CONSTITUTION OF SOUTH AFRICAN SAILING

PREAMBLE

With the view to achieving the objects of the association, in particular the promotion and development of sailing among all communities in the Republic of South Africa, irrespective of gender, race or creed, and in so doing, accepting, promoting and continuing the tasks formerly provided by the predecessor organisations, to wit - The Cruising Association of South Africa (CASA) and The South African Yacht Racing Association (SAYRA).

South African Sailing (SAS), as the successor in right and title to these organisations, adopts the following constitution:

1. **NAME**

The name of the association is South African Sailing (abbreviated - SAS).

2. **OBJECT OF THE ASSOCIATION**

South African Sailing (SAS) shall administer and promote all aspects of sailing in the Republic of South Africa, in compliance with the Constitution of the Republic of South Africa. In particular SAS shall:

2.1 encourage and promote all sailing activities throughout the Republic of South Africa,

2.2 administer the rules governing sailing competitions,

2.3 manage the conduct of sailing competitions,

2.4 apply the constitution and bylaws of SAS,

2.5 determine national standards for training in seamanship, navigation and safety,

2.6 promote and assist in the training of sailors who participate in national and international competitions,

2.7 promote and assist in the development of sailing as a sport and a recreational activity among all communities,

2.8 liaise and affiliate where necessary, with government statutory bodies, affiliated clubs, class associations and any other appropriate organisation on all matters relating to the sport and recreation of sailing in the Republic of South Africa,

2.9 liaise and affiliate where necessary, with international bodies representing the interests of sailing throughout the world for the benefit of sailing in the Republic of South Africa, adopting their rules where appropriate.

3. **STRUCTURE OF THE ASSOCIATION**

3.1 SAS shall comprise of:

3.1.1 Ordinary members of SAS, who shall have paid an annual subscription to SAS and who shall be members in good standing of affiliated clubs.
3.1.2 Affiliated clubs, being autonomous and properly constituted sailing or aquatic clubs;

3.1.2.1 whose constitutional objectives are compatible with the provisions of this constitution,

3.1.2.2 who shall have collected the annual subscription payable to SAS from all of its members as required in terms of the applicable bylaws and

3.1.2.3 who shall undertake to, and have complied with the terms and conditions of this constitution and bylaws.

3.1.3 The regional authorities, that promote and administer sailing in the regions of South Africa in terms of this constitution and which shall be regulated by bylaws approved by the Council. The regions shall consist of such geographic areas as Council may determine from time to time, in accordance with the relevant bylaws.

3.1.4 The national discipline authorities, that promote and administer sailing for particular disciplines of sailing, on a national basis, in terms of this constitution and which shall be regulated by bylaws approved by the Council.

3.1.5 A President.

3.1.6 The Council, that exercises overall control and management of the association.

3.1.7 A Finance and Administration Committee.

3.1.8 Standing Committees, the functioning of which shall be regulated by bylaws.

3.1.9 Class Associations.

3.1.10 Special Interest Groups.

3.1.11 Associate Organisations.

3.2 The Council may grant individual membership of SAS to persons who are not members of affiliated clubs, subject to such terms and conditions as may be appropriate, to be determined by the Council.

3.3 The Council may grant temporary privileges to members of SAS, subject to such conditions as the Council may be determine.

4. COUNCIL

4.1 The Council shall comprise of one representative from and appointed by, each of the regional executive committees. Members so appointed shall be a voting members of their respective regional executive committees. The Council shall include the SAS President in accordance with the provisions of bylaw number 1.

4.2 The Chairman of the Finance and Administration Committee shall be a non-voting member of Council.

4.3 The Council shall administer and manage the affairs of SAS according to the constitution and its bylaws.

4.4 The members of the Council shall elect the Chairman of the Council from their number.

4.5 Each member of the Council shall have one vote. Decisions of the Council shall be determined by majority vote. The Chairman shall not have any casting vote in addition to his deliberate vote.

4.6 Meetings of the Council shall be held in accordance with the provisions of bylaw 1.
4.7 The Council shall have the power to:

4.7.1 determine the annual subscription payable to SAS in accordance with bylaw 5, having regard to funds which are required to administer the national structure and the Regions and attain the objects of SAS.

4.7.2 to appoint and terminate the appointment of staff for the national office.

4.7.3 to affiliate to any appropriate national or international sports or recreational body and to ratify the relevant standing committee's nominations of SAS's representatives to such bodies.

4.7.4 to consult with the regional authorities, standing committees, member clubs and class associations on any matter on which it regards it prudent and expedient to do so, so as to make decisions in the interests of sailing.

4.7.5 to institute and defend legal proceedings in SAS’s name and perform all legal acts and execute such legal documents as may be necessary.

4.7.6 to make, amend and rescind bylaws not consistent with this constitution for the regulation of the affairs of SAS, subject to ratification by the members in general meetings.

4.7.7 to buy, sell, let or hire, exchange, transfer, receive by way of donation or otherwise movable and immovable property, including shares and debentures and to deal with and/or invest the surplus funds of SAS in a manner consistent with the objects of SAS, in banks, building societies or similar registered financial institutions.

4.7.8 to suspend or terminate the affiliation of any affiliated club, after notifying the affiliated club, in writing and giving the affiliated club a minimum of 14 days to remedy the alleged breach, in the event of:

4.7.8.1 non compliance with the terms of the bylaw applicable to the collection, payment and reporting of membership and subscriptions.

4.7.8.2 any disciplinary action against such club as a result of actions inconsistent with the objectives of SAS or any acts which bring or are likely to bring, SAS or the sport of sailing into disrepute.

4.7.9 to suspend or terminate the membership of any member in the event of any disciplinary action against such member as a result of actions inconsistent with the objectives of SAS or any acts which bring or are likely to bring, SAS or the sport of sailing into disrepute.

4.7.10 to perform any and every other function as may be necessary to achieve the objects of SAS and to fulfill the responsibilities of SAS.

5. REGIONAL AUTHORITIES

5.1 Each regional authority shall be managed by an executive committee, to be elected annually in accordance with the bylaws for that region.

5.2 Each regional authority shall appoint a treasurer, to be elected annually by its members, in accordance with the bylaws for that region.

5.3 All changes to regional bylaws 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.

5.4 Each regional authority shall administer and manage the affairs and assets of SAS in its region in accordance with the spirit and intent of this constitution and its bylaws.

5.5 Each regional authority shall maintain proper books and records of all its affairs and shall account for them in terms of bylaw 6.
5.6 Each regional authority shall have the power to:

5.6.1 determine the annual subscription payable to the regional authority in accordance with bylaw 5, having regard to funds which are required to administer and attain the objects of SAS in that region,

5.6.2 appoint, terminate the appointment of staff at the regional office and to settle the terms of their employment,

5.6.3 to consult with its members on any matter on which it regards it prudent and expedient to do so, so as to make decisions in the interests of sailing in the region,

5.6.4 to make, amend and rescind bylaws for the regulation of the affairs of SAS in that region, which shall be subject to ratification by Council in terms of 5.3,

5.6.5 in its own name to buy, sell, let or hire, exchange, transfer, receive by way of donation or otherwise movable property, including shares and debentures and to deal with and/or invest the surplus funds of SAS in a manner consistent with the objects of SAS, in banks, building societies or similar registered financial institutions, when authorised by the Council

5.6.6 to recommend to Council the suspension or termination affiliation of any club in the region, after due process, in the event of non-payment of subscriptions after they become due,

5.6.7 to institute any disciplinary action against any club in the region as a result of actions inconsistent with the objectives of SAS or any acts which bring or are likely to bring, SAS or the sport of sailing into disrepute.

5.6.8 to appoint members to the Council prior to the Regional Annual General Meeting provided that:

5.6.8.1 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,

5.6.8.2 such member fulfills the requirements of paragraph 4.1.

5.6.9 to perform any and every other function as may be necessary to achieve the objects of SAS in its region and to fulfill its responsibilities to SAS.

5.7 Regional authorities shall be provided with all association newsletters, Annual Financial Statements, Notices of Meetings of SAS, Minutes of Annual General Meetings and Annual Reports of the Council and Standing Committees.

6. FINANCE AND ADMINISTRATION COMMITTEE

6.1 The treasurers of the regions shall form the Finance & Administration Committee, which will be accountable to the Council.

6.2 The Finance & Administration Committee shall elect a Chairman from among its members, who shall be a member of the Council and who shall serve as National Treasurer.

6.3 Other than the Chairman of the Finance & Administration Committee, no other member of that committee may be a member of Council.

6.4 The Finance & Administration Committee shall ensure that:

6.4.1 budgets are prepared and approved for all regions and nationally,

6.4.2 proper books of account are kept for SAS nationally and by each regional authority, in accordance with Generally Accepted Accounting Practice,

6.4.3 proper administration and internal control procedures are implemented to ensure good corporate governance,
6.4.4 Regional and National finances are consolidated to present the financial affairs of SAS in its entirety,

6.4.5 all monies received in the form of donations, gifts, sponsorship or grants are dealt with in accordance with any terms or conditions imposed thereon,

6.5 The members of the Finance & Administration Committee shall be entitled to have access to all minutes, transcripts, records and data from any source within and/or associated with SAS.

6.6 In all matters that do not conflict with the provisions of the above paragraph, the Finance & Administration Committee will be considered as a standing committee.

7. STANDING COMMITTEES

7.1 Standing committees are required to serve particular functions as described in bylaw 3, for the efficient administration of SAS.

7.2 The Council shall determine the mandate and objective of each standing committee.

7.3 Each standing committee shall be regulated by bylaws, amendments to which shall be submitted to Council for ratification. In 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.

7.4 The members of each standing committee shall be nominated by the regional authorities, and ratified by the Council.

7.5 The standing committees shall be those specified in bylaw 3.

8. AFFILIATED CLUBS

8.1 Every sailing or aquatic club in the Republic of South Africa shall be entitled to be affiliated to SAS provided that:

8.1.1 it gives the Council written notice of its intention to be affiliated,

8.1.2 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,

8.1.3 its constitution is compatible with the terms and conditions of this constitution and its bylaws and it contains no element that will prevent the club or its members from complying with this constitution and bylaws.

8.1.4 any changes to the constitution of an affiliated club must be submitted to SAS within 30 days of such changes being approved by the club.

8.1.5 council may review the constitution of any affiliated club and should it be considered that any element of thereof is in conflict or not compatible with this constitution and bylaws, Council shall:

8.1.5.1 Notify the affiliated club in writing of the reason for its concerns.

8.1.5.2 Allow the club a minimum of 14 days to respond.

8.1.5.3 Allow the club sufficient time to make any required amendments, which may warrant the calling of a general meeting of the club.

8.1.6 In the event that, after receipt of the letter from Council, an affiliated club refuses to amend any elements of its constitution which are not compatible or in conflict with this constitution and bylaws, Council shall notify the club in writing, and should the club still not, within 14
days of dispatch of this letter, undertake to make the necessary changes within the timeframe in Cl 8.1.5.3, Council may cancel the affiliation.

9. **AFFILIATED CLUBS: RIGHTS AND OBLIGATIONS**

9.1 Affiliated clubs shall have the right to conduct sailing activities in accordance with the rules of the international sailing bodies. Members of affiliated clubs shall have the right to enjoy any privileges, exemptions and concessions enjoyed by SAS.

9.2 Affiliated clubs shall be provided with all newsletters, Annual Financial Statements, Notices of Meetings of SAS, Minutes of Annual General Meetings and Annual Reports of the Council and Standing Committees.

9.3 Each affiliated club shall collect the annual subscription, determined in terms of bylaw 5, from its members and shall pay such subscriptions to SAS in accordance with this constitution and bylaws.

10. **MEMBERS: RIGHTS AND OBLIGATIONS**

10.1 Members will pay to SAS an annual subscription in accordance with this constitution and bylaws.

10.2 Members of SAS, who have paid their annual subscription shall have the right to:

10.2.1 determine the direction, policies and procedures of SAS in General Meetings of the Association.

10.2.2 compete in all sailing competitions, subject to compliance with any specific requirements for the event.

11. **QUALIFICATION OF COUNCIL, REGIONAL EXECUTIVE AND STANDING COMMITTEE MEMBERS**

11.1 Members of the Council, regional committees and standing committees shall be individuals who, in the exercise of their duties on these committees shall have special regard to the best interests of sailing nationally and not merely the province in which they reside.

11.2 No individual shall continue to be a member of any committee referred to in 11.1 above if he;

11.2.1 ceases to be a member in good standing of an affiliated club,

11.2.2 resigns from that committee.

11.3 Any member of a committee referred to in 11.1 above who has any financial interest in the results of any decision of that committee shall declare that interest before the 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 committee member to comply with the provisions of this paragraph may render the decision to be suspended until ratified or rejected by the council. A member may be held personally liable for any losses incurred as a result of such non-compliance.

12. **CLASS ASSOCIATIONS**

12.1 Class associations may be recognised by SAS on such terms and conditions as the Council may from time to time determine and regulate by bylaws.

12.2 Recognised class associations shall be provided with all newsletters, Annual Financial Statements, Notices of Meetings of SAS, Minutes of Annual General Meetings and Annual Reports of the Council and Standing Committees.

12.3 Class associations shall administer their affairs autonomously, and may organise International, National and Regional Sailing Championships subject to the prior approval of SAS.
13. **SPECIAL INTEREST GROUPS**

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

14. **ASSOCIATE ORGANISATIONS**

14.1 Organisations, not being affiliated clubs in terms of 3.1.2, may be accepted as Associate Organisations of SAS on such terms and conditions as council may from time to time determine.

14.2 Provided:

14.2.1 it gives the Council written notice of its intention to be associated,

14.2.2 it furnishes the Council with a copy of its Constitution or Founding Statement for approval by the Council and such information in regard to itself and its members as the Council may from time to time prescribe,

14.3 An associate organisation may terminate its association to SAS by written notice to SAS. In this event that Associated Organization and all its members shall cease to enjoy the specific privileges, exemptions and concessions enjoyed by SAS, and as granted to them in terms of bylaw 8.

15. **ASSOCIATE ORGANISATIONS: RIGHTS AND OBLIGATIONS**

15.1 Associate organisations and their members shall have the right to enjoy specific privileges, exemptions and concessions enjoyed by SAS, and as granted to them in terms of bylaw 8.

15.2 Associate organisations and their members shall not enjoy any rights or privileges associated with South African Sailing’s membership to ISAF.

15.3 Each associate organisation and / or its members shall pay the required fees, as determined in terms of bylaw 8, to SAS.

15.4 Members of associate organisations shall be termed Associate Members of SAS.

16. **ANNUAL SUBSCRIPTIONS**

16.1 The Council shall each year approve an Income and Expenditure Budget prepared by the Finance & Administration Committee for the purpose of determining the annual subscriptions payable to SAS for the ensuing financial year in accordance with the terms of bylaw 5.

17. **GENERAL MEETINGS OF SAS**

17.1 The Annual General Meeting of SAS shall be called by the Council and shall be held before the end of August each year in the regions by rotation.

17.2 Preliminary Notice of an Annual General Meeting shall be sent to each affiliated club sixty days prior to the meeting inviting items for the Annual General Meeting agenda.

17.3 Written notice of the Annual General Meeting and all Special General Meetings of SAS setting out the venue and date thereof shall be sent to all affiliated clubs and class associations at least thirty days before such meetings stating the business to be transacted thereat.

17.4 Copies of the reports of the Council and Standing Committees shall be sent to all affiliated clubs with the notice of the Annual General Meeting.

17.5 The business of the Annual General meeting shall be:

17.5.1 to receive and if thought fit, to adopt a report of the Council,
17.5.2 to consider and if thought fit, to adopt the Independent Auditor's report on the consolidated financial statements and to approve the auditors remuneration,

17.5.3 to receive and if thought fit to adopt the Annual Reports of the Standing Committees,

17.5.4 to consider and if thought fit to adopt any amendment to the Constitution of which notice shall be given with the notice of meeting,

17.5.5 to ratify any new bylaws or amendments to the bylaws,

17.5.6 to appoint independent auditors for the next financial year,

17.5.7 to consider and if thought fit adopt any motions submitted by members of which notice shall be given with the notice of meeting,

17.5.8 such general matters or motions that the General Meeting, in meeting, may resolve to allow.

17.6 Special General Meetings of SAS may be convened by the Council, and shall be convened on receipt of a requisition for a Special General meeting signed by ten percent of the voting rights of affiliated clubs or from two regional authorities, clearly stating the business to be discussed at the meeting.

17.7 Only representatives accredited in writing by affiliated clubs may vote at general meetings of SAS. Each affiliated club will be entitled to vote on the same basis as provided for in bylaw 4.

17.8 The quorum for a general meeting of SAS shall be five member clubs able to vote.

17.9 Other than for motions to amend the constitution and to dissolve SAS, which shall require a two thirds majority, a simple majority of votes in accordance with bylaw 4 at any General Meeting of SAS shall be sufficient to carry the vote.

18. **ADMINISTRATIVE OFFICES**

18.1 SAS shall maintain a national office in a location to be determined by Council.

18.1.1 The national office shall be funded from the national budget and managed by Council and will provide the following services:

18.1.1.1 the administrative and secretarial support for Council,

18.1.1.2 the administrative and secretarial support for the Standing Committees,

18.1.1.3 the central accounting office,

18.1.1.4 such other duties as may, at the discretion of Council, be required.

18.2 SAS shall maintain offices in such centres as may, at the Council’s discretion, be needed.

18.3 The regions shall maintain offices in such centers as may, at the regional authority's discretion, be required.

18.3.1 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.
19. ASSOCIATION INSIGNIA

The SAS emblem shall be as depicted below:

![SAS Emblem](image)

19.1 On SAS stationery the insignia shall be in full colour. (red, green, blue, black, yellow)
19.2 On regalia, the insignia shall be white on a Navy Blue background.

20. ADMINISTRATION AND ACCOUNTING

20.1 The Council and the regional authorities shall ensure that proper records and books of account of the affairs of SAS are kept.

20.2 The Council and the regional authorities shall ensure that all subscriptions and other income payable to SAS, regional authorities and standing committees are received and deposited into the relevant bank account, in terms of section 1 of bylaw 5, and from which all expenses for SAS, regional authorities and standing committees shall be paid.

20.3 The financial year of SAS and all Regions shall run from the 1st day of April to the 31st day of March each year.

20.4 The books of account of SAS shall be audited annually by an independent practicing and registered Chartered Accountant.

21. LEGAL STATUS

21.1 The law applicable to this constitution shall be the law of the Republic of South Africa.

21.2 SAS shall be a person at law, with all the attributes of juristic personality.

21.3 The Council shall from time to time appoint an address to which all legal processes may be served on SAS and to which notices and correspondence may be addressed.

21.4 The Chairman of the Council or his nominee and the National Treasurer or his nominee shall execute all legal documents on behalf of SAS.

22. DISPUTE RESOLUTION

22.1 In any dispute brought to it, the Council shall firstly, consult with the parties in an attempt to resolve the matter by reaching consensus.

22.2 Any dispute that arises between affiliated clubs or between affiliated clubs and their members, which has been brought to Council, and in which consensus has not been reached, may be decided by Council, acting as arbiters, and such decision will be binding on the affiliated clubs and / or the affiliated club and its members.

22.3 All disputes relating to the interpretation and application of this constitution and the bylaws shall be resolved by the Council.
22.4 Any dispute that arises between affiliated clubs and or their members and the association, which shall not include any matters covered in Cl. 22.2, shall be referred to either, ISAF, SASCOC, the Minister of Sport or the Dept. Sport and Recreation South Africa or a combination thereof, who may either make a binding decision on the facts presented, or if necessary they may arbitrate.

22.5 All costs relating to any dispute shall be borne equally by the disputing parties, unless, as part of its decision, the arbitrating body finds wholly in favour of 1 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.

23. **INDEMNITY**

23.1 Members of the council, the standing committees, the regional committees, or other elected or nominated officers of SAS, shall be entitled to be indemnified out of the assets of SAS against all losses, or liabilities, which they may sustain or incur in the bona fide execution of their official duties or otherwise in relation thereto, and, no member of the above mentioned committees or other elected or nominated officer/s of the association shall be liable for any loss, damage or misfortune which may happen to, or be incurred by SAS in the execution of their duties or in relation thereto.

23.2 The liability of affiliated clubs shall be limited to the outstanding portion of annual subscriptions due to SAS.

24. **DISSOLUTION**

24.1 SAS may be dissolved by a vote in favour thereof by a two-thirds majority of responding affiliated clubs, at a General Meeting called for that purpose.

24.2 In the event of dissolution, the income and property of SAS shall be applied solely towards the promotion of its objectives and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of SAS, provided that nothing herein contained shall prevent the payment in good faith of a reasonable remuneration to any officer or servant of SAS or to any member thereof in return for any services actually rendered to SAS.

24.3 Upon its dissolution, the assets of SAS remaining after the satisfaction of all its liabilities, shall be given or transferred to some other association/s or institution/s having objectives similar to its own, to be determined by members of SAS at or before the time of its dissolution or failing such dissolution, by a court of law.

Accepted: 2002/05/24
Adopted: 2002/06/27
Amended: 2003/09/25
Amended: 2004/06/19
Amended: 2010/08/21
This revision: 2010/08/21