

CONSTITUTION

of the

EMMARENTIA SAILING CLUB

1. TITLE AND HEADQUARTERS

- 1.1. The name of the club shall be the **EMMARENTIA SAILING CLUB** hereinafter referred to as the "Club"
- 1.2. The headquarters of the Club shall be at **Emmarentia Dam, Johannesburg**.
- 1.3. The founding date of the Club is acknowledged to be 22nd January 1956.

2. CLUB COLOURS

- 2.1. The Club Burgee shall be a triangular flag, vertically halved red and white, with a sailing cockleshell in white on the red next to the staff.
- 2.2. The Commodore's Broad Pennant shall be of similar design but swallow-tailed. The Vice-Commodore's pennant shall be similar to the Commodore's, but with a red disc in the fly. The Rear Commodore's pennant, also similar to the Commodore's, shall have two red discs in the fly.
- 2.3. The Club cap badge shall be reduced size replica of the Club Burgee.
- 2.4. The Club blazer badge shall be a replica of the Burgee, flying from a staff and set over the letters "E.S.C."
- 2.5. The Club tie shall be navy blue, patterned with miniature replicas of the Club Burgee.
- 2.6. The Club uniform may be worn by all members and shall consist of a navy blue or black blazer, having a Club Badge on the breast pocket, worn with a Club tie and a yachting cap with the Club cap badge.

3. OBJECTS OF THE CLUB

The objects of the Club shall be to foster and promote yachting and yacht racing and for this purpose to organise and assist in the organisation of recreational, instructional and social functions.

4. CRAFT

- 4.1. Craft which shall be permitted to be used and sailed at Emmarentia Dam by members of, or visitors to the Club shall be limited to:
 - 4.1.1. Sailing yachts or boards with a total sail area of main sail and foresails (not including spinnaker) not exceeding 20,0 m².
 - 4.1.2. Canoes, kayaks or boards propelled by paddle or by sail, provided that canoes operating under sail conform to the sail area limit.
 - 4.1.3. Power driven vessels other than official craft are forbidden, with the exception of the safety boats operated by the Club.
- 4.2. The Committee has the right to ban any craft which is in their opinion unsafe, unseaworthy, or potentially dangerous to other users of the water or to other craft.
- 4.3. The Club shall primarily promote and encourage scratch racing between boats of recognised racing classes, and shall provide for such in its racing programme.
A "class" shall be deemed to have been established in the Club for any season by the due entry for racing in that season of not less than **FIVE** boats of that class and that a class race shall only be recognised if not less than **THREE** boats of the said class start.

- 4.4. The programme shall also include such general handicap racing, as the Committee shall from time to time think desirable.
- 4.5. The Club shall also provide handicap racing for an 'O' (Open) class consisting of boats of recognised racing classes of which there are not enough to form a separate class in terms of clause 4.3 and of boats otherwise ineligible for inclusion in a racing class.

5. MEMBERSHIP

- 5.1. Membership of the Club shall be open to persons who are interested in the objects of the Club and who shall apply for membership and be accepted as provided herein.
- 5.2. Membership shall consist of the following grades:
 - 5.2.1. Foundation Life Members
 - 5.2.2. Honorary Members
 - 5.2.3. Full Members
 - 5.2.4. Associate Members (including Student, Country, Social, Cruising and/or Visiting Members)
 - 5.2.5. Junior Members
 - 5.2.6. Family Members
- 5.3. Foundation Life Members

Foundation Life Membership shall be restricted to such persons as were enrolled as Foundation Members at the inaugural meeting of the Club on January 22nd, 1956 and who continue to take an interest in the Club's activities. Such Foundation Life Members shall be listed in Annexure 'A' appended hereto. They shall be entitled to the rights and privileges of a Full Member without payment of subscription.
- 5.4. Honorary Members

Honorary Members may be elected only by a unanimous vote of the Committee for special services rendered to the Club or for other special reason. Such Honorary Membership shall be confirmed at the next General Meeting of the Club, after notice has appeared on the Agenda for that meeting. Honorary Membership may be withdrawn, by a similar procedure, where an Honorary Member ceases to take an interest in the Club's activities. Honorary Members shall be entitled to the rights and privileges of a Full Member without payment of subscription.
- 5.5. Full Members

Full Members shall be Ladies or Gents members over the age of 18 years. They shall be entitled to avail themselves of the facilities of the Club and to vote in the affairs thereof. They shall be eligible for election to office in the Club and to membership of the Committee.
- 5.6. Associate Members

Associate Members shall be over the age of 18 years. They shall be entitled to avail themselves of the facilities of the Club except that they shall generally not take part in sailing activities organised by the Club. They shall be entitled to vote in the affairs of the Club and may take part in all discussions at official meetings of Members. They may also hold office in the Club and be eligible for membership of the Committee. This membership category includes Student, Country, Social, Cruising and/or Visiting Members.
- 5.7. Junior Members

Junior Members shall be not more than 17 years of age and shall become members only with the consent of their parents or guardians. Junior members shall be entitled to avail themselves of the facilities of the Club except those from which Junior Members may have been specifically excluded by the Committee. They shall have no voice in the affairs of the Club nor be allowed to introduce guests.

On attaining the age of 18 years, Junior members in good standing shall remain as such only until the following 31st May or 31st December, whichever is the sooner, but may apply for membership of the Club in another grade. At the discretion of the Committee, part or all of the entrance fee for the new grade may then be remitted.

5.8. Family Members

The Family Membership shall be a multiple person membership for persons who have first order familial relationships to each other. This will include one or more parent and/or life partners, and one or more children (biological, step or adopted).

5.9. Membership does not and shall not give to any member any right, title, interest, claim or demand in or to any of the money, property or assets of the Club but shall confer upon any such member only the rights of entering in and upon the premises and grounds of the Club, of participating in the activities of the Club and of enjoying the facilities provided. All members shall be bound by this Constitution and by such rules and regulations as the Committee may have from time to time imposed and which are then in force.

5.10. In case of dispute as to the interpretation of this Constitution, rules and regulations, members shall be bound by the decision of the Committee.

5.11. The liability of members is limited to fees, subscriptions and charges due and payable to the Club and no Member shall be liable for the debts or obligations of the Club.

6. ELECTION OF MEMBERS

6.1. Application for membership shall be made in writing on a special form as drawn up by the Committee from time to time, obtainable from the Secretary and shall be proposed and seconded by two members of the Club, other than Junior Members.

6.2. The form shall be forwarded to the Club Secretary together with the appropriate entrance fee and first year's subscription. The names and addresses of all applicants shall be posted on the notice board at the headquarters of the Club as soon as practicable on two days on which events on the Club's official programme are in progress. The application shall then be considered at the next Committee Meeting or as soon as practicable thereafter.

6.3. The Committee shall be entitled to defer voting on the election of a candidate for a probationary period, during which time the candidate shall be considered as a Visiting Member and may take the opportunity of becoming known to the members.

6.4. Election to membership shall be by ballot among the Committee and no candidate shall be elected unless he receives the affirmative votes of not less than two-thirds of the Committee Members present, with a minimum of three affirmative votes.

6.5. If rejected, subscriptions and entrance fees tendered by a candidate shall be returned to him as he may not again be proposed for membership for a period of at least twelve months thereafter.

6.6. The names of members, their addresses, and other particulars entered on the form of application for membership shall be recorded members shall by the Secretary in a Register kept for that purpose. Members shall notify the Secretary in writing of any changes that may subsequently take place.

7. VISITORS

7.1. A Member, other than a Junior Member, may introduce guests of the Club by the entry of the name and address of such guest in the Visitors Book provided for this purpose and by signing his or her own name opposite to it. Such introductions shall hold good for one day only and each member shall be limited to a maximum of four guests at any one time.

7.2. The wife, husband and children, under 18 years of age, of a Member may be introduced by him or her without putting their names in the Visitors Book.

- 7.3. Only members of the Club, or at the discretion of the Committee, visitors who are members in good standing of other Yacht Clubs, may take part in organised Club races as a skipper or helmsman. Relatives of members wishing to participate in races as skippers or helmsman must apply for the appropriate grade of membership.
- 7.4. Members introducing visitors shall be responsible for their conduct and shall ensure that their guests comply with the Constitution of the Club and any rules and regulations in force at the time.

8. SUBSCRIPTIONS AND ACCOUNTS

- 8.1. Entrance fees and subscriptions to the Club shall be as determined at each Annual General meeting.
- 8.2. The Financial Year of the Club shall commence on the 1st April and terminate on 31st March of the following year.
- 8.3. Persons applying for membership between 1st June and 31st December in any financial year shall pay the full amount of the annual subscription and those applying from 1st January to 31st May in any financial year shall pay one half of the annual subscription applicable.
- 8.4. Any Member who fails to pay his subscription within three months of the date of the rendering of any account for the same shall *ipso facto* cease to be a member. An account shall be deemed to have been rendered if handed personally to the member or it posted to the address in the Club register.
- 8.5. Any Member wishing to withdraw from the Club may do so by notifying the Secretary and upon payment of any liabilities due to the Club by him or her. No refund of subscription will become due for any unexpired period.
- 8.6. Members shall be liable to a subscription for the following financial year unless notice of resignation has been received by the Secretary prior to 31st May.
- 8.7. A Member shall, on application being made to the Committee, be exempt from payment of the annual subscription if during that financial year he shall be absent from the Club on military training or military duty for a period of not less than three months.

9. OFFICERS OF THE CLUB

9.1. President

A Full Member of the Club may be elected to hold office as President of the Club.

The President shall be the Patron of the Club and shall do all in his power to further its objects.

Election to the position shall be in recognition of outstanding services rendered to the Club or for other special reason.

The President shall be elected on the special recommendation of the General Committee by a two-thirds majority of votes at an Annual General Meeting or Special General Meeting of Members, due notice of nomination having been placed on the Agenda for the Meeting. The President shall rank as an Officer of the Club and shall ex-officio be entitled to membership of the General Committee, the Sailing Committee and all other duly appointed committees or sub-committees of the Club and shall have a vote thereon.

The provisions of Rule 10.3 shall not apply to the President.

Once appointed, the President shall continue to hold office until his voluntary resignation, but he shall resign if requested to do so by a resolution of members passed by a two-thirds majority of votes at an Annual General Meeting or Special General Meeting of Members, due notice of the resolution having been placed on the Agenda of the Meeting.

The President shall be entitled to the rights and privileges of a Full Member without payment of annual subscription.

9.2. The officers of the Club shall be:

- 9.2.1. Commodore
- 9.2.2. Vice-Commodore
- 9.2.3. Rear-Commodore
- 9.2.4. Secretary
- 9.2.5. Treasurer
- 9.2.6. Bosun

9.3. Duties of the Commodore

The duty of the Commodore is to preside as Chairman at all meetings of the Club, to promote its objects, and to assist in the harmonious working and co-operation of Members.

9.4. Duties of the Vice and Rear-Commodore

The duty of the Vice-Commodore and of the Rear-Commodore is to support the Commodore and, in his absence, to deputise on his behalf.

9.5. Duties of the Secretary

The duty of the Secretary is to keep minutes of all meetings of the Club, receive and reply to all correspondence as directed by the Committee, keep all letters received and copies of those sent and to keep the official log of the Club, the Register of Members and the Register of Yachts.

9.6. Duties of the Treasurer

The duty of the Treasurer is to hold the funds of the Club, to bank them in a Bank or other suitable institution determined by the Committee, to produce statements of the accounts at Committee meetings, to receive and account for all monies coming into the Club and to make payments as directed by the Committee. The Treasurer shall sign cheques, in conjunction with the Commodore or other duly appointed officer. He shall keep financial records and shall prepare a Balance Sheet when required, and at the end of each financial year.

9.7. Duties of the Bosun

The duty of the Bosun is, under the direction of the Committee, to maintain in good order and repair the grounds, property and equipment of the Club, and to organise and control all work and working parties relevant thereto.

10. THE GENERAL COMMITTEE

10.1. The management and control of the Club shall be vested in a General Committee, referred to heretofore and hereafter as the "Committee" consisting of:

- 10.1.1. The Commodore
- 10.1.2. The Vice-Commodore
- 10.1.3. The Rear-Commodore
- 10.1.4. The Secretary
- 10.1.5. The Treasurer
- 10.1.6. The Bosun

10.2. They shall meet for the transaction of business on such occasions as the Commodore or his deputy shall decide. They shall have power to fill casual vacancies on the Committee from amongst full members in good standing to hold office until the next Annual General meeting

- 10.3. A member of the Committee, who has failed to attend three consecutive meetings, not having obtained leave of absence therefrom, or not having furnished a reasonable excuse accepted by the Committee, shall vacate his seat.
- 10.4. The Committee shall make, vary and repeal rules and regulations for the management of the affairs of the Club, the use of Club grounds, property and equipment and all matters connected with the Club.
- 10.5. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of equality of votes the Chairman shall have a casting vote in addition to his deliberative vote.
- 10.6. The Committee shall cause Minutes of their proceedings to be entered in a Book for that purpose together with a record of all resolutions duly passed.
- 10.7. The Committee shall, at its discretion, appoint sub-committees for such purposes and with such delegated powers as it may from time to time determine and to dissolve such sub-committees
- 10.8. The Committee has power to provide by resolution for the signature on behalf of the Club of all deeds, agreements, contracts and documents requiring such signature.
- 10.9. For the furtherance of its objects, the Club shall have the following ancillary powers which shall be exercised through the Committee:
 - 10.9.1. To purchase, hire, lease, build or otherwise to acquire movable or immovable property for the purposes of the Club.
 - 10.9.2. To improve, alter, maintain and manage land, buildings or other erections controlled by the Club.
 - 10.9.3. To sell, lease, mortgage or otherwise deal with all or any part of the grounds, property or equipment owned by the Club.
 - 10.9.4. To make financial arrangements for the functioning of the Club and to spend the monies of the Club in such a manner as they deem conducive to the Club's interests.
 - 10.9.5. To open and operate a banking account at a bank, building society or similar institution in the name of the Club, and to draw, accept and endorse bills, cheques, promissory notes and other negotiable interests provided that monies shall only be withdrawn from a Club account under the signatures of at least two members of the Committee duly designated by the Committee.
 - 10.9.6. To borrow or raise money and as security for any monies so borrowed pledge the whole or any part of the assets of the Club.
 - 10.9.7. To invest any monies of the Club and to vary any such investment provided that the income or profits therefrom shall be applied to the furtherance of the objects of the Club.
 - 10.9.8. To apply to the relevant authorities for the grant, extension or renewal of any licenses required by the Club.
 - 10.9.9. To sue and be sued and to institute legal proceedings in the name of the Club and to defend or oppose any legal action brought against the Club, and for that purpose to engage the services of attorneys and council and to pay their fees.
- 10.10. Notwithstanding the foregoing, the Committee shall not have the power to expend, or enter into any obligation leading to the expenditure of a sum exceeding R50,000 (Fifty Thousand Rand) on any one item or to dispose of Club assets to a like value without the prior consent of the members of the Club by resolution passed at a properly convened Annual or Special General Meeting.
- 10.11. Each Member of the Committee shall be and is hereby indemnified by the Club against any loss, expense or damage incurred in the discharge of his duties, provided that such loss, expense or damage is not attributable to his own negligence and no Member of

the Committee shall be held personally liable for acts done in good faith and for the benefit of the Club. No Members of the Committee shall be held liable for the acts or omissions of any other Member of the Committee.

11. SAILING COMMITTEE

- 11.1. The Sailing Committee shall consist of:
 - 11.1.1. The Commodore
 - 11.1.2. The Vice-Commodore
 - 11.1.3. The Rear-Commodore
 - 11.1.4. The Secretarywho may together, at their discretion, appoint Bridge Officers, a Rescue Officer, Handicapper and other officials to assist in the administration of the sailing affairs of the Club. They may co-opt to and discharge from the Sailing Committee any or all of these appointees or other persons, who by reason of special experience or qualifications, they consider would be able to assist them.
- 11.2. The Sailing Committee shall draw up a programme of races for each season in conformity with Clauses 4.3 to 4.5 of this Constitution. They shall promulgate such rules to govern racing as may be deemed advisable and be responsible for all matters appertaining thereto.
- 11.3. They shall when necessary designate members or co-opted members of the Sailing Committee to hear and decide upon Protest Cases.
- 11.4. They may select a yacht or yachts to represent the Club in competitions and assist the owner in the selection of crew.
- 11.5. Bridge Officers shall, under the direction of the Sailing Committee, officiate at Club races and act as starters, timekeepers and judges.

12. ANNUAL GENERAL MEETING

- 12.1. The Annual General meeting of the Club shall be held in, or about, June of each year. Fourteen days notice of such meeting shall be sent to every Member, together with a full Agenda. The place of meeting shall be decided by the Committee.
- 12.2. The order of business at the Annual General Meeting shall be:
 - 12.2.1. Notice convening the meeting
 - 12.2.2. Minutes of the Last Annual General Meeting
 - 12.2.3. Minutes of any subsequent Special General Meetings
 - 12.2.4. Balance Sheet and Treasurer's Report
 - 12.2.5. Commodore's Report
 - 12.2.6. Confirmation of the election of Honorary Members
 - 12.2.7. Consideration of any resolutions to alter or add to the Constitution of the Club, of which due notice has been given.
 - 12.2.8. Election of Officers
 - 12.2.9. Appointment of Examiners, if requested
 - 12.2.10. Determination of subscriptions and Fees
 - 12.2.11. Consideration of any resolutions concerning the affairs of the Club, of which due notice has been given.
 - 12.2.12. General
- 12.3. At an Annual General Meeting 5 (five) Full Members, other than the Committee, shall form a quorum except that for the alteration of the Constitution a quorum shall be 7 (seven) Full Members, other than the Committee.

- 12.4. Questions arising at an Annual General meeting shall be expressed as a Formal Resolution and decided by a majority of votes among those entitled to vote and in the case of equality of votes the Chairman shall have a casting vote in addition to his deliberative vote. The election of officers shall be by written secret ballot. Other voting shall be by show of hands unless otherwise directed by the Chairman.
- 12.5. Written votes will not be accepted but Members who are entitled to vote may nominate in writing any other voting Member as their proxy to vote at an Annual General Meeting on their behalf. Proxy votes will not be considered as forming a part of the necessary quorum.
- 12.6. Any proposed alterations or additions to the Constitution of the Club shall be put into force only if the motion is carried by a two-thirds majority of the votes recorded by the voting members present at the meeting, including proxy votes.

13. PROPOSALS BY MEMBERS

- 13.1. A Member wishing to propose any alteration or addition to the Constitution or to raise any other matter related to the club at an Annual General Meeting shall notify the Secretary before the 30th April of that year, putting the text of the proposal in writing in the form of a resolution. The resolution shall bear his own signature together with that of another member as seconder.
- 13.2. A Special General Meeting may be called by the Committee at any time and shall be called by them upon receipt of a written request, signed by a proposer and not less than eight other members, stating the business to be discussed.

14. SPECIAL GENERAL MEETINGS

- 14.1. Fourteen (14) days notice of a Special General meeting, called in accordance with clause 13.2 shall be sent by the Secretary to every member unless the meeting be called for the alteration of or addition to the Constitution when at least twenty-eight (28) days notice shall be given.
- 14.2. Only such business may be discussed at a Special General meeting as appeared on the Agenda of the meeting. The voting procedure shall be as that for an Annual General Meeting.

15. EXAMINERS

- 15.1. An examiner or examiners may be appointed at the Annual General Meeting to examine the financial records of the Club at the end of each Financial year when requested to do so by the Committee.

16. REGISTRATION OF YACHTS

- 16.1. Every yacht owned by a member of the Club shall be registered in a Register kept for that purpose by the Committee. The Register is to state the name, class and number of each vessel together with the owner's name.
- 16.2. Any change of ownership or name shall be notified to the Secretary and entered in the Register.

17. SUSPENSION AND EXPULSION OF MEMBERS

- 17.1. Should the conduct of any Member, either at the Club Headquarters or elsewhere, upon being brought to the attention of the Committee, be in their opinion, after full enquiry at which the member shall be given the opportunity of making representations, ungentlemanly, unladylike, unsportsmanlike or injurious to the character or interests of

the Club, or should any member persistently refuse to conform, after written notice From the Secretary, to the Constitution or any rules or regulations which may at the time be in force, the Committee may suspend the member or request him or her to resign. Should the member not comply within 15 days from the date of the letter containing such request, the Committee is empowered to remove his name from the list of members.

17.2. A member so expelled has the right to appeal against the decision to a Special General Meeting provided that the appeal is lodged with the Secretary within seven days of the date of receipt of the notice of expulsion. The expulsion shall remain in effect pending the hearing of the appeal.

17.3. A member so expelled may rejoin the Club only by being proposed as a new Member and by unanimous vote of the Committee.

18. AMENDMENT OF THE CONSTITUTION

18.1. Alterations or additions to the Constitution of the Club shall only be made on the recommendation of the Committee, or at the request of a Member, by a motion duly carried at an Annual General Meeting or Special General Meeting, all in conformity with Clause 12 and Clause 14 of the Constitution.

19. WINDING UP

19.1. The Club may be wound up and its assets disposed of by resolution passed at a Special General Meeting, by a majority of not less than two-thirds of the votes given either in person or by proxy, of Members in good standing and eligible to vote provided that votes are received from not less than half of the total number of eligible voters.

19.2. If at any meeting so called the requisite number of voting Members fails to attend, then the meeting shall stand adjourned to the same day, time and place in the following week.

At such adjourned meeting the voting Members present shall constitute a quorum and shall have full power to act for the purpose of Clause 18.1.

19.3. In the event of winding up, and unless otherwise decided by Special General Meeting, the Club shall be wound up by the Committee then holding office, in conformity with resolutions passed at such Meeting.

ORIGINALLY DRAFTED JANUARY 1956

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AMENDED MARCH 1967

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AMENDED 26 JUNE 1976

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COMPLETE REVISION AND UPDATE 8 June 2014