

T S C

Constitution

Theewater Sports Club

(Amended at a Special General Meeting held on 10 September 2006)

TSC CONSTITUTION - LIST OF CONTENTS

<u>PARA</u>	<u>DESCRIPTION</u>	<u>PAGE</u>
	DEFINITIONS, GLOSSARY AND KEY TERMS	3
1	NAME AND HEADQUARTERS	4
2	OBJECTIVES AND MISSION STATEMENT	4
3	CLUB COLOURS AND FLAG	4
4	LEGAL STATUS OF THE CLUB	4
5	POWERS OF THE CLUB	5
6	CLUB STRUCTURE	6
7	MEMBERSHIP	7
8	APPLICATIONS FOR MEMBERSHIP	8
9	ENTRANCE FEES	8
10	ANNUAL CLUB FEES	9
11	CESSATION OF MEMBERSHIP	9
12	RIGHTS AND PRIVILEGES OF MEMBERS	10
13	VOTING RIGHTS AT GENERAL MEETINGS	10
14	MISCONDUCT	10
15	GUESTS AND VISITORS	11
16	CLUB FUNDS	11
17	FINANCIAL AND AUDIT ARRANGEMENTS	11
18	CONSTITUTION OF THE BOARD	12
19	ELECTION OF THE BOARD	13
20	VACANCIES ON THE BOARD	14
21	MEETINGS OF THE BOARD	14
22	EXECUTIVE COMMITTEE (EXCO)	14
23	TRUSTEES OF THE CLUB	15
24	COMMITTEES OF THE CLUB	16
	24.1 The Water sports Committee	16
	24.2 The Caravan and Camping Committee	16
25	COMMITTEE RULES	17
26	GENERAL MEETINGS OF THE CLUB	17
27	BY-LAWS	18
28	SAFETY REGULATIONS	18
29	CLUB LIABILITY	19
30	DAMAGE TO CLUB PROPERTY	19
31	INTERPRETATION OF THE CONSTITUTION	19
32	AMENDMENTS TO THE CONSTITUTION	19
33	BAR CONTROL	19
34	PROPERTY LEASE AGREEMENT	20
35	DISSOLUTION OF THE CLUB	20
36	Annexure A: List of Boat Shed Lessees	21
37	Annexure B: Club Colours award criteria and Club trophies	22
38	Annexure C: List of Life and Honorary Life members	23

Definitions, Glossary and Key terms

The BOARD	The Club's governing body made up of 7 (seven) Directors plus a Secretary appointed by the members at an Annual General or Special General Meeting. The BOARD is the policy-making body of the Club
EXCO	The Executive Committee composed of the Chairman, Vice Chairman, Director of Finance and Secretary
MANAGEMENT	Refers to the general management of the Club under the control of the General Manager who reports to the BOARD
The CLUB	Refers to Theewater Sports Club
By-laws	Set of rules and regulations controlling the activities of the Club, members and visitors. These rules are approved by the BOARD and/or EXECUTIVE
SAS	South African Sailing Association
He	Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females.
Members	A member as defined in paragraph 7.
General Manager	The General Manager is the Chief Operating /Executive Officer of the Club. It is the General Manager's duty to carry out the policies set by the BOARD. The General Manager also prepares the Annual Budget subject to the BOARD'S approval and is responsible for managing and controlling Club operations to achieve budgeted revenue and expense targets.
TSC	Theewater Sports Club

THEEWATER SPORTS CLUB:-

CONSTITUTION

=====

Theewater Sports Club had its inaugural meeting on 23/7/1979.

The name "THEEWATER SPORTS CLUB" is deemed to include the original Theewater Sports Club, and the recent constituent clubs: Theewater Sports Association, Theewater Watersports Club and the Theewater Caravan Section.

In this Constitution the THEEWATER SPORTS CLUB shall be meant when the word "Club" is used. The male gender has been used throughout but in all instances the female gender may be substituted.

This Constitution was adopted at a Special General Meeting held on **10 September 2006** and replaces all previous Constitutions.

1. NAME AND HEADQUARTERS

The name of the Club shall be THEEWATER SPORTS CLUB. The headquarters shall be at the Theewaters Sport Club, Old Caledon Road, Theewaterskloof Dam, Villiersdorp. The land consists of portion 49, 50 and 51 of the farm Zeekoekraal (No 70) plus portion 102 of the farm Waterval, (No 72) Villiersdorp, in the Caledon District.

2. OBJECTIVES AND MISSION STATEMENT

The objective of the Club is to facilitate, for the benefit of its members, long-term, sustainable, aquatic-related activity for family recreation and competitive sport, providing members with associated facilities, whilst preserving the natural environment, and the individual rights of people as embodied in the Constitution of the Republic of South Africa.

3. CLUB COLOURS AND FLAG

- (a) The Club Colours shall be Peacock blue, bright green and white.
- (b) The Club Flag shall be a triangular burgee with a central band of bright green running across the flag in a gentle curve, bordered on each side by peacock blue running to the outer edges. There is a white triangle on the vertical side and a dark Sacred Ibis head in the centre of the flag.

4. LEGAL STATUS OF THE CLUB

- (a) The Club shall be a person at law, with all the attributes of juristic personality.
- (b) The Club shall be able to institute and defend legal proceedings and execute all legal acts in its own name in any competent court of law.

- (c) The Club chooses *domicilium citandi et executandi* at its Club premises, Old Caledon Road, Theewaterskloof Dam, Villiersdorp.
- (d) All legal documents shall be executed on behalf of the Club by the Chairman or, failing him, the Vice Chairman. This task may be delegated to the General Manager, where applicable, and such delegation be approved, passed and recorded at a board meeting.
- (e) No member, nor any guest or visitor shall have any right of action against the Club for any damage suffered by him through the default or neglect by the Club or its servants.
- (f) Every member of the Board or Committees, agent, servant or employee of the Club, shall be indemnified out of the Club Funds against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the Club's business or in the discharge of his duties and no such person shall be liable for the acts or omissions of any other such person by reason of his having joined in any receipt of money not received by him personally, or for any loss on account of defect of title to any property acquired by the Club or on account of the insufficiency of any security in or upon which any moneys of the Club shall be invested or for any loss incurred upon any ground whatsoever, other than his own willful acts or defaults.

5. POWERS OF THE CLUB

- (a) The Club, represented by the BOARD, shall have the power:
 - (i) To own, establish, maintain and control grounds, facilities, buildings and premises for the benefit of members.
 - (ii) To buy, sell and deal in all items required by members and visitors.
 - (iii) To lease for any purpose, the whole or any portion of the grounds or buildings owned or leased by the Club.
 - (iv) To sell, purchase, lease or otherwise acquire or dispose of, movable or immovable property. (See Annexure A for the list of the boat shed Lessees).
 - (v) To borrow and raise and invest money in such manner as may be deemed fit and proper. All monies received shall be banked in the name of the Club.
 - (vi) To charge for admission to the Club premises.
 - (vii) To lay down and set rules and regulations, in a reasonable manner, for the attainment of the objectives of the Club.
 - (viii) To make rules or place restrictions on members and visitors to comply with the prevailing requirements for the Liquor Act of 1989, where applicable.
 - (ix) In the administration of its duties and functions, to:
 - a) appoint staff necessary for the running of the Club.
 - b) appoint any outside consultants required for services not attainable within the Club.
 - c) Raise loans and/or organise overdraft facilities.

- (x) To remunerate the persons in paragraph 5. (a) (ix) a) and b) for their services, the amount of which shall be determined from time to time.
- (xi) To appoint Committees and Sub-Committees, as per paragraph 6, for the purpose of assisting and advising the BOARD, and to delegate such powers to the committees, as it deems fit.
- (xii) To institute and defend legal and/or disciplinary proceedings in the Club's name and perform all legal acts and execute such legal documents as may be necessary as per paragraph 4 of this Constitution.
- (xiii) To arrange, vary and determine terms of reciprocity with other sporting organisations which have similar aims and objectives to Theewater Sports Club.
- (xiv) To produce any flags, badges, trophies or awards for presentation at the Annual General Meeting. The criteria for awarding Club colours and the list of approved Club trophies are detailed in Annexure B.
- (xv) To insure any Club buildings/facilities/equipment/assets with a reputable insurer.

(b) Limitation of Powers:

The powers of the BOARD are limited to running the club on a day to day basis. Where the BOARD intends instituting major changes or embarking on major capital expenditure, exceeding a pre-determined amount as determined from time to time at an Annual General Meeting, (currently R40 000), it may not proceed without first obtaining permission from the members at an Annual General Meeting or a Special General Meeting called for this purpose.

6. CLUB STRUCTURE

The Club encompasses a number of water-related sports and other sporting activities, camping and caravan sites and related activities, and each one of these is entitled to its own autonomy. Committees to represent their interests will be created where necessary. These Committees may be independently affiliated to the relevant international, national or provincial organizations after BOARD approval. All committees and their sub-committees will ultimately fall under the overall control of the BOARD. The day to day running of the Club will be the responsibility of the General Manager who will report to the BOARD, as per paragraph 22.

7. MEMBERSHIP

- (a) Membership to the Club shall be open to persons who shall be admitted to membership by the General Committee, except in those categories of membership listed below as requiring the approval of the Annual General Meeting of the Club. Membership may be limited, as to numbers.
- (b) Membership of the Club may be approved in any one of the following categories:

- (i) Ordinary Membership
shall be open to single persons over the age of 21 years.
- (ii) Family Membership
shall be open to families consisting of husband/wife, his/her spouse or partner and their respective children under the age of 21 years. A child's inclusion in Family membership will automatically cease at the end of the Club financial year in which the youth turns 21.
- (iii) Youth Membership
shall be open to youth over the age of 7 years and will automatically cease at the end of the Club year in which the youth turns 18 years.
- (iv) Student Membership
any person who is over 18 years of age and who is a full-time student or apprentice is eligible and may make application to the General Committee to be granted this type of membership. Student membership will automatically cease at the end of the Club year in which the student stops full time studies.
- (v) Honorary Membership
may be bestowed on persons, who may or may not be members of the Club, in recognition of services rendered to the Club, for their standing in the community or who are Commodores of other Water Sport clubs. Honorary Membership shall be approved by the BOARD and reviewed annually.
- (vi) Honorary Life Membership
which shall be the highest honour bestowed by the Club in recognition of outstanding service to the Club by a member over a period of time (see Annexure C). Honorary Life Membership shall be recommended to an Annual General Meeting by the BOARD and must be approved by a two-thirds majority vote of the eligible, voting members present.
- (vii) Temporary Membership
may be granted by the Management Committee to bona fide visitors and regatta entrants provided that the period of such temporary membership shall be limited to a maximum of one month.
- (viii) Country Membership
shall be open to persons who are normally resident more than 200km from the Club and who are not active members.
- (ix) Absentee Membership
shall be open to any person who is normally resident outside the Republic of South Africa.
- (x) Life Membership
There is no provision for Life membership under this Constitution, but any persons having Life membership in terms of the Constitution prior to 7th May 1994 (see Annexure C) shall enjoy the same rights and privileges as Ordinary or Family members (as per Paragraph 12) and will only be exempt from the payment of annual subscriptions. They will, however, still

be liable for all other Annual Club fees applicable to Family and Ordinary members.

(xi) Schools/Tertiary Institutions Affiliation Membership

Scholars belonging to an organised school water sports club qualify for this membership, as part of the school club. No entrance joining fee will be paid. The relevant annual subscriptions and Capital levy, if applicable, for an Ordinary member is payable, by the school for every 30 learners, or part thereof. The relevant per person fee charged for member's guests over-nighting, is payable upon entry.

8. APPLICATION FOR MEMBERSHIP

- (a) Application for membership shall be made on the form prescribed by and obtainable from the Club. Each application, together with the prescribed fees, shall be proposed and seconded by two members, in good standing with the Club. The Proposer is responsible to introduce the applicant to a Committee member and a BOARD member, either of whom shall sign the form, if satisfied with the applicant. Thereafter, the application form shall be presented to the BOARD for final ratification.
- (b) A copy of the Constitution is to be made available to every person whose application for membership is accepted.
- (c) Any person accepted as a member of the Club ipso facto agrees to and shall be bound by the Constitution, rules and by-laws in force and any further rules and by-laws which, may be promulgated from time to time.
- (d) It shall not be incumbent upon the BOARD to furnish reasons for non-acceptance of any application for membership.

9. ENTRANCE FEES

An Entrance Fee will be fixed by the BOARD for any, or all, categories of membership and, if so fixed, shall be payable by every person admitted to that category. Any person who has been registered with the Club as a Youth member or a child of a Family member for a period of six months, before attaining the age of 21 years, will not be required to pay this entrance fee should he apply for membership in a different category within two years from his 21st birthday. Youth and Student members are exempt from paying an entrance fee.

10. ANNUAL CLUB FEES

- (a) Annual Club fees include: subscriptions, capital levy, SAS membership, boat parking, permanent caravan site lease fee, Plaat site lease fee, boat shed lease fee and the members overnight camping fee.
- (b) All members, other than Honorary, Honorary Life, Temporary and Life members as described in paragraph 7, shall pay the annual subscription for the various types of membership as shall be fixed each year by the BOARD.

- (c) All Annual Club fees are due and payable in advance from 01 May of each year. These Club fees must be paid by 1st August of each year.
- (d) A statement or account shall be sent out to every member of the Club as soon as possible after the financial year-end, setting out the Annual Club fees due.
- (e) A member who has outstanding Annual Club fees by 1st August may have his membership terminated by the EXCO provided that such termination shall not be effected until 14 days after the posting to such a member of a notification to do so and his attention is drawn to the position as set out in Paragraph 11 (b).
- (f) Subject to the merits of individual applications, the EXCO may grant a reduction in the Annual Club fees to long-standing members in exceptional cases where hardship, age or infirmity, preclude the member from regular use of Club facilities. The EXCO can reduce these fees for *bona fide* cases.
- (g) Applications for membership of the Club shall be accompanied by the full Club fees (pro-rated, where necessary) applicable for the relevant financial year as prescribed in paragraph 8 (a).

11. CESSATION OF MEMBERSHIP

- (a) Resignation from the Club shall be in writing to the General Manager.
- (b) Resignation of membership, or termination of membership in terms of Paragraph 14 of the Constitution, does not release the member from the obligation to pay the annual subscription, nor of any other amounts owing by him to the Club.
- (c) Members who wish to terminate their membership before incurring liability for fees or subscriptions due in the ensuing financial year must submit their resignation in writing on or before 15th May.
- (d) The EXCO may, at its discretion, impose a penalty, waive outstanding fees, or accept a late resignation depending on the merits of the individual case.
- (e) A former member of the Club who resigned in good standing and who wishes to rejoin the Club, may have his entrance fee, or part thereof, waived by the EXCO.
- (f) A member expelled for whatever reason, in terms of Paragraph 14, will not be able to rejoin the Club unless agreed to by the EXCO.

12. RIGHTS AND PRIVILEGES OF MEMBERS

All members (refer 13) shall have the following rights and privileges:

- (a) To enter the premises and grounds of the Club, subject to reasonable and necessary restrictions as the BOARD shall deem expedient from time to time.
- (b) To attend, speak and vote at General Meetings of the Club.
- (c) To wear such uniform, colours or badge as the Club may adopt.

- (d) Youth members have restricted rights decided by the BOARD from time to time, but especially regarding the signing in of visitors to the Club. This will be limited to immediate family members and must be on a daily basis only.

13. VOTING RIGHTS AT GENERAL MEETINGS

- (a) All members, in good standing, shall have full speaking and voting rights at General Meetings, except for the following:
 - (i) Honorary and Temporary Members.
 - (ii) Youth Members.
- (b) Voting is done in person and there will be no "PROXY" votes.
- (c) Ordinary members shall have one vote. Family Members will have two votes, where both the primary members are each entitled to one vote, only if present at the meeting. Schools/Tertiary Institutions Affiliation members shall be entitled to one vote (designated responsible person only entitled to vote).

14. MISCONDUCT

- (a) If, in the opinion of the BOARD, a member has committed a willful breach of this Constitution, or the by-laws of the Club, or is or has been guilty of improper, dishonest, unsportsmanlike or ungentlemanly conduct or disregard of authority in respect of other members, guests, visitors or employees, the EXCO shall have the power to appoint a Disciplinary Committee under the chairmanship of one of the BOARD MEMBERS to deal with such cases of improper or unbecoming conduct.
- (b) The Disciplinary Committee shall, after due enquiry in which the offender has been given the opportunity to account for his actions, decide on the necessary disciplinary action to be taken. This action for serious offenders may take the form of suspension for a predetermined time or expulsion from the Club and the forfeiture of all rights or privileges of the Club or its premises.
- (c) Any person disciplined by the Disciplinary Committee, as per paragraph 14. (b), shall have the right of appeal to the Trustees. Such appeal must be in writing to the Trustee(s) within 7 days. The two Trustees may uphold, modify or withdraw the disciplinary action, after due consideration. The Trustees decision will be final and will be made within 14 days of the appeal being lodged.
- (d) Rules in paragraph 11. (b) shall apply.
- (e) Any person expelled in terms of this clause shall be denied the privileges of the club and may not be signed in as a guest by a member.

15. GUESTS AND VISITORS

- (a) Guests:
 - (i) All members may bring visitors to the Club provided that they are signed in by the member, on the relevant control sheet at the entrance gate.

- (ii) Guests may not be signed in on more than 6 occasions in any one Club year.
 - (iii) The member is totally responsible for the conduct of his guests.
 - (iv) Members are responsible for paying the relevant guests over-nighting fee(s).
- (b) Visitors:
The general public may be admitted to the Club premises, but will be required to pay an entrance fee as laid down by the relevant regulations. He will be required to abide by the rules formulated on the permit, the by-laws and the safety regulations pertaining to day visitors.

16. CLUB FUNDS

- (a) All moneys received from Club fees and all other revenue-producing sources (hereinafter referred to as "Club Funds") shall be paid into the appropriate banking account(s) of the Club.
- (b) Such account(s) shall be operated by the General Manager for the day to day running of the Club. The EXCO shall not have any power to incur liabilities on behalf of the Club in excess of the Club's balances in hand plus the revenue for the current year without the sanction of the BOARD.
- (c) In the event of dissolution of the Club the Club funds will be handled in accordance with paragraph 35.

17. FINANCIAL AND AUDIT ARRANGEMENTS

- (a) The Club's financial year shall be from 1st May to 30th April.
- (b) At the end of the financial year the financial books shall be subject to audit by a suitably qualified person or persons appointed at the Annual General Meeting. The BOARD shall cause statements of account and a balance sheet to be prepared and audited at the close of each financial year. These shall be displayed on the notice board in the Clubhouse for at least 14 days prior to the Annual General Meeting and shall be submitted to the Annual General Meeting for approval. Should the audited financial statements be unavailable 14 days prior to the Annual General Meeting, then the Club's most recent financial management accounts must be displayed and at the next Annual General Meeting the then audited financial statements are to be approved.

18. CONSTITUTION OF THE BOARD

The BOARD shall comprise of 7 (seven) Directors and a Secretary with the following portfolios:

- (a) CHAIRMAN Chairman of the BOARD and EXCO.

- (b) VICE-CHAIRMAN 2IC to the Chairman and acting Chairman when Chairman is not available. Specific portfolio of forward planning, development and public relations. The portfolio includes liaison with the committees.
- (c) Director of Finance Responsible for the financial portfolio.
- (d) Director House & Grounds The incumbent provides the BOARD with policies and planning regarding all matters relating to essential services such as water, sewerage, electricity provision, capital projects and nature conservation needs and requirements.
- (e) Director of Events The incumbent provides the BOARD with policies, planning and direction regarding sailing events and liaises with the commodore water sports, with other sporting codes and activities, advises on the provision of catering needs and bar facilities and any other major events taking place.
- (f) Director Transformation The incumbent to advise and recommend on inter alia, policies regarding black empowerment, labour relations and gender equality. This Director shall be from a previously disadvantaged background.
- (g) Director Local Community The incumbent to advise and recommend Development and Youth matters policies, regarding local community development, liaison and co operation and on Youth and related matters.
This Director shall be from a previously disadvantaged background.
- (h) Secretary Secretary of the Board. This portfolio may not be filled by a member of staff. Such post may be filled by a non-member of the Club.
The Secretary does not have any voting rights at the BOARD or EXCO meetings.

The Club's General Manager attends BOARD and EXCO meetings but does not have voting powers.

19. ELECTION OF THE BOARD

- (a) The BOARD shall be elected annually at the Annual General Meeting. The members elect 5 (Five) BOARD members. The BOARD appoints a suitable Secretary and the Director of Transformation and Director of Community Development, one of whom shall be a female. The Board members elect the Chairman from amongst themselves. The Chairman then appoints the Vice-Chairman and Directors of the various portfolios. The first BOARD will be elected at a Special General Meeting to be held on 10 September 2006.
- (b) The initial period of office shall be four years for the Chairman plus any two Directors. Should the seven BOARD members not reach consensus on who shall remain in office for a further year, the members shall vote on the matter at the Annual General Meeting. The Directors vacating their office, will not be eligible for re-election for a year. The Secretary is appointed annually and there is no stipulation regarding the number of terms he may hold office.
- (c) After the initial period of four years, any future Chairman and/or any Director may not serve on the BOARD for longer than three consecutive years.

- (d) By a simple majority decision of the BOARD, a new Chairman may be elected at any stage by the BOARD.
- (e) Nominations in writing for the election of members of the BOARD, together with the nominee's acceptance signature, shall be lodged with the General Manager not less than 7 days prior to the Annual General Meeting.
- (f) Should no nominations for a position on the BOARD be received, in accordance with paragraph 19 (b), the Chairman of the Annual General Meeting shall have the right to accept nominations from the floor with the proviso that the nominee's acceptance has been indicated.
- (g) The only restrictions on the acceptance for a nomination are:
 - (i) The nominee must be a paid-up member of the Club.
 - (ii) The Trustees (see paragraph 23) should not hold any fixed, Officer of the Club portfolio, in the Club.
- (h) The BOARD may second Directors to serve on the BOARD as and when the need arises. Such seconded Directors shall not have voting powers and shall be appointed on a twelve month or shorter period. No seconded Director may serve on the BOARD for a period exceeding three consecutive years.

20. VACANCIES ON THE BOARD

- (a) Should, for whatever reason, any member of the BOARD become unable or ineligible to continue as such, any suitable member of the Club may be appointed by the BOARD to act in such vacancy until the first ensuing Annual or Special General Meeting, when the vacancy shall be filled in accordance with paragraph 19.
- (b) In the event of any member of the BOARD being absent, without the consent of the BOARD, from 2 (two) consecutive meetings, his office shall automatically become vacant. A meeting attendance register shall from time to time be posted on the notice board in the clubhouse.
- (c) During the temporary absence, with the approval of the BOARD, of any member thereof, the BOARD may appoint any suitable member of the Club to act in the place of such absentee.

21. MEETINGS OF THE BOARD

- (a) The BOARD shall meet as occasion demands, but not less than on 4 (four) occasions throughout the year.
- (b) At least three members of the BOARD (i.e. three excluding the secretary), of which at least 2 (two) shall be from the EXCO, shall constitute a quorum. In the event of such a quorum not being obtained, the meeting shall stand adjourned and a further meeting called within fourteen days. At any adjourned meeting those present shall, irrespective of number, constitute a quorum.

- (c) The meeting to be chaired in order of authority. Should the Chairman and Vice Chairman be absent simultaneously, then the remaining members shall elect amongst themselves a member to act as Chairman for the meeting.
- (d) All decisions made by the BOARD will require a simple majority. The Chairman shall have an additional casting vote, when necessary.
- (e) Proper minutes of the meetings must be taken and circulated to all BOARD members and a copy must be posted on the Club notice board after each meeting.

22. EXECUTIVE COMMITTEE (EXCO)

- (a) The EXCO shall comprise of the CHAIRMAN, VICE-CHAIRMAN and Director of Finance.
- (b) The EXCO shall act as a mini board in lieu of full Board meetings whenever an emergency arises or to handle items delegated to it by the BOARD. The BOARD shall decide what may be delegated to the EXCO.
- (c) The EXCO shall monitor the performance of the full BOARD.
- (d) The EXCO shall serve as a bridge between the BOARD and the General Manager on sensitive issues, taking the BOARD'S concerns to the General Manager and the General Manager's concerns to the BOARD.
- (e) The EXCO may where required, receive reports in detail to conserve the BOARD'S time.
- (f) The EXCO shall prioritize issues to be taken to the BOARD.
- (g) The EXCO shall conduct a performance appraisal of the General Manager annually.
- (h) At any meeting of the EXCO any 2 (two) members, excluding the General Manager, shall constitute a quorum. Decisions must be reached by consensus, failing which the matter must be referred to the BOARD for a decision.
- (i) The EXCO shall have the authority to open and operate banking accounts in the name of the Club, or subsidiary accounts as may be required from time to time, and draw, accept, make and execute bills of exchange, promissory notes, cheques, etc. in the name of the Club. Any one member of the EXCO, plus the General Manager, shall sign such documents and negotiable instruments.
- (j) The EXCO shall have the authority to make and give receipts, releases and other discharges for moneys paid to the Club.
- (k) The EXCO's duties shall be to ensure that proper effect is given to mandates issued to it by the BOARD and to consider applications for membership to the Club, during months when the BOARD may not meet, for whatever reasons.

23. TRUSTEES OF THE CLUB

- (a) The Trustees are entrusted with the Club assets and are responsible to the Club that these are utilized in the best interests of the majority of the Club members.
- (b) They are also responsible for ensuring that the BOARD and EXCO function properly. If not satisfied, they may call a Special General Meeting to address this issue.
- (c) The Trustees are not members of the BOARD or EXCO. When in attendance, the Trustees do not have any voting rights.
- (d) The Trustees may attend any meetings in an advisory or auditing capacity, give inputs, and be co-opted onto any committee(s) formed.
- (e) After due consideration, the Trustees shall have the right to uphold, modify or withdraw any disciplinary action against any member or staff member, decided upon by the Disciplinary Committee as detailed in paragraph 14.(c).
- (f) Two Trustees are elected annually at the Annual General Meeting and may not serve more than five consecutive years in this capacity.

24. COMMITTEES OF THE CLUB

- (a) The BOARD may appoint relevant Committees and Sub-Committees where the need arises. These Sub-Committees exist to perform the responsibilities assigned to them by the BOARD or duties specified in the By-laws. Committees primarily advise the BOARD, organize and plan their section's activities, help the Club to carry out certain duties assigned to them by the BOARD.
- (b) The Chairman or Commodore and members of these Committees are elected annually at the Annual General Meeting. The voting and nomination procedures shall be the same as for the election of members to the BOARD.
- (c) Each Committee, is entitled to a certain amount of autonomy in the running of its affairs and have certain functions delegated to it by the BOARD.

24.1 The Water Sports Committee:

- (i) Represents various water sport activities conducted on the dam.
- (ii) Each water sport activity, e.g. Sailing, power boating etc., is entitled to a certain amount of autonomy in the running of its affairs and be recognized as a Sub-Section/Committee with its own structure, the head of which will be a Chairman or Rear Commodore. The heads of the various Sub-Sections/Committees of Water sports meet together annually and appoint a Commodore from amongst themselves.
- (iii) Where the particular water sport has representation at a National, Provincial or Area level, the Chairman/Rear-Commodore of the Sub-section will be accepted as the Club's representative.
- (iv) Any of these water sports having particular levies, dues or affiliation fees to the National, Provincial or Area organisations must ensure that this

information is passed to the EXCO so that these fees can form part of the annual Club fees for the members in that particular section.

- (v) The Club recognizes South African Sailing (SAS) as the national coordinating body for all sailing activities and SAS membership fees will be collected from the relevant members and paid to SAS. Membership of the Club may be terminated where a member who partakes in any form of sailing refuses to pay the annual SAS membership fee.
- (vi) The Commodore will have the right to attend, as an observer, any meetings of the Water Sport's Sub-sections.

24.2 The Caravan and Camping Committee:

- (i) Represents the interests of all members regarding camping and related matters at the Club.
- (ii) Is responsible for advising the BOARD on camping matters, caravan sites and camping facilities and is headed by the Chairman, Caravan and Camping.

25. COMMITTEE RULES

General rules applying to all present Committees and any subsequent Committees approved by the BOARD.

- (a) Committees and Sub-sections/Committees shall be entitled to apply for Club Funds as defined in paragraph (16) for running of any special events, improvements or administration but this is subject to a budget being submitted to the BOARD beforehand and approved. This budget will form part of the Club's budget and the expenditure will form part of the Club's expenditure
- (b) Committees will be responsible for laying down a set of rules and regulations pertaining to their activities, subject to final BOARD approval.
- (c) Any action against a Club member, recommended by this Sub-Committee, must be ratified by the EXCO.
- (d) Any meeting of recognized committees will be required to keep minutes and the BOARD shall have access to these minutes, if required.
- (e) Committees shall meet at least three times per annum.
- (f) A Committee shall comprise of at least three members, and a quorum shall comprise of at least two members.

26. GENERAL MEETINGS OF THE CLUB

(a) Annual General Meeting

The Annual General Meeting shall be held during the months of May or June each year and the General Committee shall give members 21 days notice in writing of the

date and time of the meeting. Non-receipt of this notice shall not vitiate the proceedings of the meeting. Proper minutes must be kept and made available to members.

The business of the Annual General Meeting shall be as follows:

- (i) the presentation of the Annual Report of the BOARD for the proceedings over the last year.
- (ii) the presentation of the audited Accounts and Balance Sheet of the Club.
- (iii) to elect the members of the BOARD.
- (iv) to appoint the Auditors.
- (v) the election of Honorary Members.
- (vi) any annual or special business that may properly be dealt with at an Annual General Meeting.

(b) Special General Meeting

A Special General Meeting may be called at any time by the **BOARD** or following a requisition signed by at least 20 (Twenty) paid-up primary members of the Club. This meeting is to be held as soon as possible subject to the same notice period conditions as in paragraph 26. a). The notice convening the meeting shall state the purpose for which the meeting has been called and the meeting shall not be competent to discuss any other business.

(c) Quorum

A minimum of 60 (Sixty) paid-up members on the nominal roll of the Club, as at the day of the General Meeting, shall constitute a quorum. If a quorum is not present within 30 minutes of the fixed time for the meeting, then the meeting shall stand adjourned to the same day in the next week at the same place and time, and those members present at such an adjourned meeting shall constitute a quorum and may transact the business for which the meeting has been called.

(d) Voting at General Meetings

- (i) Voting eligibility is detailed in paragraph 13. of the Constitution.
- (ii) Voting for resolutions to be adopted will be by show of hands and will require a two- thirds majority vote to carry.
- (iii) In cases where the ballot is requested by more than 25% of the voting members present, then the voting shall be by ballot only.
- (iv) The election of members to the BOARD, where required, shall be by ballot and a simple majority will suffice. Should more than two nominations be received, the "Electoral College" system of voting will be used.
- (v) At all General Meetings the Chairman, or failing him the Vice-Chairman, shall be the Chairman and shall have an additional casting vote, where necessary.

27. BY-LAWS

By-laws shall be drafted by the BOARD and may be amended from time to time. These by-laws will be made available, in the official Club by-law booklet, to all members on request. These by-laws shall be binding on all members, guests and visitors. They can be framed or amended without the authority or approval of a General Meeting.

28. SAFETY REGULATIONS

Notwithstanding anything to the contrary, the BOARD shall have the right to approve and enforce such safety regulations as it shall deem fit and/or is legislated. Copies of these safety regulations shall be made available to all members on request. A copy shall be posted on the Club notice board. The Club, however, holds no responsibility for the due execution and enforcement of such regulations and any injury, death or damage that may result from or follow any incident on the Club premises or on the Theewaterskloof Dam.

29. CLUB LIABILITY

The Club shall not be liable for any property lost, stolen, damaged or mislaid, nor shall the Club be responsible for bodily injury to, or death of, any person either on the Club premises or while using the Theewaterskloof Dam. The term, "The Club" shall include all Officials, Office Bearers, Agents, Servants and Employees.

30. DAMAGE TO CLUB PROPERTY

The Club premises and amenities are for the use of all members and any member will be liable to make good, repair or pay for any damage done to Club property/equipment, whether the damage is done by the member personally or by any of his guests or sub-contracted labour he may use.

31. INTERPRETATION OF THE CONSTITUTION

Should there be any difference of opinion or understanding, the decision of the Trustees as to the interpretation of the Constitution, by-laws or safety regulations shall be final and binding.

32. AMENDMENTS TO THE CONSTITUTION

- (a) This Constitution can only be amended or replaced at a properly constituted Annual General Meeting or a Special General Meeting called specifically for that purpose and must be accepted with a two-thirds majority at the meeting.
- (b) Draft proposals for amendments to the Constitution must be submitted to the BOARD in writing at least 30 days prior to this meeting.
- (c) Any amendments to the Constitution will take immediate effect on being accepted unless a specified date has been applied as the effective date.

- (d) Any amendments will form part of the new Constitution and this will supersede all previous Constitutions.

33. BAR CONTROL

- (a) The BOARD shall have the authority and be required to carry out and enforce the obligations of the Club under the Liquor Act of 1989, as amended, or any Act passed in place thereof, and under the Rules and Regulations thereof or under any other relevant Act, Law or Regulation, and the conditions and provisions of all such enactment's shall be taken as embodied in this Constitution, which shall be deemed *ipso facto* to have been amended or varied accordingly.
- (b) Any profit from the sale of liquor by the Club under its Liquor Licence shall be used to meet the expenditure of the Club, to improve the Club premises and facilities, and to provide such amenities for the members as the board may deem fit. Save under a written agreement duly approved of by the Liquor Licencing Board, no such profit shall accrue to any person whatsoever.
- (c) Any annual or temporary Liquor Licence acquired by the Club shall be applied for in the name of the BOARD or such other person as may be appointed for that purpose by the BOARD. The General Manager, in terms of section 39 (1) of the Liquor Act, is appointed as the 'nominee'.

34. PROPERTY LEASE AGREEMENT

- (a) The BOARD shall re-apply for the Lease Agreement for the relevant land, adjacent to the Club property, when appropriate.
- (b) The BOARD shall, by implementing appropriate control systems to enforce the conditions and stipulations of the Lease Agreement between the Club and the relevant Government body, ensure that these conditions and stipulations are adhered to.

35. DISSOLUTION OF THE CLUB

The Club may be wound up by resolution passed at an Annual General Meeting or Special General Meeting specifically called for that purpose, provided that such resolution shall be passed by a two-thirds majority of those present and voting. In the event of such resolution being passed, the Club members present shall decide as to the disposal of all the Club assets, including property, equipment, Club Funds etc.

36. LIST OF BOAT SHED LESSEES

Boat Shed 1	Regatta office
Boat Shed 2	Neil Spilhaus (Honorary Life member)
Boat Shed 3	Tielman Malherbe (Life member)
Boat Shed 4	Rescue boat parking
Boat Shed 5	Rescue boat parking
Boat Shed 6	Innes Droomer (Life member)
Boat Shed 7	Youth clubhouse
Boat Shed 8	Youth clubhouse
Boat Shed 9	Peter Sarkozy (Life member)

37. CLUB COLOURS AWARD CRITERIA AND CLUB TROPHIES

The following is the list of Club Colours award criteria:

TSC Colours will be awarded, annually by the General Committee at the AGM. In all cases the Water sports Sub-committee, or any other relevant Sub-committee, must submit its recommendations for the awarding of Colours to the General Committee at the General Committee meeting, prior to the AGM (normally held in May or June).

TSC Colour awards are only made to Club members and are given in recognition of achievements, whilst representing the Club.

TSC Colours can be achieved in any one of the following ways:

A) Sailing Awards:

- 1) Any sailor who wins a Gold, Silver or Bronze medal in a Provincial, National or International yachting event will be awarded TSC Colours. For smaller classes sometimes only two, or only one, medal award(s) is made according to the parameters as laid down by South African Sailing. In crewed boats, all the members of the crew are eligible for TSC Colours, with the proviso that they have crewed during all the races of the relevant regatta.
- 2) Any sailor who is given National RSA Colours will, automatically qualify for TSC Colours.

B) Other Water sport Awards:

TSC Colours will also be awarded for other water sports where the Club is represented and the parameters will be worked out using those for sailing awards as the guideline.

C) TSC Club Colours for Merit:

TSC Colours may also be awarded for outstanding service to sailing, other water sports or service rendered to/for the Club.

LIST OF CLUB TROPHIES

The following is the list of Club Trophies:

- | | | |
|------------------------|-------------------------------|------------------------------|
| 1 Speedprint Trophy | 11 TSC Dabchick Trophy | 21 YouthHobie Trophy |
| 2 Chiltern Trophy | 12 Shakatak Trophy | 22 Spar Hobie 14 Trophy |
| 3 Spilhaus Junior Cup | 13 Gloria Machin Trophy | 23 Spar Hobie 16 Trophy |
| 4 Spilly's Tankard | 14 TSC Yachtsman of the Year | 24 Multihull Comrades Trophy |
| 5 Norton Trophy | 15 Saldanha Trophy | 25 Beele Bowl Trophy |
| 6 Trying Trophy | 16 Old Brown Trophy | 26 Second Skins Shield |
| 7 Commodores Trophy | 17 Skipper of Skippers Trophy | 27 Potjiekos Trophy |
| 8 Double Decker Trophy | 18 Bayer Monsanto Trophy | 28 Potbrood Trophy |
| 9 Suzi-Q Trophy | 19 Gordon Elms Trophy | |
| 10 Club Trophy | 20 "Bumper" Trophy | |

38. LIST OF LIFE AND HONORARY LIFE MEMBERS

Barker, Brian
Beele, Johannes
Bowers, Anthony & Mary
Bradley, Chris & May
Bradley, David & Angela
Coxall, John & Marion
Davies, Colin
Douglas, Alastair (Honorary Life) & Dawn
Droomer, Dave & Vivienne
Droomer, Innes
Droomer, Pierre & Rene
Ferreira, Jose & Priscilla
Fismer, Wilhelm & June
Golding, James & Jenny
Green, Bruce & Phebe
Grimbeek, Brent & Camilla
Grimbeek, Bryan & Diana
Harford, Colin & Fernanda
Heese, Daniel & Tersia
Hoffman, Audrey
Hoffman, Roger & Dianne
Howell, Mervyn
Hutton-Squire, Robin (Honorary Life) & Hannelie
Joao, Michael & Carol
Jooste, Michael
Kelly, Bruce & Wendy
Loftus, Thomas & Shaun
Malherbe, Tielman & Anita
Malherbe, Christiaan & Marianna
Malherbe, Francois & Elize
Malherbe, Ludwig & Mariette
Malherbe, Gideon & Chantal
Norton, Neville & Diana
Payne, Anthony & Veda
Sarkozy, Peter & Alison
Spilhaus, John & Erika
Spilhaus, Neil (Honorary Life) & June
van Niekerk, Gielie & Wilna
van Zyl, Dick & Leonie
Went, Marion