

## CONSTITUTION OF SOUTH AFRICAN SAILING

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## **1. PREAMBLE**

We, the sailors of South Africa, join hands in the firm conviction that wind-driven sport has a unique contribution to make to nation building and the transformation of society given the following characteristics of our pursuits:

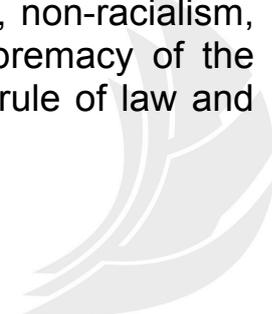
- we are the only sporting discipline that allows youth, independent of adult supervision, to be in total control of their competitive or recreational activity;
- as an equipment-based sport, sailing instils discipline, organisational capability and accountability in our youth; thus providing them with essential life skills;
- on the water, people (removed from their everyday worlds) have the opportunity of forging new inter-generational relationships across historic socio-economic divides; and
- as an environmentally attractive sport which takes place in nature's classroom, sailing affords our youth a special place to pursue their education and schooling.

Moreover, the sailors of South Africa celebrate that the range and diversity of all the forms of sailing activity bring together many different enthusiasts, be they focussed on competitive racing or pure recreational enjoyment, across the various disciplines of keelboat, dinghy, multihull, wind surfing, kite boarding or radio sailing in a common bond of the love of being driven by the elements and an excitement that sailing is one of the few sporting codes that provides an opportunity for lifelong participation and competition.

Therefore, we hereby set out to constitute ourselves and to provide the governance structures for the broad range of activities described hereunder in order to build a sport respectful of the Constitution of the Republic of South Africa, 1996 and welcoming of all South Africans, whatever their race, gender, colour, creed, religious beliefs or sexual orientation and whether they are able-bodied or physically or mentally challenged.

## **2. THE CONSTITUTION**

- 2.1. This is the Constitution of the body known as the South African Sailing Association ("SA Sailing").
- 2.2. The provisions of this Constitution are founded upon and shall be implemented and administered in the recognition of human dignity, equality, the advancement of human rights and freedoms, non-racialism, non-sexism, the right of freedom of association, the supremacy of the Constitution of the Republic of South Africa of 1996, the rule of law and good corporate governance.

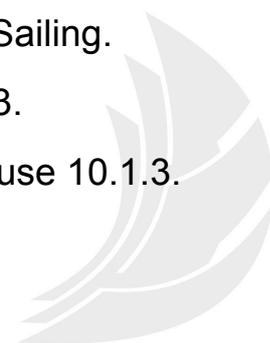


- 2.3. The provisions of this Constitution are intended to foster a spirit of mass participation, healthy competition, sportsmanship and fair play among all sailors and participants in sailing of all races, genders and ages.
- 2.4. SA Sailing is an association having a corporate identity separate from that of its members and is entitled to own property, whether movable or immovable or otherwise, and is entitled to sue and be sued in its own name and, notwithstanding any changes in the composition of its members, from time to time, shall have perpetual succession.

### **3. DEFINITIONS AND ABBREVIATIONS**

For the purpose of this Constitution, the following words and expressions shall have the following meanings, unless the subject or context indicates otherwise:

- 3.1. “Affiliated Club” means a sailing club or other club representing any other sport which is affiliated to SA Sailing in terms of clause 17.
- 3.2. “AGM” means an Annual General Meeting, and SA Sailing's AGM specifically shall be governed by the provisions of clause 26.
- 3.3. “Annual Subscriptions” means fees payable to SA Sailing as determined in By-law 5 of the Constitution.
- 3.4. “ASCON” means the African Sailing Confederation.
- 3.5. “Associate Organisations” has the meaning as set out in clause 23.
- 3.6. “By-Law” means any by-law approved and issued by the Council from time to time for the carrying out, administration and implementation of this Constitution and the attainment of the Object.
- 3.7. “Class” means a category of sailing craft as recognised by SA Sailing.
- 3.8. “Class Association” means a body which governs, manages and provides oversight to a class.
- 3.9. “Club” means any autonomous and properly constituted sailing or sport clubs.
- 3.10. “Constitution” means the Constitution of SA Sailing as set out herein.
- 3.11. “Council” means the National Council of SA Sailing as constituted in terms of this Constitution.
- 3.12. “Discipline” means a category of sailing recognised by SA Sailing.
- 3.13. “District” bears the meaning as defined in sub-clause 10.1.3.
- 3.14. “District Authority” bears the meaning as defined in sub-clause 10.1.3.



- 3.15. “Exco” means the National Executive Committee of SA Sailing.
- 3.16. “Finance and Administration Committee” means the committee as described in clause 15.
- 3.17. “GAAP” means generally accepted accounting practices.
- 3.18. “General Meeting” means an AGM or an SGM.
- 3.19. “Income Tax Act” means the Income Tax Act, 1962 as amended.
- 3.20. “MNA” means Member Nation Association.
- 3.21. “National High Performance Sailing Programme” means any national program specifically aimed at the development of high potential sailors.
- 3.22. “National Office” means the recognised domicile of SA Sailing as determined in accordance with clause 27;
- 3.23. “National Sailing Discipline Authority” bears the meaning as defined in sub-clause 10.1.5.
- 3.24. “National Training and Development Programme” means any national program specifically aimed at the development of material and/or the delivery of interventions and engagements aimed at enhancing the competence of persons involved in the Sport.
- 3.25. “National Sport Association” means the national governing body of the Sport, being a member of SASCOG, and recognised by the SRSA in the Republic of South Africa.
- 3.26. “Object” means the sole or principal object of SA Sailing, as set out in clause 6.
- 3.27. “Ordinary Members” bears the meaning as defined in sub-clause 10.1.1.
- 3.28. “PBO” means a public benefit organisation as defined in section 30 of the Income Tax Act.
- 3.29. “Region” bears the meaning as defined in sub-clause 10.1.4.
- 3.30. “Regional Authority” bears the meaning as defined in sub-clause 10.1.4.
- 3.31. “Regional Executive Committee” means the leadership structure which provides oversight, direction, leadership and management of the activities and affairs of the Regional Authority as are defined in clause 10.1.4.
- 3.32. “Regional Office” means, in respect of a particular Region, the recognised domicile of the Regional Authority.
- 3.33. “SA Sailing” means the South African Sailing Association.



- 3.34. "SAIDS" means the South African Institute for Drug-Free Sport.
- 3.35. "SAMSA" means the South African Maritime Safety Authority.
- 3.36. "SASCOC" means the South African Sport Confederation and Olympic Committee duly recognized and approved by SRSA as the governing body of the Sport in the Republic of South Africa.
- 3.37. "SAST" means the South African Sailing Team.
- 3.38. "SGM" means a Special General Meeting, and SA Sailing's SGM specifically shall be governed by the provisions of clause 26.
- 3.39. "Special Interest Groups" has the meaning as set out in clause 22.
- 3.40. "Sport" means the sport of sailing.
- 3.41. "SRSA" means the South African Department of Sport and Recreation.
- 3.42. "Standing Committee" means a committee as described in clause 16.
- 3.43. "The Act" means the National Sports and Recreation Act, 1998 as amended by the National Sport and Recreation Amendment Act, 2007.
- 3.44. "WADA" means the World Anti-Doping Agency.
- 3.45. "WS" means World Sailing.

#### **4. INTERPRETATIONS**

- 4.1. The headings to the clauses of the Constitution are for descriptive purposes only and shall not be used in the interpretation hereof.
- 4.2. Unless the context indicates a contrast of intention, the singular shall include the plural and vice versa.
- 4.3. Any word importing one gender includes the other.
- 4.4. Should any clause in this Constitution be found to be inconsistent with the purpose of this Constitution read with the constitution of SASCOC, the requirements of the SRSA, and / or the Constitution of the Republic of South Africa, such clause shall be interpreted as *pro non scripto* and the remainder of this Constitution shall remain valid and enforceable.
- 4.5. Where the Council or any standing or other committee deviates from the time in which to fulfil an obligation relating to an enactment within a specified time, such deviation may be ratified by the Council at the AGM or such alternative meeting as may be deemed appropriate by the Council and no enactment shall be invalid or *ultra vires*, solely by virtue of such enactment being made outside of the specified time.

## **5. AREA OF JURISDICTION OF SA SAILING**

- 5.1. The geographical area of jurisdiction of SA Sailing shall be the Republic of South Africa, provided that SA Sailing will also have jurisdiction over any sailor / participant or team who participates in the Sport outside of the Republic of South Africa while representing South Africa and / or any selected team or group which may fall within the jurisdiction of SA Sailing.
- 5.2. Sailors / participants who participate in any sailing event outside of the boundaries of the Republic of South Africa, shall adhere to, comply with, and be bound by the provisions of this Constitution, any By-Laws and codes of conduct.
- 5.3. To the extent of any discrepancy therewith, the provisions of this Constitution shall prevail over any By-Laws, codes of conduct, or other rules or regulations promulgated by the Council, any Ordinary Members or by SA Sailing's constituent entities.

## **6. THE OBJECT OF SA SAILING**

- 6.1. The sole or principal Object of SA Sailing is the administration, development, co-ordination and promotion of the Sport, in which the participants take part on a non-professional basis as a pastime.
- 6.2. In carrying on the Object, SA Sailing shall:
  - 6.2.1. act as the recognised National Sport Association and national controlling body of the Sport in South Africa;
  - 6.2.2. seek and hold membership of WS as the recognised MNA and the only controlling body of the Sport in South Africa, and shall control and enforce the rules of WS for the Sport in South Africa;
  - 6.2.3. comply with the Act and other relevant legislation, covering, *inter alia*, safety and the environment, and for the avoidance of doubt it is recorded that the Act requires those participating in any sporting activity, be it competitive or recreational, to be organised under a single national body, which is required to be a member of SASCOC;
  - 6.2.4. seek and maintain membership of SASCOC, SRSA and any other appropriate bodies established by government, and abide by their respective constitutions, rules and regulations;
  - 6.2.5. if it so chooses, affiliate with any other body or sporting code with compatible aims with a view to enhancing the interests and status of SA Sailing and the Sport in South Africa;
  - 6.2.6. apply the Constitution and By-Laws of SA Sailing;



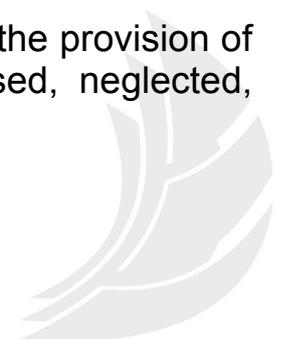
- 6.2.7. enforce the provisions of the Constitution and any By-Laws, regulations, rules of sailing, codes of conduct or any other regulatory instrument, through the appointed disciplinary, appeal and ethics committees and regulatory structures;
- 6.2.8. encourage, promote and provide oversight and direction, administration and management for all sailing activities and aspects of sailing in South Africa in accordance with good corporate governance and sound financial management;
- 6.2.9. liaise and, where necessary, affiliate with government statutory bodies and structures, Affiliated Clubs, Disciplines and Class Associations and any other appropriate organisation or representative on all matters relating to the Sport and its related recreation and lifestyle activities in South Africa;
- 6.2.10. liaise and, where necessary, affiliate with any international body representing the interests of the Sport throughout the world, for the benefit of the Sport in South Africa, adopting their rules and practices as appropriate;
- 6.2.11. liaise and, where necessary, affiliate with any other lawfully constituted association or organisation as the Council may decide, whether within or beyond the jurisdiction of SA Sailing and irrespective of whether or not such other associations or organisations are connected to the Sport;
- 6.2.12. define, in alignment with the relevant governing bodies, the structures and processes by which the Sport will be governed and managed in South Africa;
- 6.2.13. assist at all levels with the administration and organisation of the Sport, including participation in management activities of WS and ASCON and ensure that SA Sailing is suitably represented at these levels;
- 6.2.14. set standards and administer the rules governing the Sport and sailing events and competitions in South Africa;
- 6.2.15. uphold and enforce the rules of the Sport and racing as prescribed by WS and encourage and promote the highest standard of sporting behaviour in connection with sailing and the participation in the Sport;
- 6.2.16. facilitate the resolution of disciplinary matters, grievances and disputes as per the Constitution and structures of SA Sailing and WS;
- 6.2.17. contribute to the determination of national standards for training in seamanship, navigation and safety;

- 6.2.18. promote the involvement of South African sailors and sailing teams in international regattas and events and the achievement of international and WS titles;
- 6.2.19. promote and assist in the training and development of sailors who participate in national and international competitions and events;
- 6.2.20. co-operate with SASCOC and SRSA in regard to the participation of sailors or participants in all multi-code games and events;
- 6.2.21. establish structures for the management and support of the SAST and high performance sailors with the focus on international participation, in accordance with the memorandum and articles of association of SASCOC;
- 6.2.22. promote and assist in the development of the Sport and its related recreation and lifestyle activities among all communities with the aim to increase the number of individuals registered within the Sport, particularly among schools, scholars, students and previously disadvantaged communities;
- 6.2.23. encourage and support sailing and sailing communities through the structures of Regional Authorities, District Authorities, National Sailing Discipline Authorities, Clubs, Classes and other forms of sailing relationships;
- 6.2.24. encourage the active involvement of volunteers in the administration and management of the Sport;
- 6.2.25. encourage the qualification and appointment of individuals as sailing judges, race officers, coaches, sailing instructors and sailing administrators at all levels of the Sport within the public and private spheres in South Africa;
- 6.2.26. attend to promotion and further education in the Sport and, where possible, to make funds available for progressing Sport literature and studies;
- 6.2.27. award sailing colours in terms of the criteria laid down in the By-Laws;
- 6.2.28. represent its members and promote and advance the interests of its members; and
- 6.2.29. recognise, accept and enforce the jurisdiction, rules and regulations of SAIDS, as well as the code of WADA relating to anti-doping and the promotion of drug-free sport.



## **7. ANCILLARY ACTIVITIES OF SA SAILING**

- 7.1. In addition to the Object set out in clause 6, SA Sailing shall also carry on the following ancillary activities:
  - 7.1.1. encourage and facilitate conflict resolution, the promotion of reconciliation, mutual respect and tolerance between the various peoples of South Africa;
  - 7.1.2. encourage and facilitate community development for poor and needy persons and anti-poverty initiatives, including:
    - 7.1.2.1. promoting community-based projects relating to self-help, empowerment, capacity building, skills development or anti-poverty;
    - 7.1.2.2. promoting and facilitating the provision of training, support or assistance to community-based projects contemplated in sub-clause 7.1.2.1; and
    - 7.1.2.3. promoting and facilitating the provision of training, support or assistance to emerging micro enterprises to improve capacity to start and manage businesses, in the sailing and aligned sectors specifically, which may include the granting of loans on such conditions as may be prescribed by the Minister of Finance by way of regulation.
  - 7.1.3. encourage and facilitate training for unemployed persons with the purpose of enabling them to obtain employment in the sailing or aligned sectors;
  - 7.1.4. engage in the conservation, rehabilitation or protection of the natural environment, including flora, fauna, the oceans or the biosphere;
  - 7.1.5. encourage and facilitate promotion of, and education and training programmes related to, environmental awareness, greening, clean-up or sustainable development and aligned projects;
  - 7.1.6. encourage, promote and advocate for the improvement and sustainability of human rights and democracy;
  - 7.1.7. encourage, promote and advocate for the protection of family stability;
  - 7.1.8. encourage and facilitate the care or counselling of, or the provision of education programmes relating to abandoned, abused, neglected, orphaned or homeless children;
  - 7.1.9. facilitate the provision of poverty relief; and



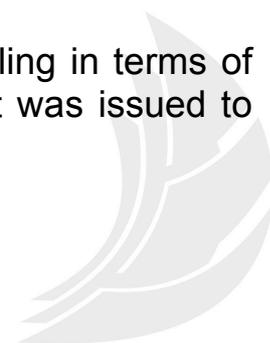
- 7.1.10. facilitate the training or education of persons with severe physical or mental disability.
- 7.2. In the course of carrying on the Object in clause 6 and the ancillary activities in clause 7, SA Sailing shall:
- 7.2.1. perform its functions in a non-discriminatory and democratic way, striving at all times to provide equal rights and fair opportunities to all SA Sailing's sailors, sailing participants, judges, race officers, coaches, sailing instructors and sailing administrators throughout South Africa; and
- 7.2.2. ensure that the encouragement, promotion, development, and administration of the Sport, whether at national, provincial, regional, district or local level, is carried out in accordance with the principles of non-racism and non-sexism, by which is meant that race, ethnicity and nationality shall not be a basis for discrimination against or of affording privileges to any one person or group of persons.

## **8. PUBLIC BENEFIT ORGANISATION**

- 8.1. SA Sailing is intended to be approved as a PBO with section 18A status under the Income Tax Act, in that:
- 8.1.1. its Object as set out in clause 6 falls within Part I of the Ninth Schedule to the Income Tax Act; and
- 8.1.2. its ancillary activities set out in clause 7 all fall within Part II of the Ninth Schedule to the Income Tax Act.
- 8.2. The Object set out in clause 6 and the ancillary activities set out in clause 7 will be carried on in a non-profit manner and with an altruistic or philanthropic intent.
- 8.3. None of the activities of SA Sailing is intended to directly or indirectly promote the economic self-interest of any fiduciary or employee of SA Sailing, otherwise than by way of reasonable remuneration payable to that fiduciary or employee. All activities of SA Sailing are carried on for the benefit of, or are widely accessible to, the general public at large.
- 8.4. SA Sailing shall not pay any remuneration, as defined in the Fourth Schedule to the Income Tax Act, to any Council member, employee, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered. SA Sailing has not and will not economically benefit any person in a manner which is not consistent with the Object.
- 8.5. SA Sailing shall at all times have at least three persons (namely the members of the Council), who are not connected persons in relation to

each other within the meaning of the Act, to accept the fiduciary responsibility of SA Sailing, and no single person shall directly or indirectly control the decision making powers relating to SA Sailing.

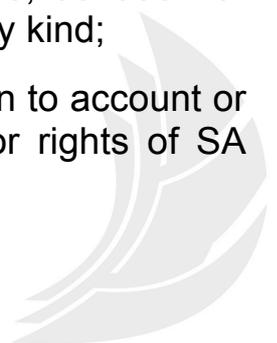
- 8.6. SA Sailing shall not distribute any of its funds to any person (other than in the course of undertaking any public benefit activity), and SA Sailing is required to utilise its funds solely for the Object and ancillary activities for which it has been established.
- 8.7. SA Sailing is prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof; provided that a donor (other than a donor which is a PBO or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 8.8. SA Sailing is required to submit a copy of any amendment to this Constitution to the Commissioner for the South African Revenue Service (“the Commissioner”).
- 8.9. SA Sailing will not knowingly be a party to, or knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner.
- 8.10. SA Sailing will comply with such reporting requirements as may be determined by the Commissioner.
- 8.11. SA Sailing will, if it provides any funds to any association of persons contemplated in paragraph 10(iii) of Part I of the Ninth Schedule to the Act, take reasonable steps to ensure that the funds are utilised for the purpose for which they have been provided.
- 8.12. SA Sailing will not use its resources directly or indirectly to support, advance or oppose any political party.
- 8.13. In respect of any bona fide donations received by SA Sailing in terms of which a section 18A certificate under the Income Tax Act was issued to the donor:



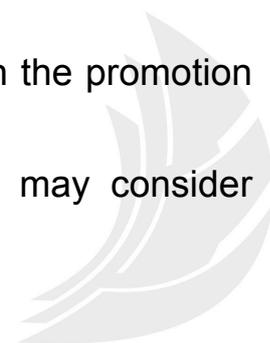
- 8.13.1. SA Sailing may only utilise such donations in carrying on activities contemplated in Part II of the Ninth Schedule to the Income Tax Act, which are, for the avoidance of doubt, the ancillary activities set out in clause 7; and
- 8.13.2. SA Sailing must obtain and retain an audit certificate confirming that all donations so received or accrued in any particular year of assessment were utilised in the manner contemplated in sub-clause 8.13.1 above.

## **9. POWERS OF SA SAILING TO CARRY OUT ITS OBJECT AND ANCILLARY ACTIVITIES**

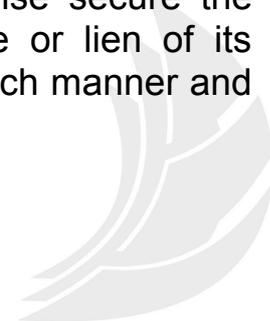
- 9.1. The Council shall be the highest authority in SA Sailing.
- 9.2. The structure of the Council and the appointment of its members shall be governed by the Constitution and By-Laws.
- 9.3. The authority and mandate of the Council is to be governed by the Constitution and By-Laws.
- 9.4. Except where otherwise stated herein and subject to the provisions of this Constitution, the Council shall be vested generally with all such powers and authorities as are necessary to perform its functions as stated herein and to promote and attain the Object set out in clause 6 and the ancillary activities set out in clause 7, and without in any way limiting the generality of the foregoing, the Council shall have such powers and authorities specifically mentioned hereunder.
- 9.5. Any of these powers and authorities may be delegated by the Council to Regional Authorities, a National Sailing Discipline Authority, a Standing Committee, a work group or any individual therein, for any purpose.
- 9.6. The Council and all committees, work groups and agents shall exercise these powers and authorities in accordance with and subject to the provisions of the Constitution, the By-Laws and any acts, regulation or directive from government.
- 9.7. Without in any way limiting the generality of the foregoing, but subject in every instance to clause 8, the powers and authorities of SA Sailing shall include those set out hereafter:
  - 9.7.1. to acquire by purchase or exchange, lease, sub-lease, donation or otherwise moveable and / or immovable property of any kind;
  - 9.7.2. to sell, let, mortgage, dispose of, give in exchange, turn to account or otherwise deal with all or any part of the property or rights of SA Sailing;



- 9.7.3. to enter into legal contracts of any kind and all kinds necessary to carry out, give effect to, or secure the Object;
- 9.7.4. to set up or bring into existence such legal entities or vehicles, separate from SA Sailing, as may be required to carry out, give effect to, or to secure the Object. The activities of such legal entities are to remain true to the Constitution and under the guidance, management and control of SA Sailing as mandated by the Council. This may include, but not be limited to:
  - 9.7.4.1. a separate entity which will more specifically serve the objects of and secure funding for the SAST;
  - 9.7.4.2. a separate entity which will more specifically serve the objects of and secure funding for the National High Performance Sailing Programme; and
  - 9.7.4.3. a separate entity which will more specifically serve the objects of and secure funding for the National Training and Development Programme;
- 9.7.5. to set up or bring into existence such structures and mechanisms which may enable the administration, oversight and management of the affairs and assets of SA Sailing and as may be required to carry out, give effect to, or to secure the Object. The activities of such structures and mechanisms shall be in compliance with the Constitution and shall be under the guidance, management and control of SA Sailing as mandated by the Council;
- 9.7.6. from time to time, in accordance with sound business and financial principles, to invest the funds of SA Sailing in such property or assets or other security as may be deemed advisable;
- 9.7.7. to employ, suspend or dismiss and remunerate employees, professional assistants and experts;
- 9.7.8. to establish and contribute to a pension, annuity, medical aid scheme and / or other fund for the benefit of its employees and / or the dependants of such employees or ex-employees of SA Sailing or the dependants of such persons;
- 9.7.9. to support or subscribe or make donations to any charities or other institutions, clubs, societies and funds;
- 9.7.10. to pay all or any expenses incurred in connection with the promotion and functioning of SA Sailing;
- 9.7.11. to invite patronage of any person or persons as it may consider advisable;



- 9.7.12. to insure against losses, damages, risk and liability of all kinds;
- 9.7.13. to draw, make, accept, endorse, execute, negotiate and issue cheques, promissory notes, bills of exchange, warrants and other negotiable or transferable instruments and to make electronic funds transfers with the proviso that no cheque or promissory note drawn on behalf of SA Sailing shall be valid unless signed by any 2 (two) members of the Council, excluding special representatives, or any other official of SA Sailing who has been authorised by the Council to have signing powers. The same restriction applies *mutatis mutandis* to electronic and internet payments;
- 9.7.14. to promote and hold an interest in any trust, company or concern, for the purpose of acquiring all or any of the property and / or undertaking any of the liability of SA Sailing;
- 9.7.15. to institute, conduct, defend, compound or abandon any legal proceedings by and against SA Sailing or its officers or otherwise concerning the affairs of SA Sailing, or the action of its members, including employment of attorneys and / or advocates, and also compound and allow time for payment or satisfaction of any debts due or any claims or demands made by or against SA Sailing;
- 9.7.16. to finance litigation and other legal costs, either in the name of SA Sailing or by way of the imposition of a special levy on its members;
- 9.7.17. to lawfully raise money to fund ordinary operations, whether by subscription, levies, or any other means, which are to be paid to SA Sailing by all the collecting agents, which may include but not be limited to yacht and aquatic clubs, sailing discipline authorities, water sport clubs and associations and SA Sailing and its members, within 30 (thirty) days of receipt of such from members, as well as to obtain lawful funding from any other source, and to recover by legal process monies due by any of the above;
- 9.7.18. to solicit and accept donations, bequests, grants and contributions for the benefit of SA Sailing from within as well as outside of the borders of South Africa;
- 9.7.19. to contribute or subscribe to bodies with aims similar to the Object of SA Sailing;
- 9.7.20. to borrow or raise money and guarantee or otherwise secure the repayment thereof, including by means of a pledge or lien of its assets, and to invest monies upon security, both in such manner and upon such terms as it may think fit;



- 9.7.21. to make and pass rules, regulations, modus operandi and By-Laws and to add to, appeal or alter such rules, regulations and By-Laws, with or without penalties, for the carrying out, administration and implementation of this Constitution and the attainment of the Object;
  - 9.7.22. to take all such action as may be required to enforce, fully and effectively, all obligations of whatsoever nature and howsoever arising, which may be owed to SA Sailing by its members, former members or any other such persons; and
  - 9.7.23. to associate with any State authority or any other foundation, institution, society, trust, entity or person having the same or similar objects to the Object of SA Sailing and to enter into any arrangements that may be conducive to the Object.
- 9.8. Notwithstanding anything herein contained, it is recorded that:
- 9.8.1. SA Sailing shall not have any authority to bind itself on behalf of any member or individual;
  - 9.8.2. SA Sailing shall not be liable for any debts or other liabilities whether of a contractual or delictual basis, incurred by any individual, member, affiliate or associate;
  - 9.8.3. SA Sailing's financial transactions shall be conducted by means of a banking account or banking accounts opened and maintained by the Treasurer at the direction of the Council and subject to an audit by the appointed auditor(s) from time to time;
  - 9.8.4. the Council shall control all expenditure of the funds of SA Sailing and shall not incur any liability nor enter into any commitment that cannot be discharged out of the funds of SA Sailing;
  - 9.8.5. the Council shall ensure that full and proper books of account are kept in accordance with sound accounting principles;
  - 9.8.6. the Council shall ensure that the said books of account and all records of SA Sailing's finances and assets are duly audited each year as soon as is practicable after the financial year end of SA Sailing, which shall be 31 March of each year and ensure that annual financial statements are prepared for approval at the AGM;
  - 9.8.7. the Council shall be entitled to make any and all By-Laws or regulations necessary to promote the Object and such By-Laws and/or regulations shall be binding upon all members. Such By-Laws and regulations shall be ratified at the next general meeting of the Council;



- 9.8.8. the Council shall deal with any question or issue arising out of, relating to or incidental to racism and / or discrimination or any undue favouritism;
- 9.8.9. the Council shall address any question or issue or matter concerning or incidental to transformation and development in the Sport;
- 9.8.10. the Council shall decide on any question, issue or matter relating to emblems, colours, or anthems for SA Sailing;
- 9.8.11. the Council shall decide on any question or issue relating to the use of SA Sailing's facilities or assets and / or other facilities incidental thereto and / or the conditions or standard thereof;
- 9.8.12. the Council's jurisdiction shall not be limited to dealing with such matters as are referred to it, but shall include the power and capacity to be proactive and initiate, through its appointed bodies, such enquiries and / or takes such steps as it may determine to be in the interests of the Object; and
- 9.8.13. it is recognised that it is desirable for all Regional Authorities, District Authorities, National Sailing Discipline Authorities, Standing and other committees to engage, negotiate and achieve unified operations and sub-structures. Notwithstanding this, the Council shall have the right and power to be proactive and to take such steps as it may see fit to ensure unity, alignment and cooperation in the interests of the Sport.

## **10. ORGANISATIONAL STRUCTURE OF SA SAILING**

10.1. SA Sailing shall comprise of:

- 10.1.1. Ordinary Members of SA Sailing, who shall have paid the appropriate Annual Subscription and be members in good standing of Affiliated Clubs or National Sailing Discipline Authorities;
- 10.1.2. Affiliated Clubs, being autonomous and properly constituted sailing or sport Clubs, and which shall:
  - 10.1.2.1. be subject to constitutional objectives that are compatible with the provisions of this Constitution;
  - 10.1.2.2. have collected the Annual Subscription payable to SA Sailing from all of its members as required in terms of the applicable By-Laws; and
  - 10.1.2.3. undertake to, and have complied with, the terms and conditions of this Constitution and its By-Laws;



- 10.1.3. District Authorities that promote, administer and provide oversight, direction, leadership and management of the Sport in the Districts of South Africa in terms of this Constitution, the Object and the strategic priorities of SA Sailing, and which shall be regulated by the By-Laws approved by the Council. The Districts shall consist of such areas as the Council may determine from time to time, in accordance with the relevant By-Laws and in alignment with the requirements of the appropriate National Sport Association;
  - 10.1.4. Regional Authorities that promote, administer and provide oversight, direction, leadership and management of the Sport in the Regions of South Africa in terms of this Constitution, the Object and the strategic priorities of SA Sailing, and which shall be regulated by the By-Laws approved by the Council. The Regions shall consist of such areas as the Council may determine from time to time, in accordance with the relevant By-Laws and in alignment with the requirements of the appropriate National Sport Association;
  - 10.1.5. National Sailing Discipline Authorities, comprising Class Associations, that promote, administer and provide oversight, leadership and management of the particular disciplines of sailing, on a national basis, in terms of this Constitution, the Object and the strategic priorities of SA Sailing and which shall be regulated by the By-Laws approved by the Council;
  - 10.1.6. the Council;
  - 10.1.7. the National Executive Committee;
  - 10.1.8. a Finance and Administration Committee;
  - 10.1.9. Standing Committees, the structure and function of which will be regulated by By-Laws;
  - 10.1.10. Special Interest Groups; and
  - 10.1.11. Associate Organisations.
- 10.2. The Council may grant individual membership of SA Sailing to persons who are not members of Affiliated Clubs, subject to special terms and conditions as may be appropriate, as determined by the Council.
  - 10.3. The Council may grant temporary privileges to members of SA Sailing, subject to such conditions as the Council may determine.



## 11. THE COUNCIL

- 11.1. Subject to the terms of this Constitution, the Council shall be the highest authority in SA Sailing and shall determine its policy and budget and give directives for the operation of SA Sailing.
- 11.2. The Council shall comprise of:
  - 11.2.1. the President;
  - 11.2.2. the Vice President;
  - 11.2.3. the Chief Executive Officer (CEO);
  - 11.2.4. the Treasurer;
  - 11.2.5. the Secretary;
  - 11.2.6. the chairman of each of the Regional Authorities;
  - 11.2.7. a national representative from each of the recognised National Sailing Discipline Authorities (provided that the paid-up SA Sailing membership of a particular discipline is greater in number than 10% (ten percent) of the total paid up membership of SA Sailing); and
  - 11.2.8. a Transformation Councillor.
- 11.3. Members of Standing Committees and Regional Authority committees may be invited by the Council to attend a Council meeting where special contribution or expertise may be required (it being recorded that these attendees will have no vote).
- 11.4. The Council shall routinely meet at least 3 (three) times a year, of which:
  - 11.4.1. one meeting will constitute the AGM and deal with all matters pertaining thereto;
  - 11.4.2. at least one meeting will have as part of its agenda matters of strategy, policy and programs, including matters of performance of the various committees and the progress against the strategic intentions of SA Sailing; and
  - 11.4.3. at least one meeting will have as part of its agenda matters of budgets and financial performance and planning.
- 11.5. At each of the aforementioned meetings, in addition to the items of focussed activity mentioned above, the Council shall execute oversight over the affairs of SA Sailing.



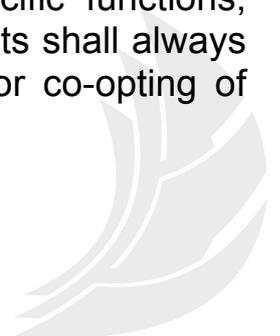
- 11.6. At least 21 (twenty-one) days' notice of a Council meeting shall be given to each member of the Council via a method of notification which shall be acceptable to the Council.
- 11.7. Council members shall provide the Secretary with all proposed agenda topics, updated reports and supporting documentation intended for pre-circulation to Council members no later than 14 (fourteen) days prior to the announced date of the Council meeting.
- 11.8. Agendas and all supporting documentation shall be provided to each member of the Council no later than 10 (ten) days prior to the announced date of the Council meeting via a method of notification which shall be acceptable to the Council.
- 11.9. The minutes of each Council meeting shall be made available for review by the Secretary to the President, Vice President and CEO no later than 7 (seven) working days after the meeting.
- 11.10. Final minutes shall be made available by the Secretary to the members of the Council no later than 14 (fourteen) working days after the meeting.
- 11.11. Any group comprising 30% (thirty percent), rounded down, of the voting members of the Council, acting together, shall be entitled to call an extraordinary meeting of the Council.
- 11.12. A simple majority of voting members, which shall include either the President or Vice President, shall constitute a quorum at meetings of the Council. Should the requirements for a quorum not be met for any initial and then rescheduled meeting, with reasonable notice of these meetings having been given, then on the third occasion of that meeting, a quorum will not be required in order for the meeting to proceed and for the decisions taken thereat to be effective.
- 11.13. Decisions of the Council shall be determined by majority vote. Each voting member of the Council shall have 1 (one) vote. In addition to the ordinary vote, the President shall have a casting vote.
- 11.14. Urgent matters, on which the Council may be required to vote, may be conducted by telephone or electronic video conferencing, subject to proper notice being given and a quorum being achieved. The proceedings of any such meeting and the results of any votes taken thereat shall be recorded in the minutes of the next Council meeting.
- 11.15. In the event of a deadlock between Council members on any decision and only after having referred the decision to the President for determination by casting vote as contemplated in sub-clause 11.13, the members shall reconvene within 10 (ten) working days with a view to resolving the deadlock. In the event the deadlock remains unresolved, the matter may

be held over or a vote of no confidence may be held and the Council may be dissolved. A new Council will then be formed by way of a request to members for the nomination of regional office bearers and a special general meeting to appoint President, Vice President and Treasurer.

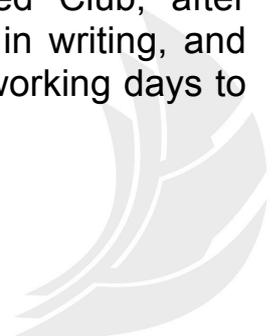
- 11.16. The appointment of the Council shall take place every 2 (two) years. In the interest of continuity, the members of the Council for the Western Cape and Northern Regions shall be appointed on odd numbered years and the members of the Council for the other Regions will be appointed on even numbered years.
- 11.17. The term of office for members of the Council shall end after the second AGM after their appointment, with no member serving more than 4 (four) terms consecutively.
- 11.18. If due to death, sickness or resignation, a chairman of a Regional Authority is unable to complete his / her term of office as a member of the Council, the applicable Regional Authority shall be entitled to appoint a replacement to complete their term of office as a member of the Council, subject to the restrictions of re-appointment applicable under sub-clause 11.17.
- 11.19. The chairman of each Regional Authority shall serve as that particular Region's representative on the Council, provided that they have been elected through democratic process in that Region. Proxy representation at a Council meeting will only be acceptable in exceptional circumstances.
- 11.20. Each of the Regional Authority representatives at the Council shall have a single vote.
- 11.21. The appointment of the President shall take place annually and the President shall hold office for 1 (one) calendar year from the date of appointment. The continuous term of office of the President shall be limited to 8 (eight) years.
- 11.22. The President shall be appointed by the Council at the Council meeting prior to the AGM, from nominations submitted to the Council in accordance with sub-clause 11.23. The appointment of the President shall be announced at the AGM.
- 11.23. The Council shall call on members for nominations for the post of President, 40 (forty) days prior to the AGM, to be submitted by the Regional Authorities and the National Sailing Discipline Authorities to the Secretary for collation and publication to the Council no later than 10 (ten) days prior to the published date of the AGM. Members of the Council may also submit nominations.



- 11.24. The appointment of the Vice President shall take place bi-annually and the Vice President shall hold office for 2 (two) calendar years from the time of appointment. The continuous term of office of the Vice President shall be limited to 8 (eight) years.
- 11.25. The Vice President shall be appointed by the Council at the Council meeting prior to the AGM from nominations submitted by the Council. The appointment of the Vice President shall be announced at the AGM.
- 11.26. The Council shall call on members for nominations for the post of Vice President, 40 (forty) days prior to the AGM, to be submitted by the Regional Authorities and the National Sailing Discipline Authorities to the Secretary for collation and publication to the Council no later than 10 (ten) days prior to the published date of the AGM. Members of the Council may also submit nominations.
- 11.27. The Vice President shall have a vote.
- 11.28. The appointment of the Treasurer shall take place bi-annually and the Treasurer shall hold office for 2 (two) calendar years from the time of appointment. The continuous term of office of the Treasurer shall be limited to 8 (eight) years.
- 11.29. The Treasurer shall be appointed by the Council at the Council meeting prior to the AGM from nominations submitted to the Council. The appointment of the Treasurer will be announced at the AGM.
- 11.30. The Council shall call on members for nominations for the post of Treasurer, 40 (forty) days prior to the AGM, to be submitted by the Regional Authorities and the National Sailing Discipline Authorities to the Secretary for collation and distribution to the Council no later than 10 (ten) days prior to the published date of the AGM. Members of the Council may also submit nominations.
- 11.31. The Treasurer shall not have a vote if nominated from within the membership of SA Sailing. The Treasurer shall have a vote if nominated from outside of the membership of SA Sailing.
- 11.32. The Treasurer shall act as the chairman of the Finance and Administration Committee.
- 11.33. The Council may co-opt other individuals as members for short-term project-oriented appointments in order to discharge specific functions, provided that the predominant criteria for such appointments shall always be based on merit. Council ratification will be required for co-opting of individuals. Co-opted members will not have a vote.



- 11.34. It is noted that the limitations of all the above terms of office to a maximum period of continuous office can be reset to zero, once the individual has been out of office for a period of 2 (two) years or the individual can return to office in a different position to which he / she had previously reached the maximum term. In the latter case, the new term of office shall be limited to 4 (four) continuous years.
- 11.35. Subject to clause 8, the Council shall administer and provide oversight, direction, leadership and management of the affairs of SA Sailing according to this Constitution and By-Laws and shall have the power to:
- 11.35.1. determine the Annual Subscription payable to SA Sailing in accordance with By-Law 5, having regard to funds which are required to administer the national and Regional structures and attain the Object;
  - 11.35.2. appoint and terminate appointments of staff for the National Office;
  - 11.35.3. affiliate to any appropriate national or international sports or recreational body and to ratify the relevant Standing Committee's nominations of SA Sailing's representatives to such bodies;
  - 11.35.4. consult with the Regional Authorities, District Authorities, National Sailing Discipline Authorities, Standing Committees, Affiliated Clubs, Class Associations or any other body on any matter on which it regards it prudent and expedient to do so, so as to make decisions in the interests of the Sport;
  - 11.35.5. institute and defend legal proceedings in SA Sailing's name and perform all legal acts and execute such legal documents as may be necessary to do so;
  - 11.35.6. make, amend and rescind By-Laws not consistent with the Constitution for the regulation of the affairs of SA Sailing, subject to the ratification thereof by members in an AGM or SGM;
  - 11.35.7. buy, sell, let or hire, exchange, transfer, receive by way of donation or otherwise movable or immovable property, including shares and debentures and to deal with and / or invest the surplus funds of SA Sailing in a manner consistent with the Object, in banks, building societies or similar registered financial institutions;
  - 11.35.8. suspend or terminate the affiliation of any Affiliated Club, after notifying the Affiliated Club of the intention to do so in writing, and giving the Affiliated Club a minimum of 14 (fourteen) working days to remedy the alleged breach, in the event of:



11.35.8.1.non-compliance with the terms of the By-Law applicable to the collection, payment and reporting of memberships and subscriptions; or

11.35.8.2.any disciplinary action against such Affiliated Club as a result of actions inconsistent with the Object or any act which brings or is likely to bring SA Sailing or the Sport into disrepute; and

11.35.9. perform any and every other function as may be necessary to achieve the Object and to fulfil the responsibilities of SA Sailing.

## **12. THE NATIONAL EXECUTIVE COMMITTEE**

12.1. The Exco will comprise of at least the Vice President, the Chief Executive Officer and the Treasurer.

12.2. The Exco will be supported by the Standing Committees, Sub-Committees and the national operational structure as proposed and ratified by the Council from time to time.

12.3. The Exco's strategic delivery will be driven through and by the Regional Authorities, the District Authorities, and the National Sailing Discipline Authorities.

12.4. The Exco's areas of responsibility will include:

12.4.1. overall SA Sailing strategic development and execution with input received from the Regional Authorities, District Authorities and National Sailing Discipline Authorities as well as the Council;

12.4.2. the organising of a thrice yearly meeting of the Council including all Council members;

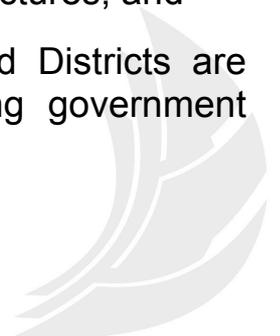
12.4.3. the organising of a thrice yearly Regional engagement road show to meet with constituents. Meetings to include representation from Regional and District structures, Disciplines, Clubs, Classes and special invitees. The agenda is to include:

12.4.3.1. an opportunity for SA Sailing to update the meeting on strategic progress and national issues and decisions;

12.4.3.2. an opportunity for SA Sailing to understand critical Regional and District issues and get updates on how these are being dealt with by the accountable individuals and structures; and

12.4.3.3. an opportunity to ensure that the Regions and Districts are getting sufficient exposure and focus regarding government linked projects;

12.4.4. government engagement;



- 12.4.5. WS engagement;
- 12.4.6. sponsorship and funding engagement;
- 12.4.7. custodianship of the national transformation program;
- 12.4.8. the guidance and management of the activities and the processes of governance; and
- 12.4.9. the guidance and oversight of activities of Standing Committees, Sub-Committees and work groups at the national level.

### **13. THE REGIONAL AUTHORITIES**

- 13.1. Each Regional Authority, comprising Districts and Clubs, shall act as a division of SA Sailing and shall be managed by a Regional Executive Committee, to be elected annually.
- 13.2. Each Regional Authority shall administer and provide oversight, direction, leadership and management of the affairs and assets of SA Sailing in its applicable Region in accordance with the spirit and intent of this Constitution, the Object and the strategic priorities of SA Sailing, and shall be regulated by the By-Laws.
- 13.3. Each Regional Authority shall appoint a chairman, to be elected bi-annually by its members. In the interests of continuity, the Regional Authorities of the Western Cape and Northern Region shall appoint a chairman on odd numbered years and the Regional Authorities of all the other Regions will appoint a chairman on even numbered years.
- 13.4. The Regional Executive Committee shall call for nominations for the post of chairman, 40 (forty) days prior to the Regional AGM, to be submitted to the regional secretary for collation and publication to members no later than 10 (ten) days prior to the published date of the Regional AGM.
- 13.5. The election of the chairman shall take place at that particular Regional AGM by way of majority vote. Each Affiliated Club in that Region in good standing with SA Sailing shall be entitled to vote and their number of votes will be calculated as follows:
  - 13.5.1. Each Affiliated Club shall be entitled to a number of votes based on the total value of Annual Subscriptions paid by the Affiliated Club to SA Sailing in the 12 (twelve) months prior to the date of the notice of the Regional AGM, divided by 100 (one hundred) times an individual Ordinary Member's Annual Subscription (including value-added tax) as at the date of the notice of the Region's annual general meeting. Any fractions after the division will be rounded up to the nearest whole number.

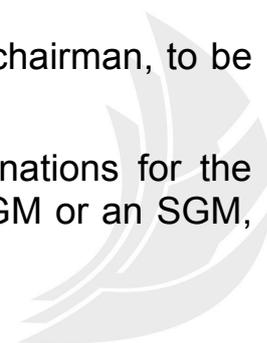
- 13.6. The standing Regional Executive Committee shall, by majority vote, appoint an independent voting officer who shall administer the voting process and the successful nominee for the role of chairman shall be decided by secret ballot and majority vote.
- 13.7. The term of office of the Region's chairman shall end after that Region's second AGM after their appointment, with no individual serving more than 4 (four) terms consecutively.
- 13.8. Each Regional Authority shall, in addition to the chairman, appoint at least a Treasurer, a Transformation Officer and a Secretary to the Regional Executive Committee, to be elected annually by its members, through a process of nomination and majority vote. Each Regional Authority shall include additional portfolios or co-opt individuals to the Regional Executive Committee or to participate in committees or work groups as may be deemed necessary to achieve the Object in its Region and to fulfil its responsibilities to SA Sailing.
- 13.9. All changes to a Region's by-laws shall be subject to ratification by the Council, which shall not be withheld without good reason. In this event, the reasons for withholding ratification shall be recorded in the minutes of the Council and the matter referred back to the appropriate Regional Authority for amendment and resubmission to the Council.
- 13.10. Each Regional Authority shall maintain proper books and records of all its affairs and shall account for them in terms of By-Law 6.
- 13.11. The National Treasurer shall have access to all Regional Authority financial records and banking accounts.
- 13.12. Subject to clause 8, each Regional Authority shall have the power to:
  - 13.12.1. determine the annual subscription payable to the Regional Authority in accordance with By-Law 5, having regard to the funds which are required to administer the Region and attain the Object in that Region;
  - 13.12.2. appoint and terminate the appointment of staff at the Regional Office and to settle the terms of their employment;
  - 13.12.3. consult with its members on any matter which it regards as prudent and expedient, so as to make decisions in the interests of the Sport in the Region and of SA Sailing;
  - 13.12.4. make, amend and rescind By-Laws for the regulation of the affairs of SA Sailing in that Region, which shall be subject to ratification by the Council in terms of sub-clause 13.9;



- 13.12.5. in its own name buy, sell, let or hire, exchange, transfer, receive by way of donation or otherwise, moveable property, including shares and debentures and to deal with and / or invest the surplus funds of SA Sailing in a manner consistent with the Object, in banks, building societies or similar registered financial institutions, when authorised by the Council;
- 13.12.6. recommend to the Council the suspension or termination of affiliation of any Club in the Region, after due process, in the event of non-payment of subscriptions after they become due;
- 13.12.7. institute any disciplinary action against any Club in the Region as a result of actions by the Club which are inconsistent with the Object or any acts which bring or are likely to bring SA Sailing or the Sport into disrepute;
- 13.12.8. appoint members to the Council prior to the Region's AGM, provided that:
  - 13.12.8.1. such appointment is necessitated by the death, serious illness, removal from office, resignation or incapacitation for any reason of an existing member of the Council; and
  - 13.12.8.2. such member fulfils the requirements as laid out in the Constitution and By-Laws; and
- 13.12.9. perform any and every other function as may be necessary to achieve the Object in its Region and to fulfil its responsibilities to SA Sailing.
- 13.13. Regional Authorities shall be provided with all of SA Sailing's newsletters, annual financial statements, notices of meetings, and minutes of AGMs, as well as all annual reports of the Council and Standing Committees.

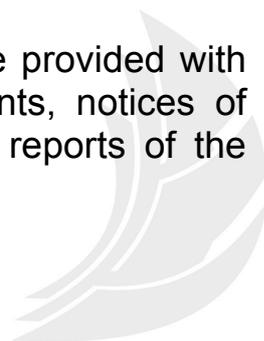
#### **14. THE NATIONAL SAILING DISCIPLINE AUTHORITIES**

- 14.1. Each National Sailing Discipline Authority shall represent the interest of that Discipline and all the Classes and Class Associations which make up that Discipline.
- 14.2. Each National Sailing Discipline Authority must be legally constituted and managed by a Discipline Executive Committee consisting of at least a chairman and a Treasurer.
- 14.3. Each National Sailing Discipline Authority shall appoint a chairman, to be elected bi-annually by its members.
- 14.4. Each Discipline Executive Committee shall call for nominations for the post of chairman, 40 (forty) days prior to the Discipline AGM or an SGM,



to be submitted to the Discipline Executive Committee for collation and publication to the Ordinary Members of the Discipline no later than 10 (ten) days prior to the published date of the Discipline AGM or SGM.

- 14.5. The election of the chairman shall take place at the Discipline AGM or SGM by way of majority vote by the Ordinary Members of the Discipline. The voting process is to allow for proxy votes.
- 14.6. The term of office of the chairman shall end after that Discipline's second AGM after their appointment, with no individual serving more than 4 (four) terms consecutively.
- 14.7. Each National Sailing Discipline Authority may choose to elect a member of their Discipline Executive Committee to represent the Discipline at the Council, provided that the number of paid up SA Sailing Ordinary Members of that particular Discipline is greater in number than 10% (ten percent) of the total paid up Ordinary Members of SA Sailing. Should the Council already have received at least 40% (forty percent) of its membership from a particular sailing Discipline, that Discipline will not be entitled to a dedicated member of the Council, but will be entitled to nominate one of the members of the Council, other than the President or Vice President, to represent it at the Council. A democratically elected sailing Discipline representative will have a vote at the Council.
- 14.8. The Council may, in the absence of a representative being proposed by the Discipline, invite or co-opt an individual to represent the interests of that Discipline at the Council. Invited and co-opted Discipline representatives will not have a vote at the Council.
- 14.9. Each National Sailing Discipline Authority shall manage their affairs autonomously in accordance with the spirit and intent of this Constitution and its By-Laws.
- 14.10. Each National Sailing Discipline Authority shall maintain proper books and records of all its affairs, which shall be audited as per the constitution and by-laws of that Discipline.
- 14.11. Each National Sailing Discipline Authority shall have the power to determine the annual subscription or fees payable by its members to the National Sailing Discipline Authority, having regard to the funds which are required to administer that National Sailing Discipline Authority and attain the objects of the same and that of SA Sailing.
- 14.12. Recognised National Sailing Discipline Authorities shall be provided with all of SA Sailing's newsletters, annual financial statements, notices of meetings and minutes of AGM's, as well as the annual reports of the Council and Standing Committees.

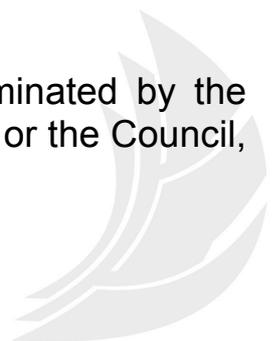


## **15. THE FINANCE AND ADMINISTRATION COMMITTEE**

- 15.1. The Treasurers of the Regions shall form the Finance and Administration Committee, which shall be accountable to the Council.
- 15.2. The National Treasurer shall act as the chairman of the Finance and Administration Committee and no other members of that committee may be a member of the Council.
- 15.3. The Finance and Administration Committee shall ensure that:
  - 15.3.1. budgets are prepared and approved for all Regions and nationally prior to the commencement of the financial year;
  - 15.3.2. proper books of account are kept for SA Sailing nationally and by each Regional Authority in accordance with GAAP;
  - 15.3.3. proper administration and internal control procedures are implemented to ensure good corporate governance; and
  - 15.3.4. Regional and national finances are consolidated to represent the financial affairs of SA Sailing in its entirety.
- 15.4. The members of the Finance and Administration Committee shall be entitled to have access to all minutes, transcripts, records and data from any Clubs, Classes, sailing Disciplines and any sources within and/or associated with SA Sailing for the purpose of executing their function.
- 15.5. In all matters that do not conflict with the provisions of the above paragraph, the Finance and Administration Committee shall be considered to be a Standing Committee.

## **16. STANDING COMMITTEES**

- 16.1. Standing Committees are required to serve particular functions as described in By-Law 3, for the efficient administration of SA Sailing.
- 16.2. The Council shall determine the mandate and objective of each Standing Committee.
- 16.3. Each Standing Committee shall be regulated by the By-Laws, proposed amendments to which shall be submitted to the Council for ratification. In the event of ratification being withheld by the Council, the reasons shall be recorded in the Council minutes and the matter referred back to the appropriate Standing Committee.
- 16.4. The members of each Standing Committee shall be nominated by the Regional Authorities, National Sailing Discipline Authorities or the Council, and ratified by the Council.



16.5. The Standing Committees shall be those specified in By-Law 3.

## **17. AFFILIATED CLUBS**

17.1. Every sailing or sport Club in South Africa shall be entitled to apply to be affiliated to SA Sailing. A Club's application will be considered provided that:

- 17.1.1. it gives the Council written notice of its intention to be so affiliated;
- 17.1.2. it furnishes the Council with a copy of its constitution for approval by the Council and such information in regard to itself and its members as the Council may from time to time prescribe;
- 17.1.3. its constitution is compatible with the terms, conditions, spirit and intentions of this Constitution and its By-Laws and that it contains no element that may possibly prevent the Club or its members from supporting and complying with this Constitution and its By-Laws;
- 17.1.4. any changes to the constitution of an Affiliated Club must be submitted to SA Sailing within 30 (thirty) days of such changes being approved by the Club;
- 17.1.5. the Council shall, from time to time, review the constitution of any Affiliated Club and should it be considered that any element thereof is in conflict or not compatible with this Constitution and its By-Laws, the Council shall:
  - 17.1.5.1. notify the Affiliated Club in writing of the reason for its concern;
  - 17.1.5.2. allow the Affiliated Club 14 (fourteen) days to respond;
  - 17.1.5.3. allow the Affiliated Club sufficient and quantified time to make any required amendments, which may warrant the calling of a general meeting of the Affiliated Club; and
  - 17.1.5.4. in the event that, after receipt of the letter from the Council, an Affiliated Club refuses to amend any elements of its constitution which are not compatible or are in conflict with this Constitution and its By-Laws, the Council shall notify the Affiliated Club in writing, and should the Affiliated Club not, within 14 (fourteen) days of dispatch of this letter, undertake to make the necessary changes within the timeframe in 17.1.5.3, the Council may cancel the affiliation with no reimbursements being considered.

## **18. AFFILIATED CLUBS: RIGHTS AND OBLIGATIONS**

18.1. Affiliated Clubs shall have the right to conduct sailing activities in accordance with the rules of WS. Ordinary Members of Affiliated Clubs



shall have the right to enjoy any privileges, exemptions and concessions enjoyed by SA Sailing.

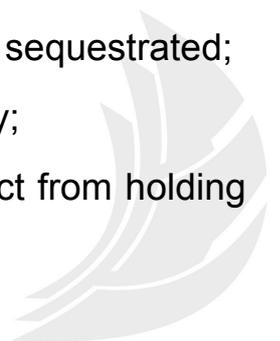
- 18.2. Affiliated Clubs shall be provided with all of SA Sailing's newsletters, annual financial statements, notices of meetings and minutes of AGMs, as well as all annual reports of the Council and Standing Committees.
- 18.3. Each Affiliated Club shall collect the Annual Subscription from each of its Ordinary Members and shall pay such Annual Subscriptions to SA Sailing in accordance with this Constitution and its By-Laws.

## **19. ORDINARY MEMBERS' RIGHTS AND OBLIGATIONS**

- 19.1. Ordinary Members shall pay to SA Sailing an annual subscription in accordance with this Constitution and its By-Laws.
- 19.2. Ordinary Members who have paid their annual subscriptions shall have the right to:
  - 19.2.1. determine the direction, policies and procedures of SA Sailing through their representatives at the General Meetings of SA Sailing; and
  - 19.2.2. participate in all wind-powered activities, events and competitions of the Sport, subject to compliance with any safety requirements and specific requirements for the event.

## **20. QUALIFICATION OF COUNCIL, REGIONAL EXECUTIVE AND STANDING COMMITTEE**

- 20.1. Members of the Council, Regional Executive Committees and Standing Committees shall be individuals who, in the exercise of their duties on the aforementioned Council/Committees shall have special regard to the best interests of sailing nationally and the achievement of the Object, beyond merely their interest in their own Region, Club, Discipline or Class.
- 20.2. No individual shall continue to be a member of the relevant Council/Committees if:
  - 20.2.1. he ceases to be a member in good standing of an Affiliated Club;
  - 20.2.2. he resigns from that Council/Committee;
  - 20.2.3. he is or becomes of unsound mind;
  - 20.2.4. he surrenders his estate as insolvent, or if his estate is sequestered;
  - 20.2.5. he is convicted of an offence which involves dishonesty;
  - 20.2.6. he becomes disqualified in terms of the Companies Act from holding office; or



- 20.2.7. he is removed from his position on the Council/Committee or his term thereon expires in accordance with the provisions of this Constitution and the By-Laws.
- 20.3. Any member of any of the abovementioned Council/Committees who has any financial interest in the results of any decision of that Council/Committee shall declare that interest before any associated debate, and shall refrain from voting on that issue. The declaration of such interest shall be recorded in the minutes of that meeting. Failure of a Council/Committee member to comply with the provisions of this paragraph will render the decision to be suspended until ratified or rejected by the Council. A member of such Council/Committee may be held personally liable for any losses incurred as a result of such non-compliance.

## **21. CLASS ASSOCIATIONS**

- 21.1. Class Associations will be recognised and represented at the Council via the appropriate National Sailing Discipline Authorities. The terms and conditions of this recognition may from time to time be regulated by By-Laws.
- 21.2. Each Class Association must be legally constituted and managed by an Class Executive Committee consisting of at least a National Chairman and a Treasurer, democratically elected as per the constitution and By-Laws of that Class Association.
- 21.3. Each Class Association shall administer their affairs autonomously in accordance with the spirit and intent of this Constitution and its By-Laws and may organise international, national and Regional championships and events, subject to the Regional Authority signoff and SA Sailing approval.
- 21.4. Each Class Association shall maintain proper books and records of all its affairs, which shall be audited as per the constitution and by-laws of that Class Association.
- 21.5. Each Class Association shall have the power to determine the annual subscription or fees payable by its members to the Class Association, having regard to the funds which are required to administer that Class Association and attain the objects of the same and that of SA Sailing.
- 21.6. Recognised Class Associations shall be provided with all of SA Sailing's newsletters, annual financial statements, notices of meetings and minutes of AGMs, as well as all annual reports of the Council and Standing Committees.



## **22. SPECIAL INTEREST GROUPS**

- 22.1. Special Interest Groups shall comprise such members of SA Sailing, with particular interest in a specific activity of SA Sailing as recognised by SA Sailing on such terms and conditions as the Council may from time to time determine.

## **23. ASSOCIATE ORGANISATIONS**

- 23.1. An organisation, not being an Affiliated Club, may be accepted as an Associate Organisation of SA Sailing on such terms and conditions as the Council may from time to time determine, provided that:

- 23.1.1. it gives the Council written notice of its intention to be so associated;
- 23.1.2. it furnishes the Council with a copy of its constitution for approval by the Council and such information in regard to itself and its members as the Council may from time to time prescribe;
- 23.1.3. its constitution is compatible with the terms, conditions, spirit and intentions of this Constitution and its By-Laws and that it contains no element that may possibly prevent the Associate Organisation or its members from supporting and complying with this Constitution and its By-Laws;
- 23.1.4. any changes to the constitution of an Associate Organisation must be submitted to SA Sailing within 30 (thirty) days of such changes being approved by the Associate Organisation;
- 23.1.5. the Council shall, from time to time, review the constitution of any Associate Organisation and should it be considered that any element thereof is in conflict or not compatible with this Constitution and its By-Laws, the Council shall:
  - 23.1.5.1. notify the Associate Organisation in writing of the reason for its concern;
  - 23.1.5.2. allow the Associate Organisation 14 (fourteen) days to respond;
  - 23.1.5.3. allow the Associate Organisation sufficient and quantified time to make any required amendments, which may warrant the calling of a general meeting of the Associate Organisation; and
  - 23.1.5.4. in the event that after receipt of the letter from the Council, an Associate Organisation refuses to amend any elements of its constitution which are not compatible or are in conflict with this Constitution and its By-Laws, the Council shall notify the Associate Organisation in writing, and should the Associate Organisation not, within 14 (fourteen) days of dispatch of this

letter, undertake to make the necessary changes within the timeframe in 23.1.5.3, the Council may cancel the association with no reimbursements being considered.

- 23.2. An Associate Organisation may terminate its association with SA Sailing by written notice to SA Sailing. In this event the Associated Organisation and all its members shall cease to enjoy the specific privileges, exemptions and concessions enjoyed by SA Sailing, and as granted to them in terms of By-Law 8.

## **24. ASSOCIATE ORGANISATIONS: RIGHTS AND OBLIGATIONS**

- 24.1. Associate Organisations and their members shall have the right to enjoy specific privileges, exemptions and concessions enjoyed by SA Sailing, and as granted to them in By-Law 8.
- 24.2. Associate Organisations and their members shall not enjoy any rights or privileges associated with SA Sailing's membership of WS.
- 24.3. Each Associate Organisation and / or its members shall pay the required fees, as determined in terms of By-Law 8, to SA Sailing.
- 24.4. Members of Associate Organisations shall be termed Associate Members of SA Sailing.

## **25. ANNUAL SUBSCRIPTIONS**

- 25.1. The Council shall annually approve an income and expenditure budget prepared by the Finance and Administration Committee for the purpose of determining the annual subscriptions payable to SA Sailing for the ensuing financial year in accordance with the terms of By-Law 5.

## **26. GENERAL MEETINGS OF SA SAILING**

- 26.1. The AGM of SA Sailing shall be called by the Council and shall be held before the end of August each year, in the Regions, by rotation.
- 26.2. Preliminary notice of an AGM shall be sent to each Affiliated Club and recognised National Sailing Discipline Authority and Class Associations, 60 (sixty) days prior to the intended date of the meeting, inviting the submission of items for the AGM agenda.
- 26.3. Written notice of the AGM and all SGMs of SA Sailing, setting out the proposed venue and date thereof, shall be sent to all Affiliated Clubs, recognised National Sailing Discipline Authorities and Class Associations at least 30 (thirty) days before such meetings, stating the business to be transacted thereat.
- 26.4. Copies of all reports of the Council and Standing Committees shall be sent to all Affiliated Clubs, recognised National Sailing Discipline

Authorities and Class Associations along with the notice of the AGM or SGM.

26.5. The business of the AGM shall be to:

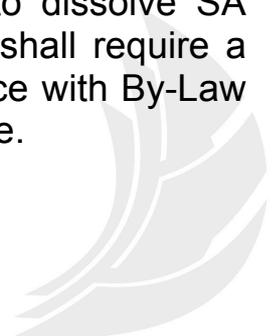
- 26.5.1. receive and if thought fit, adopt the report of the Council;
- 26.5.2. consider and if thought fit, adopt the minutes of the previous AGM;
- 26.5.3. consider and if thought fit, adopt the independent auditors' report on the consolidated financial statements, and to approve the auditors' remuneration;
- 26.5.4. receive and if thought fit, adopt the annual reports of the Standing Committees;
- 26.5.5. consider and if thought fit, adopt any amendments to the Constitution, of which notice shall have been given with the notice of the AGM or SGM (subject to sub-clause 8.8);
- 26.5.6. ratify any new By-Laws or amendments to the existing By-Laws;
- 26.5.7. appoint independent auditors for the next financial year;
- 26.5.8. consider and if thought fit, adopt any motions submitted by members, of which notice shall have been given with the notice of the AGM or SGM; and
- 26.5.9. attend to such general matters or motions that the General Meeting, in such meeting, may resolve to allow.

26.6. An SGM of SA Sailing may be convened by the Council, and shall be convened on the receipt of a requisition for an SGM signed by 10% (ten per cent) of the voting rights of the Affiliated Clubs, or from 2 (two) Regional Authorities, clearly stating the intention and business to be discussed at such a meeting.

26.7. Only representatives accredited in writing by Affiliated Clubs may vote at General Meetings of SA Sailing. Each Affiliated Club will be entitled to vote on the same basis as provided for in By-Law 4.

26.8. The quorum for a General Meeting shall be 5 (five) Affiliated Clubs able to vote.

26.9. Other than for motions to amend the Constitution and to dissolve SA Sailing (subject to sub-clause 8.8 and clause 33), which shall require a two-thirds majority, a simple majority of votes in accordance with By-Law 4 at any General Meeting shall be sufficient to carry the vote.



## **27. ADMINISTRATIVE OFFICES AND DOMICILE**

- 27.1. SA Sailing shall maintain a National Office in a location to be determined by the Council provided that it shall always be at a place within the Republic of South Africa.
- 27.2. It shall be the responsibility of the Council to ensure that an up-to-date address for the National Office is published on SA Sailing's website and affixed to SA Sailing's letterhead from time to time.
- 27.3. The National Office shall be funded from the national budget and managed by the Council and will provide the following services:
- 27.3.1. administrative and secretarial support for the Council;
  - 27.3.2. administrative and secretarial support for the Standing Committees;
  - 27.3.3. the central accounting office; and
  - 27.3.4. such other duties as may, at the discretion of the Council, be required.
- 27.4. SA Sailing shall maintain offices in such centres as may, at the Council's discretion, be required.
- 27.5. The Regions shall maintain offices in such centres as may, at the Regional Authorities' discretion, be required.
- 27.6. The Regional Offices shall be funded from the budget of the Region and will provide such services as may, at the discretion of the Regional Authority, be required.

## **28. ASSOCIATION INSIGNIA**

- 28.1. The SA Sailing emblem shall be as depicted below:



## **29. ADMINISTRATION AND ACCOUNTING**

- 29.1. The Council and Regional Authorities shall ensure that proper records and books of account of the affairs of SA Sailing are kept.



- 29.2. The Council and Regional Authorities shall ensure that all subscriptions and other income payable to SA Sailing, Regional Authorities and Standing Committees are received and deposited into the relevant bank accounts, in terms of By-Law 5, and from which all expenses for SA Sailing, Regional Authorities and Standing Committees shall be paid.
- 29.3. The financial year for SA Sailing and all Regional Authorities shall run from the 1<sup>st</sup> day of April until the 31<sup>st</sup> day of March each year.
- 29.4. The books of accounts of SA Sailing shall be audited annually by an independent practicing and registered chartered accountant.

### **30. LEGAL STATUS**

- 30.1. The law applicable to this Constitution shall be the law of the Republic of South Africa.
- 30.2. SA Sailing shall be a person at law, with all the attributes of juristic personality.
- 30.3. The Council shall from time to time appoint an address to which all legal process may be served on SA Sailing and to which all notices and correspondence may be addressed.
- 30.4. The President of SA Sailing or his nominee and the National Treasurer or his nominee shall execute all legal documents on behalf of SA Sailing.

### **31. DISPUTE RESOLUTION**

- 31.1. In any dispute brought to it, the Council shall firstly consult with the parties in an attempt to resolve the matter by reaching consensus.
- 31.2. Any dispute that arises between Affiliated Clubs or between Affiliated Clubs and their members, which is brought to the Council, and in which consensus has not been reached, may be decided by the Council, acting as arbiters, and such decision will be binding on the Affiliated Clubs and/or the Affiliated Club and its members.
- 31.3. All disputes relating to the interpretation and application of this Constitution and its By-Laws shall be resolved by the Council.
- 31.4. Any dispute that arises between Affiliated Clubs and/or their members and this Association, which shall not include any matters covered in the preceding sub-clauses, shall be referred to either WS, SASCOC, the Minister of Sport or the SRSA, or a combination thereof, who may make a binding decision on the facts presented or, if necessary, they may arbitrate.
- 31.5. All costs relating to any dispute shall be borne equally by the disputing parties, unless, as a part of its decision, the arbitrating body finds wholly

in favour of any one party, in which case the costs will be borne by the party against whom the decision was made, or as determined by the arbitrating panel.

## **32. INDEMNITY**

- 32.1. Members of the Council, Standing Committees, the Regional Committees, or other elected or nominated officers of SA Sailing, shall be entitled to be indemnified out of the assets of SA Sailing against all losses or liabilities, which they sustain or incur in the bona fide execution of their official duties or otherwise in relation thereto, and, no member of the abovementioned committees or other elected or nominated officer/s of SA Sailing shall be liable for any loss, damages or misfortune which may happen to, or be incurred by SA Sailing in the execution of their duties or in relation thereto.
- 32.2. The liability of Ordinary Members, Affiliated Clubs, Regional Authorities, District Authorities, National Sailing Discipline Authorities, Associate Organisations and Special Interest Groups shall be limited to the outstanding portion of annual subscriptions due to SA Sailing.

## **33. DISSOLUTION**

- 33.1. SA Sailing may be dissolved by a vote in favour thereof by a two-thirds majority of responding Affiliated Clubs, at an SGM called for that purpose.
- 33.2. SA Sailing is required on dissolution to transfer its assets to:
- 33.2.1. any PBO which has been approved as such in terms of the Income Tax Act;
  - 33.2.2. any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity as defined in the Income Tax Act; or
  - 33.2.3. any department of state or administration in the national or provincial or local sphere of government of the Republic,
- which is required to use those assets solely for purposes of carrying on one or more "public benefit activities" as defined in section 30 of the Income Tax Act.

This Constitution supersedes all prior versions

Proposed            12/10/2017

Adopted

