

SEVEN SEAS CLUB

SIMON'S TOWN



Constitution

2017

CONSTITUTION of the SEVEN SEAS CLUB
SIMON'S TOWN

Table of Contents

| | Page |
|---|-------------|
| DEFINITIONS | 3 |
| 1. NAME OF THE CLUB | 3 |
| 2. OBJECTIVES | 3 |
| 3. LEGAL STATUS | 3 |
| 4. TRUSTEES | 3 |
| 5. PROFITS OR GAINS | 4 |
| 6. MEMBERSHIP | 4 |
| 7. ELIGIBILITY OF MEMBERS AND METHODS OF ADMISSION | 4 |
| 7.1 Ordinary Members | 4 |
| 7.2 Method of Admission of Ordinary Members | 5 |
| 7.3 Honorary Life Members | 6 |
| 7.4 Honorary Members | 6 |
| 7.5 Country Members | 7 |
| 7.6 Junior Members | 7 |
| 7.7 Ancient Mariners | 8 |
| 7.8 Absentee Members | 8 |
| 8. RESIGNATION OF MEMBERSHIP | 8 |
| 9. FORFEITURE OF MEMBERSHIP | 8 |
| 10. RENOMINATION OF CANDIDATES FOR MEMBERSHIP WHO HAVE BEEN EXCLUDED BY THE BALLOT | 9 |
| 11. RECIPROCITY PRIVILEGES | 9 |
| 12. SUBSCRIPTIONS | 9 |
| 13. ENTRANCE FEES | 9 |
| 14. CONDUCT OF MEMBERS | 10 |
| 15. GUESTS | 10 |
| 16. PATRON & HONORARY PRESIDENT OF THE CLUB | 11 |
| 17. MANAGEMENT COMMITTEE (THE COMMITTEE) | 11 |
| 18. MANAGEMENT COMMITTEE: TERM OF OFFICE | 11 |
| 19. MANAGEMENT COMMITTEE: POWERS AND INDEMNITY | 12 |
| 20. MANAGEMENT COMMITTEE: MEETINGS | 13 |
| 21. SUB-COMMITTEES | 13 |
| 22. CLUB MANAGER | 13 |
| 23. ANNUAL GENERAL MEETING | 13 |
| 24. SPECIAL GENERAL MEETING | 14 |
| 25. RULES: ALTERATIONS AND ADDITIONS | 15 |
| 26. PROXY VOTES | 15 |
| 27. ACQUISITION AND DISPOSAL OF PROPERTY | 15 |
| 28. DUTIES OF THE HONORARY SECRETARY | 16 |
| 29. DUTIES OF THE HONORARY TREASURER | 16 |
| 30. COMPLAINTS AND SUGGESTIONS | 16 |
| 31. MANAGER AND EMPLOYEES OF THE CLUB | 16 |
| 32. LICENCES | 16 |
| 33. DISSOLUTION | 17 |
| 34. CHANGE RECORD | 17 |

DEFINITIONS

In these Rules the following words shall have the meanings assigned to them unless the context clearly indicates otherwise:

- a. "**Officer**" means a member or former member of the South African National Defence Force (SANDF) who is or was commissioned in terms of the Defence Act, or served in the Union Defence Force (UDF) or South African Defence Force (SADF) as a commissioned officer, either in the Permanent Force or Reserve Forces.
- b. "**Merchant Marine Officer**" means a certificated officer, Class 3 and above, in the Merchant Marine.
- c. "**Prescribed Area**" means areas embraced within the City of Cape Town Metropolitan Municipality, as defined in the Local Government Handbook of 2013.
- d. "**Wardroom Status**" means a status which in the opinion of the Committee is equivalent to that of an officer as defined above.
- e. "**Financial Year**" shall mean 1st March to end February the following year.

1. NAME OF THE CLUB

The Club shall be known as the "Seven Seas Club", hereinafter referred to as the Club.

2. OBJECTIVES

The objectives of the Club are to promote good fellowship between members, sharing a common maritime interest, by providing social and recreational amenities and facilities to the members.

3. LEGAL STATUS

The Club is a voluntary association of persons with perpetual succession through its members; it exists apart from its members and in its name can own property and sue and be sued.

4. TRUSTEES

- 4.1 There shall be three Trustees, being Ancient Mariners or long-serving Ordinary Members with appropriate experience and expertise, all of whom shall preferably have served on the Club's Management Committee (The Committee).
- 4.2 The Trustees will function as counsellors and be responsible for the perpetuation, preservation and promotion of the Club's unique character and ethos as a naval officers' club.
- 4.3 The Trustees may give guidance and advice to the Committee when required, and resolve any conflicts that may arise within the committee.

- 4.4 The Committee may consult with the Trustees prior to making decisions on any constitutional matters, major alterations, disposal of the Club's fixed property or the dissolution of the club.
- 4.5 The Trustees shall be proposed by the Committee, and appointed by at least a two-thirds majority vote at an AGM or a SGM of the Club. Their appointment shall be reconfirmed at each subsequent AGM.
- 4.6 The Trustees shall meet as required, but at least twice per annum, and may be invited to attend Committee meetings when deemed necessary by the Chairman.

5. PROFITS OR GAINS

Income and property of the Club will be used solely to promote its objectives, and will not be distributed to its members or office bearers, except as reasonable compensation for their work or services rendered to and cost or expenses incurred on behalf of the Club.

6. MEMBERSHIP

- 6.1 The following are the categories of membership of the Club:
- a. Ordinary Members.
 - b. Honorary Life Members.
 - c. Honorary Members.
 - d. Country Members.
 - e. Junior Members.
 - f. Ancient Mariners.
- 6.2 Persons meeting the criteria may be elected as Members as hereinafter provided.
- 6.3 Members in good standing shall be accorded the full privileges of membership subject to any limitations appearing in these rules.

7. ELIGIBILITY OF MEMBERS AND METHODS OF ADMISSION

No person under eighteen (18) years of age may become a member of the Club.

The following persons shall be eligible for election as members in the manner provided in the relevant Rules:

7.1 Ordinary Members

- 7.1.1 Officers and Midshipmen of the South African Navy (Permanent Force or Reserve Force) either serving, retired or resigned.

- 7.1.2 Officers of the other Arms and Divisions of the SANDF (Permanent Force or Reserve Force) who ordinarily reside in the prescribed area either serving, retired or resigned.
- 7.1.3 Volunteers who held commissioned rank in the South African Naval Forces, the Royal Navy, the Royal Naval Reserve, Royal Naval Volunteer Reserve or Royal Marines and who ordinarily reside in the prescribed area.
- 7.1.4 Commissioned Officers of Foreign Navies, Marine Corps, Air Forces, Armies and Mercantile Marine Officers who ordinarily reside in the prescribed area, either serving, retired or resigned.
- 7.1.5 Civilian Ladies and Gentlemen of "Wardroom status" who have an interest in Maritime affairs and in the sea and who are in accord with the Club's standards, customs and traditions and who ordinarily reside in the prescribed area.

7.2 Method of Admission of Ordinary Members

- 7.2.1 A candidate member must be nominated by an Ordinary Member (the Proposer) who is responsible for ensuring the following:
 - a. The Nominee is eligible for membership in terms of Rule 7.1.
 - b. That the nomination form is correctly completed.
 - c. The Secunder is an Ordinary Member who knows the Nominee.
 - d. The Proposer or Secunder has been a member of the Club for at least two (2) years.
 - e. The Proposer motivates the proposal to the Committee, if required, at a meeting of the Committee.
- 7.2.2 On receipt of the nomination form, the Honorary Secretary is to do the following:
 - a. Confirm that the Nominee is eligible for admission as a member.
 - b. Record the details of the nomination and the date received.
 - c. Place the nomination on the Club notice board, where it is to remain for 60 (sixty) days, except for serving or retired SA Naval Officers whose nomination is to remain posted for 30 (thirty) days.
- 7.2.3 During the aforesaid period:
 - a. The Proposer is to encourage the Nominee to make as much use of the Club as possible during the period in order that members of the Committee and other members may have the opportunity to judge his/her suitability to become a member of the Club.
 - b. Members who are aware of any circumstances that render the admission of a candidate for membership undesirable are to communicate, personally or by letter, with the Chairman or another member of the Committee, who is to inform the Chairman. Communications of this nature shall be confidential.

- 7.2.4 At the first meeting of the Committee after expiry of the probationary period, and after interviewing the Proposer, if required, the nomination shall be considered by the Committee, who may exercise the following options:
- a. Declare the Nominee a member, if they are unanimous as to the Nominee's suitability.
 - b. Conduct a secret ballot, as to the Nominee's suitability. Two "nays" shall exclude the Nominee from membership of the Club.
 - c. Stand over the nomination until the next meeting, if they consider they have insufficient information to make a decision as to the Nominee's suitability.
 - d. The Committee is then either to require the Nominee to attend the next Committee meeting to answer such questions as the Committee may pose, or appoint a special one-time Sub-committee consisting of two (2) members and either the Chairman or the Honorary Secretary to advise the full Committee. The Honorary Secretary is to convey the Committee's decision to the Proposer who will then be responsible for arranging the Nominee's attendance as required.
- 7.2.5 Other than in exceptional circumstances, a nomination may not be stood over more than once.

7.3 Honorary Life Members

- 7.3.1 Any member who has rendered distinguished or valuable service to the Club may be elected, in the manner provided in Rule 7.4.2, an Honorary Life Member of the Club and shall thereupon become entitled, without subscription, to all privileges of full membership.
- 7.3.2 Honorary Life Members shall be elected, on the unanimous recommendation of the Committee, by at least a two-thirds majority of the members present at the Annual General Meeting or a Special General Meeting.

7.4 Honorary Members

- 7.4.1 Honorary Membership will be extended to the following persons:
- a. Spouses of members in Rule 7.1 and
 - b. Widows/Widowers of Ordinary Members, Honorary Life Members and Ancient Mariners.
- 7.4.2 Any other person(s) who by virtue of their office the Committee considers should be accorded Honorary Membership may be elected, on the unanimous recommendation of the Committee, by at least a two thirds majority of the members present at the Annual General Meeting or a Special General Meeting.

- 7.4.3 Such candidate “Honorary Members”, which includes commissioned officers of foreign powers on long term secondment or attachment to the South African Navy or South African National Defence Force or attached to diplomatic missions or embassies in the Republic of South Africa may, at the discretion of the Committee, be invited as guests of the Club pending the outcome of the AGM referred to in rule 7.4.2 above. Such invitation is to be pre-arranged through the appropriate channels.
- 7.4.4 Honorary Members shall not enjoy the privileges of attending meetings, voting (normal or by proxy), participating in the management of the club and/or reciprocity.
- 7.4.5 Honorary Members shall not be required to pay membership subscriptions.

7.5 Country Members

- 7.5.1 Any person who is eligible for membership in terms of Rule 7.1 and who does NOT reside within the prescribed area, or any Ordinary Member, as prescribed in Rule 7.1, who moves residence to a place outside the prescribed area and who wishes to remain a member of the Club may, on application and at the discretion of the Committee, be eligible for Country Membership.
- 7.5.2 Country members shall not enjoy the privileges of attending meetings, voting (normal or by proxy), participating in the management of the club and/or reciprocity.
- 7.5.3 If a Country Member should move to, or return to, the prescribed area, he/she will be automatically eligible for Ordinary Membership, and shall advise the Honorary Secretary in writing of such relocation within three (3) months of doing so. Ordinary membership subscription fees shall become payable from the date of the members relocation calculated on a pro-rata basis. Failure to provide timeous advice or to pay the pro-rata subscription fees shall result in forfeiture of membership.
- 7.5.4 Country Members will be required to pay 50% of the annual subscription in terms of Rule 12.

7.6 Junior Members

- 7.6.1 Serving Ensigns and Midshipmen of the SA Navy, and their equivalents in the other Arms and Divisions of the Service may, if they reside in the prescribed area and if they so desire, become members in terms of Rule 7.1.
- 7.6.2 Junior Members do not pay subscriptions.
- 7.6.3 Serving Sub-Lieutenants or officers of the equivalent rank in other Arms or Divisions of the Service will be required to pay 50% of the annual subscription in terms of Rule 12.

7.6.4 Junior Members shall not enjoy the privileges of attending meetings, voting (normal or by proxy), participating in the management of the club and/or reciprocity.

7.7 Ancient Mariners

7.7.1 Ordinary Members and/or Country Members who have been members of the Club for an unbroken period of thirty (30) years , or a total of thirty five (35) years in the event of broken membership and, having reached or passed the age of seventy (70) years, may be elected an Ancient Mariner. Election to Ancient Mariner status shall be by a majority vote of the Committee.

7.7.2 Ancient Mariners shall not be required to pay subscriptions but will enjoy all privileges of Ordinary membership.

7.8 Absentee Members

7.8.1 Any Ordinary Member who leaves the Republic of South Africa for a temporary career appointment/placement, for a minimum period of six (6) months, may become an Absentee Member by communicating with the Honorary Secretary prior to his/her departure, providing that the subscription for the current year has been paid.

7.8.2 On his/her return he/she shall automatically become an Ordinary Member again and his/her account shall be credited pro rata with his/her subscription for the period of absence.

8. RESIGNATION OF MEMBERSHIP

Any member who wishes to resign his/her membership must tender his/her resignation in writing to the Honorary Secretary at least one (1) month before the end of the financial year otherwise he/she shall remain liable for the following year's subscription.

9. FORFEITURE OF MEMBERSHIP

9.1 Any member who has not paid his/her subscription within three (3) months after it has become due (Rule 12.2) shall cease to be a member and his/her name shall be posted on the notice board of the Club and all reciprocity clubs shall be informed.

9.2 Any member whose membership has been forfeited in terms of Rule 9.1 above may apply to the Committee to be reinstated and may, provided the provisions of Rule 12 are complied with, be reinstated.

9.3 If a member's eligibility as prescribed in Rule 7.1 falls away at any time after election, he/she shall cease to be a member of the Club.

10. RENOMINATION OF CANDIDATES FOR MEMBERSHIP WHO HAVE BEEN EXCLUDED BY THE BALLOT

A person who has been denied membership of the Club in terms of these Rules may not be reconsidered as a candidate for membership until twelve (12) months have elapsed since his/her previous nomination was denied.

11. RECIPROCITY PRIVILEGES

- 11.1 Any person who is a member of a club which has a reciprocity arrangement with the Club and who is entitled by the rules of the Club to reciprocity privileges shall be a reciprocity member and may enjoy the privileges accorded to an honorary member provided that he/she does not ordinarily reside within a radius of seven (7) nautical miles (thirteen (13) kilometers) of the Club's premises.
- 11.2 Likewise, members of the Club who have reciprocity privileges with another club shall not enjoy privileges with another club if he/she ordinarily resides within a radius of seven (7) nautical miles (thirteen (13) kilometers) of that club's premises.

12. SUBSCRIPTIONS

- 12.1 The annual subscriptions paid by members shall be decided by the Committee with the approval of Members at a General Meeting of the Club.
- 12.2 Subscriptions are due at the beginning of the Club's financial year each year and no member shall be allowed to vote at any General Meeting of the Club whilst his/her subscription, at the time of the meeting, is in arrears.
- 12.3 Members shall pay pro rata subscriptions for the year in which they are elected.
- 12.4 Any member who resigns his/her membership or who is expelled from the Club forfeits any monies paid.

13. ENTRANCE FEES

- 13.1 With effect from the 1st May 2017, no entrance fees shall be payable.
- 13.2 Any member who has resigned his/her membership or whose membership has been forfeited in terms of Rules 8 and 9 and who wishes to have his/her membership reinstated at a later stage, shall pay a reinstatement fee equal to one (1) years' subscription prevailing at the time of reinstatement or, alternatively, back-pay his/her Subscription to the original date of membership termination.

14. CONDUCT OF MEMBERS

- 14.1 In the absence of the Chairperson or a Committee member, the most senior naval officer present in the Club at the time, shall preside and be responsible for the conduct of members in the Club.
- 14.2 If a written complaint is received on the conduct of any member, and such conduct is in the opinion of the Committee detrimental to the character or interests of the Club, the Committee may request such member to resign.
- 14.3 If such member does not, within fourteen (14) days of the date of such written request, accede to such a request his/her name shall be struck off the list of members of the Club, and he/she shall cease to be a member of the Club.
- 14.4 Such a member does, however, have the right to appeal to an Annual General or Special General Meeting, and, if in the opinion of at least a two-thirds majority of the members voting at such a meeting by secret ballot, the offence has not merited such expulsion, his/her name shall be restored to the list of members, and he/she shall continue to be a member as if his/her name had never been struck off the list.

15. GUESTS

- 15.1 All members shall be allowed to invite guests to the Club subject to such conditions as may be imposed from time to time by the Committee, save that no person eligible to become an Ordinary Member shall be introduced as a guest on more than one occasion per month. Any member wishing to exceed one occasion per month shall apply in writing to the Club Secretary.
- 15.2 Commissioned Officers of Foreign Navies, Armies, Air Forces, Marine Corps and Mercantile Marine Officers serving, retired or resigned and who are visiting the Western Cape may, at the discretion of the Committee, be invited as guests of the Club for the duration of their visit, provided this does not exceed three (3) months. Such invitation may be pre-arranged through the appropriate channels.
- 15.3 No person to whom membership has been denied or whose membership has been terminated, nor any person, who has been struck off the lists of reciprocity clubs, shall be introduced into the Club as a guest.
- 15.4 The name of each guest is to be entered in the Visitors Book with his/her full residential address and is to be signed in individually by his/her host.
- 15.5 Members who invite guests shall be held responsible for the dress and conduct of such guests when within the premises of the Club.

16. PATRON & HONORARY PRESIDENT OF THE CLUB

- 16.1 Following his appointment, the Chief of the SA Navy (C Navy) will be invited by the Chairman to be the Patron of the Club for the duration of his appointment as C Navy and, if the invitation is accepted, will be extended Honorary Membership of the Club (in terms of Rule 7.4 unless already a member) while serving as C Navy.
- 16.2 Following his appointment, the Flag Officer Fleet (FOF) will be invited by the Chairman to be the Honorary President of the Club for the duration of his appointment as FOF, and if the invitation is accepted, will be extended Honorary Membership of the Club (in terms of Rule 7.4 unless already a member) while serving as FOF.
- 16.3 The invitations issued in terms of this rule 16 to the Chief of the Navy and Flag Officer Fleet to take up the positions of Honorary Patron and Honorary President respectively shall be in writing. The acceptance of these honorary positions shall also be in writing. Should a written acceptance not be received within 3 months of the invitation being made, the unaccepted honorary position(s) shall remain vacant until taken up in writing by a successor appointed to the position of Chief of the Navy or Flag Officer Fleet as is applicable.

17. MANAGEMENT COMMITTEE (THE COMMITTEE)

- 17.1 The Club shall be managed by a Committee which shall consist of eleven (11) members elected at the AGM, six (6) of whom shall be serving or retired South African Naval Officers. Prior to election, all nominated members shall sign the nomination form, which form shall record the nominated members acceptance of appointment and willingness to accept fiduciary responsibility if required.
- 17.2 At the first meeting of the new Committee, which must be held within two (2) weeks of the AGM, the Committee shall;
- a. appoint a minimum of three (3) members of the Committee to accept fiduciary responsibility for the adherence by the club to the requirements of Section 30A of the Income Tax Act, 1962. These members may not be connected persons in relation to each other.
 - b. elect the following office bearers:
 - i. A Chairperson, who is either a serving or retired South African Naval Officer.
 - ii. An Honorary Secretary
 - iii. An Honorary Treasurer

18. MANAGEMENT COMMITTEE: TERM OF OFFICE

- 18.1 The Committee shall continue in office for one year or until the Committee meeting following the next AGM has been held.

- 18.2 With respect to the members accepting fiduciary responsibility in terms of Rule 17.2.a:
- a. they shall ipso facto vacate their office:
 - i. If they become insolvent, or assign their estate.
 - ii. If they give up permanent residence in the Republic of South Africa.
 - iii. Upon a resolution passed by at least a two-thirds majority of the Committee and confirmed at a subsequent Annual or Special General Meeting.
 - b. In the event of the absence, incapacity, resignation or death of any or all of them, the other members of the Committee shall act on their behalf in the interim and shall take reasonable steps to appoint their replacement.

19. MANAGEMENT COMMITTEE: POWERS AND INDEMNITY

- 19.1 The Committee shall have the effective management, control and decision making powers associated with the proper conduct of the affairs of the club to the benefit of the members, such powers being subject to any limitations contained in these rules where the execution thereof is subject to member's approval at either an AGM or SGM. These powers shall include the power to:
- a. Engage and dismiss employees.
 - b. Pass, amend, or rescind By-Laws for the proper conduct of the Club, provided they do not conflict with any of the rules. By-Laws shall remain in force until rescinded by the Committee or amended by an AGM or SGM. The Committee shall give notice of any changes made. By-Laws shall be recorded in a book kept by the Secretary for this purpose and shall be posted in the Club for the information of the members.
 - c. Arrange terms of reciprocity with other clubs. The names of such clubs and terms of reciprocity shall be posted in the Club for the information of the members.
 - d. Fill vacancies on the Committee caused by resignation or any other reason.
 - e. Acquire and dispose of property of the Club, but only as defined in Rule 27.
 - f. Insure the property of the Club as required from time to time.
 - g. Peruse and clarify financial statements of the Club prior to the AGM.
 - h. Authorize expenditure consistent with good financial governance of the Club.
 - i. Institute and defend legal actions and processes on behalf of the club.
 - j. Generate and maintain records of all formal meetings in the form of minutes of meetings.
- 19.2 Subject to the provisions of any relevant statute, members of the Committee shall be indemnified by the Club for all acts done by them in good faith on its behalf. It shall be the duty of the Club to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Club.

- 19.3 Subject to the provisions of any relevant statute, no member of the Committee of the Club shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Club, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

20. MANAGEMENT COMMITTEE : MEETINGS

- 20.1 The Committee shall meet whenever the Chairman considers it necessary but not less than six (6) times a year on a day and at a time to be arranged by the Honorary Secretary in consultation with the Chairman. Should it be necessary, in order to comply with this Rule, the Honorary Secretary shall call a meeting on his/her own initiative if the Chairman is unable, for any reason, to act.
- 20.2 A quorum for the Committee shall be five (5). In the absence of the Chairman the members present shall elect a Chairman from amongst themselves.

21. SUB-COMMITTEES

- 21.1 The Committee shall establish sub-committees as required. These Sub-committees will be under the control of the Committee. All expenditure is to be agreed to by the Honorary Treasurer beforehand, and ratified by the Committee.
- 21.2 The Convener of a specific function is responsible to the Honorary Treasurer for the following:
- a. The accurate compilation and submission of an income/expenditure account for that function.
 - b. The lodging of all monies with the Club Manager against a receipt.

22. CLUB MANAGER

- 22.1 The Club Manager shall be appointed by the Committee.
- 22.2 The Committee shall draw up an employment contract and terms of reference for the Club Manager.

23. ANNUAL GENERAL MEETING

- 23.1 An Annual General Meeting (AGM) of Members will be held in the Club once a year and within two (2) months of the end of the financial year. The date will be fixed by the Committee and notice of the meeting will be communicated to all members and posted, no less than twenty eight (28) days prior to the meeting, on the Club notice board.

- 23.2 The purpose of the AGM is the following:
- a. Receiving from the Committee a report on the affairs of the Club together with a balance sheet, income statement, related trading statement, statement of changes in the reserves and related notes to the financial statements, provided by a duly appointed auditor.
 - b. Electing the required number of Committee members, for the ensuing year.
 - c. Appointing an auditor who shall certify the accounts of the Club for the ensuing year.
 - d. Appointment and/or re-confirmation of the trustees.
 - e. Any other business included in the notice of AGM.
- 23.3 The AGM shall be conducted as follows:
- a. A quorum shall be deemed to exist if twenty-one (21) voting members are present. Should there not be a quorum within thirty (30) minutes of the time notified for the holding of the meeting, the meeting shall stand adjourned to the same day and time the following week, or the first normal working day thereafter if this day should prove to be a public holiday, and those voting members then present shall form a quorum.
 - b. No other business which is not included in the Notice/Agenda shall be transacted.
 - c. The meeting shall be conducted in accordance with Robert's Rules of Order.
 - d. All questions shall be clearly explained, and voting will be determined by a show of hands unless a secret ballot is determined by not less than three (3) of the members present.
 - e. It shall be competent for a majority of those present to adjourn a meeting to a date and hour specified but not more than thirty (30) days distant.

24. SPECIAL GENERAL MEETING

- 24.1 The Committee shall call a Special General Meeting (SGM) at such date and time as it thinks fit. The Committee may also, upon the request of seven (7) Ordinary Members in writing, call a Special General Meeting to be held not less than twenty eight (28) days after the receipt of the request, copies of which shall be placed on the notice board in the Club and distributed to all members in the most convenient manner. The request must specify in the form of a resolution the matter/s to be submitted to the meeting, at which the discussion shall be limited to such matter/s only.
- 24.2 At such a meeting, twenty-one (21) voting members shall form a quorum, and at least a two thirds majority of the votes cast by members present, together with valid proxy votes, is required to carry the resolution.

25. RULES: ALTERATIONS AND ADDITIONS

No alterations shall be made to the Rules of the Club, save as follows:

The Rules of the Club may only be altered at a General Meeting of the members (Either an AGM or SGM). The Committee shall give notice (as required for an AGM or SGM respectively), in writing to the members of the Club. This notice shall clearly identify the proposed changes to the Rules, and may be issued upon ;

- a. The identification by the Committee of a need to change the Rules or,
- b. Receipt by the Honorary Secretary of a request to change the Rules. Such a request shall be in writing, signed by seven (7) or more voting members and shall specify the proposed changes. The Committee shall issue the notice of the requested General Meeting within twenty eight (28) days of receipt of such a request.
- c. The resulting General Meeting shall only address the specific issues/rules identified in the notice of meeting and no new business is to be introduced into the meeting that club members not in attendance may be unaware of. In considering the proposed changes to the Rules contained in the notice of meeting, the meeting may agree alternate wording to that proposed in the notice provided that the resulting change to the Rules does not deviate significantly from that appearing in the notice and that the resulting change is agreed to by a majority of at least two-thirds of the votes cast by members present, together with valid proxy votes.

26. PROXY VOTES

The following guidelines are applicable with regards to proxy votes:

- a. Proxy votes may be used for General Meetings of the members (AGM or SGM)
- b. Proxy votes will not count towards the establishment of a Quorum.
- c. All members who normally enjoy voting rights will be entitled to proxy votes.
- d. The proxy form will be made available by the Committee and will clearly indicate the changes to be voted on.
- e. The proxy form must be clearly marked with regards to the member's vote on each change.
- f. The prescribed proxy document authorizing a member to vote on behalf of another, must reach the Honorary Secretary at least seven (7) days prior to the Special General Meeting.

27. ACQUISITION AND DISPOSAL OF PROPERTY

- 27.1 The Club may purchase or otherwise acquire and hold and sell or otherwise alienate, lease or deal with movable and immovable property.
- 27.2 The Club may borrow money on mortgage or invest money with a recognized financial institution

27.3 The powers in the Rules above may be authorized by a resolution passed by the Committee, provided that the character of the Club, and all historical artifacts and items of a sentimental nature shall remain preserved. Powers in regard to immovable property may only be authorized by a resolution that is proposed by the Committee, and passed at an Annual or Special General Meeting.

28. DUTIES OF THE HONORARY SECRETARY

The Honorary Secretary duties shall be as per signed delegation by the Chairperson. He/she is not liable for membership subscription during his/her term of office.

29. DUTIES OF THE HONORARY TREASURER

The Honorary Treasurer duties shall be as per signed delegation by the Chairperson. He/she is not liable for membership subscription during his/her term of office.

30. COMPLAINTS AND SUGGESTIONS

30.1 Suggestions by members shall be made in writing in the book provided for this purpose and the Honorary Secretary shall ensure that the suggestion book is available at every meeting of the Committee.

30.2 If any member has a complaint in regards to the running or management of the Club or the behaviour of members or guests, he/she shall make his/her complaint in writing to the Honorary Secretary who shall place the matter before the Committee at its next meeting for consideration and decision.

31. MANAGER AND EMPLOYEES OF THE CLUB

The Club Manager and employees shall, subject to the requirements of the Committee, be under the control of the Honorary Secretary and any complaints against them must be made to him/her in writing. Club employees will be supervised by the Club Manager.

32. LICENCES

The Club shall have the power to apply for all licenses that may be necessary or desirable for the proper running of the Club.

33. DISSOLUTION

33.1 The Club may be dissolved by resolution of not less than a two-thirds vote of the members present at a General Meeting: provided that proper notice of the meeting is given not less than twenty-eight (28) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed.

- 33.2 Upon the dissolution of the Club, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation which the Committee (and failing which any division of the High Court) considers appropriate and which has objectives the same or similar to the objectives of the Club
- 33.3 The recipient of the remaining assets shall be one of:
- a. Any other recreational club which is approved by the Commissioner under section 30A of the Income Tax Act
 - b. A Public Benefit Organisation (PBO) approved by the Commissioner under section 30(3).
 - c. Any institution, board or body exempt from tax under section 10 (1) (cA) (1) which has as its sole principal object the carrying on of any Public Benefit Activity (PBA)
 - d. The Government of the Republic in the national, provincial or local sphere.

34. CHANGE RECORD

2014 – As recorded in the minutes of the Special General Meeting held on the 25th April 2014 and the document titled “Seven Seas Club Constitution - Schedule of Amendments (SGM 2014)”

2015 – As recorded in the minutes of the Special General Meeting held on the 25th April 2015 and the document titled “Seven Seas Club Constitution - Schedule of Amendments (SGM 2015)”

2017 – As recorded in the minutes of the Annual General Meeting held on the 21st April 2017 and the document titled “Seven Seas Club Constitution - Schedule of Proposed Amendments (AGM 2017)”