has been given to members.

19. VOTING

19.1. Only members eligible to vote as provided for under membership and who are in good standing, shall be entitled to vote at any meeting in terms of this Constitution. A member is in good standing if all fees due by such member has been fully paid up and no disciplinary

steps are pending against the member.

19.2. At any meeting only members present may vote and no votes by proxy shall be recognised.

19.3. All votes shall be decided by a show of hands, unless no less than ten (10) members eligible to vote demand a ballot, in which event such resolution shall be decided by ballot.

20. GUESTS

20.1. Members are encouraged to introduce guests, including those who may be eligible for membership. A member introducing a Guest shall forthwith enter his or her name and address in a Visitor's Book provided for the purpose.

20.2. Guests may make use of Club facilities for the duration of their stay, provided they are accompanied by the member whose guests they are.

20.3. Persons eligible for membership, however, may not habitually make use of the Club premises and the Executive Committee may forbid such person as a Guest for any reason appearing to it sufficient.

20.4. A member bringing a guest to the Club shall be responsible for the conduct of such guest while at the Club.

21. DISSOLUTION

21.1. The Club may be wound up by resolution to be passed at an Annual General Meeting, or a Special General Meeting specifically called for that purpose, provided that such resolution shall be passed by a two-thirds majority of members present and eligible to vote.

21.2. The members at such general meeting shall, in the event of such resolution being passed, further be obliged to resolve as to the disposal of the Club's assets.

22. INDEMNITY

22.1. The members of the Executive Committee and any sub-committee, and the Flag Officers and employees of the Club, are indemnified against all losses and expenses incurred by them in or about the discharge of their duties, provided they did so honestly, without gross negligence and in good faith.

23. GENERAL

23.1. Unless inconsistent with the context:

23.1.1. The term "member" shall include ladies and gentlemen.

23.1.2. Words importing the singular shall include the plural.

23.1.3. Words importing the masculine gender shall include the feminine gender.