

DURBAN UNDERSEA CLUB

CONSTITUTION [25 November 2022]

1. **NAME**

The name of the Club is the DURBAN UNDERSEA CLUB.

2. **OBJECTIVES**

2.1 The objectives of the Club are:-

2.1.1 To promote and maintain the interests of those engaged in all forms of water sport and their social activities;

2.1.2 To foster and afford opportunity for marine study and photography and to aid and assist in marine and fresh-water research.

2.1.3 To co-operate with similar organizations, scientific or research organizations and watersport bodies throughout the world.

2.2 The Club shall do all such things, including the acquisition and disposal of immovable property or any interest therein and carry out all such undertakings as may be necessary or incidental to the objects.

3. **MEMBERSHIP**

3.1 Membership of the Club shall consist of Water sports Members, Social Members, Associate members, Student members, Junior Members, Country Members, and Temporary Members.

3.2 Watersports Membership is limited to persons who participate(d) in the clubs' water sport activities as determined by the committee and shall include the following classes:-

3.2.1 Honorary Life Members;

3.2.2 Life Members;

3.2.3 Watersports Members;

3.2.4 Pensioner Members

3.3 Social Membership is limited to persons who wish to participate in only the Club's non-water sport related activities or activities, as determined by the committee,

3.4 Country Membership shall be limited to persons not resident, employed or carrying on business within a radius of 150 km from the Durban City Hall.

3.5 Student Membership is limited to persons on full time study at a recognised educational institution and in possession of a student card. The Student must be under the age of 25 at the start of the Financial Year (1 August) and must produce a letter from the Institution confirming his/her full time study status

- 3.6 Junior Members being under 18 years of age. The children of a Member shall ipso facto be a Junior Member, provided that they are under 18 years of age.
- 3.7 Temporary Membership may be granted, but limited to 30 days on such terms and conditions as the committee may determine, to any person who:
 - 3.7.1 Is ordinarily resident at a place which is more than 150 km from the Club premises; or
 - 3.7.2 Is a bona fide candidate for membership of the Club; or
 - 3.7.3 Is engaged in any match or competition related to the activities of the Club.
- 3.8 Associated Membership is limited to the spouse or *de facto* partner of a Member
- 3.9 Honorary Membership may be granted, on such terms and conditions as the Committee may determine, to any person:
 - 3.9.1 Holding office as a Committee member of any neighbouring club or holding any other public office; or
 - 3.9.2 Who in the opinion of the committee has conferred some special benefit upon the Club.
- 3.10 Any person who is an active Watersport participant recognised by the Club or belongs to an accredited Watersports body shall be entitled to membership of the Club, on compliance with the **rules** relating to the admission of new members.
- 3.11 A Country Member, Student Member, or Junior Member who ceases to qualify for such membership shall immediately notify the Committee and pay such higher subscriptions as may be payable.
- 3.12 All subscriptions shall be payable on the 1st day of August in respect of the financial year starting on that date. Should any member fail to pay subscriptions by a date(s) agreed to by the committee of any one year, that member shall be suspended from the Club and should the subscriptions thereafter remain unpaid despite 14 days written notice to the member requesting payment, that member shall cease to be a member of the club and the Committee shall amend the roll of Members accordingly.

4. **LIFE MEMBERSHIP**

- 4.1 The Club may, on the approval of the Committee and on payment of 10 times the annual subscriptions, grant Life membership to any member on application, provided that such Life Member shall:-
 - 4.1.1 Remain bound by the provisions of the Constitution of the Club (save for the provisions relating to the payment of yearly subscriptions) and any future amendments thereto;
 - 4.1.2 Remain bound by any rules or bye-laws that may be enforced from time to time during such Life membership;
 - 4.1.3 Remain liable for any special levies or contributions that may be made or demanded in respect of Club members. Failure to pay these special levies or contributions will nullify the membership by due date.

- 4.2 The Club may, by General Resolution, confer the privilege of Honorary Life Membership upon any member who may be deemed worthy by reason of his past services to the Club or any similar institutions in which event the Provisions of Clause 4.1.1 and 4.1.2 shall apply.

5. **DISCIPLINARY PROCEDURE**

- 5.1 The Committee shall have the power to expel, suspend or reprimand any member who, in the opinion of the Committee, has acted in a manner which is prejudicial to the interests or objects of the Club or to water sport in general.
- 5.2 Any person aggrieved by any decision of the Committee taken in terms of Clause 5.1 may call a Special General Meeting of the Club to review and amend such decision by Special Resolution.

6. **COMMITTEE**

- 6.1 The management of the Club and all its business and affairs shall vest in the Committee which is split into the Executive Committee, the Portfolio Officers and 2 Ordinary Officers;
- 6.2 The Committee shall consist of :
- 6.2.1 The Executive Committee
 - 6.2.2 The Portfolio Officers
 - 6.2.3 Two other Extra-Ordinary Members one of whom may be a social member
- 6.3 The Executive Committee shall consist of:
- 6.3.1 Chairman
 - 6.3.2 Vice-Chairman
 - 6.3.3 Secretary
 - 6.3.4 Treasurer
- 6.4 Portfolio Officers shall consist of representatives of each of the watersports disciplines as recognized by the committee from time to time.
- 6.5 The Portfolio Officers shall be entitled to appoint Sub-committees to organize the sections they represent, provided that no decision of any Sub-committee shall be binding on the Club unless approved of by the Committee.
- 6.6 Committee members shall be nominated and elected at the Annual General Meeting in accordance with the rules of the Club.
- 6.7 No person shall be elected as:
- 6.7.1 A Committee member unless he is a member of good standing at the club for at least 12 months or a social member if he / she is appointed as an extra ordinary member of the committee as referred to in 6.2.3
 - 6.7.2 Chairperson and or Vice Chairperson unless either is a water sports member of good standing at the club for at least 5 years and at least one or both having served on the

committee for at least 1 year.

- 6.7.3 Scuba Officer unless he / she is at least a 2 (two) star diver, or equivalent;
- 6.7.4 Boating Officer unless he is the holder of a recognised National Skippers Certificate of Competency;
- 6.7.5 Training Officer unless he is the holder of an in-date internationally recognised Instructor's Certificate.

7. **POWERS AND DUTIES OF THE COMMITTEE**

Without prejudice to its general powers and duties otherwise contained in the Constitution the Committee shall have the following powers and duties:

- 7.1 To appoint any eligible member to fill, until the next AGM, any casual vacancy occurring in the Committee and to co-opt other members to serve on the Committee or Sub-Committees.
- 7.2 To act, notwithstanding any vacancy or vacancies in the Committee, provided the quorum provided for shall be present at all meetings.
- 7.3 To meet at least at least 10 times a year and cause to be kept proper minutes of its meetings. At all meetings of the Committee the quorum shall consist of: 2 members of the Executive and any 4 other members of the committee and the Chairman shall have a casting vote as well as a deliberative vote.
- 7.4 To make, vary or repeal rules in relation to:
 - 7.4.1 The use of the Club premises and property;
 - 7.4.2 The introduction of guests to the Club and the admission of Temporary members;
 - 7.4.3 The safety and procedural requirements in relation to members launching boats or diving (whether from the shore or from boats) under the auspices of the Club, which rules may include an obligation to members to perform any duties necessary to ensure the safe and effective functioning of Club activities;
 - 7.4.4 The procedure relating to the conduct of meetings, the casting and counting of votes and the nomination of candidates for election to the Committee;
 - 7.4.5 The admission of any person to membership of the Club, including prescribing the form on which an Application for Membership is to be made and the prescribing of any indemnity a member may be required to sign;
 - 7.4.6 Any matter which may relate to the promotion or achievement of the objects of the Club.
- 7.5 To set down from time to time a tariff of subscriptions, fees and charges, whether same relates to the entrance and membership of the Club or to any other activity of the Club for which charge is to be levied in terms of the Constitution or in terms of the Rules;
- 7.6 To employ and remove any employee of the Club and to determine the powers, duties and salaries of such employees;
- 7.7 To appoint a Bank into which all monies shall be paid. All payments, other than petties,

shall be made by:

- (i) Cheque signed by two members of the Executive committee and the Club Manager: or
- (ii) Electronic transfers authorized by the secret personal identity number held by the Treasurer or, in his absence, a member of the executive committee and the club manager

- 7.8 To carry out and give effect to all Resolutions of the members in General Meeting, and, where no special direction is given as to the manner in which any Resolution is to be carried out, to carry it out in such manner and form as the Committee may in its discretion think fit.
- 7.9 To give notice to any member to appear before the Committee an order for such member to give an account of his conduct or an account of the conduct of any other member.
- 7.10 To enter into agreements, with other similar Clubs, upon such terms as the Committee may think fit, for reciprocal rights of the members of such Clubs and this Club, provided that it shall be a term of any such agreement that reciprocal rights shall not extend to persons residing within 150 km of the Club premises.
- 7.11 To purchase, lease, hire or otherwise acquire any movable or immovable property and to erect any buildings thereon and to sell, improve, lease or otherwise deal with all or any of the property or assets of the Club.
- 7.12 To raise or borrow money from time to time in such a manner as it may think fit, and to mortgage or hypothecate all or any of the assets of the Club.
- 7.13 To appoint, dismiss and regulate the procedure of Sub-committees and to delegate any of the powers of the Committee to such Sub-Committee.
- 7.14 To keep proper minutes of all Annual General Meetings and Special General Meetings of the Club.

8. **MEETINGS OF THE CLUB**

- 8.1 The Club shall meet annually and at any other time as directed by the committee.
- 8.2 Where any meeting is not an Annual General Meeting or a Special Meeting no Resolution of the Club shall be passed, and accordingly the provisions relating to a quorum shall not apply.

9. **ANNUAL GENERAL MEETINGS**

- 9.1 The Annual General Meeting shall be called on a date not later than 60 days after the Financial year end of the Club
- 9.2 The business of the Annual General Meeting shall be:
 - 9.2.1 To receive the report of the Committee on the activities of the Club during the past year;
 - 9.2.2 To receive the Treasurer's report, audited Balance Sheets and Income and Expenditure Account of the Financial Year immediately passed;
 - 9.2.3 To elect a new Committee;

- 9.2.4 To elect upon prior recommendation of the Committee, if deemed desirable, not more than five Honorary Presidents of the Club who shall hold office for such period, not exceeding five years, as may be decided at the time of election;
- 9.2.5 To elect an Auditor;
- 9.2.6 To consider and vote upon members' resolutions.
- 9.3 Any member desiring to propose a Resolution at the Annual General Meeting shall give written notice thereof to the Secretary on or before the end of the financial year preceding such Annual General Meeting, which notice shall comply with the provisions of Clause 12.2.2 and 12.2.3.

10. **SPECIAL GENERAL MEETING**

- 10.1 The Committee may call a Special Meeting at any time.
- 10.2 Any member may on notice demand that the Secretary call a Special General Meeting within 6 weeks of the date of such notice, which notice shall:
 - 10.2.1 Be signed by at least 15 watersports members Member of the Club;
 - 10.2.2 Comply with the provisions of Clauses 12.2.2 and 12.2.3;

11. **QUORUM AT MEETINGS**

- 11.1 A quorum of any meeting of the Club shall be 70 paid up Watersports Members including Honorary Life Members, and excluding Associate Members.
- 11.2 If no quorum is present a meeting of the Club, that meeting shall stand adjourned for 14 days and notice thereof shall be posted to all members within 4 days of the meeting thereby adjourned.
- 11.3 If at the adjourned date a quorum is not present, the number of Senior Members present shall constitute a quorum.

12. **RESOLUTIONS AND NOTICE OF MEETING**

- 12.1 No resolution shall be passed in any form other than that in which it has been proposed.
- 12.2 Each notice of a meeting shall:
 - 12.2.1 Set out a date and time for the holding of the meeting which shall not be earlier than 14 days after the date of posting of such notice;
 - 12.2.2 Set out a brief summary of the purpose and effect of each proposed resolution;
 - 12.2.3 Set out in detail from the resolution which is to be discussed and voted upon;
 - 12.2.4 Be emailed or sms'd to each member at the email address or cellular number as provided of that member as reflected in the Membership Roll.

13. **VOTING**

13.1 Only paid up Watersports and Social Members in good standing shall have a vote at any meeting.

13.1.1 Social members shall have a vote in all non-watersports matters

13.2 Voting shall be carried out in accordance with the **rules** of the Club and:

13.2.1 An ordinary resolution shall be passed by a simple majority;

13.2.2 A special resolution shall be passed by at least 75% of the members present and entitled to vote;

13.2.3 The Chairman shall have a casting and deliberative vote.

14. **CLUB ACCOUNTS**

14.1 The financial year of the Club shall commence on the 1st day of August and end on the 30th day of July in the following year in the following year.

14.2 The Treasurer shall keep correct books of account reflecting the full details of the Income and Expenditure of the Club, its assets and liabilities, and shall prepare the balance sheet and Income and Expenditure account as at the 31st July in each year for presentations duly audited, to the Annual General Meeting of the Club.

14.3 The Auditor shall audit the accounts and balance sheet and certify them under his signature in time for presentation to the Committee not less than fourteen days before the next Annual General Meeting.

15. **LIMITATION OF LIABILITY**

15.1 Liability of any member shall be limited to the amount due by him to the Club.

15.2 No liability shall attach to the Club in respect of:

15.2.1 The property of any member or his guests which may be lost, damaged or stolen on or from the Club premises;

15.2.2 Any injury or loss of life caused to members or guests while such persons are on the Club premises or participating in Club activities.

16. **INDEMNITY**

Members of the Committee, the Auditor and employees of the Club shall not be liable for anything done or omitted to be done in the exercise of their duty or supposed duty unless it was due to their own willful neglect or default and they shall be indemnified by the Club for any liability they may incur to any other persons as a result of such exercise unless that liability arose from such willful neglect or default aforesaid.

17. **LEGAL ACTIONS**

The Club may sue and be sued in any Court of Law in the name of the Secretary and service of any legal process may be effected on the Chairman or Secretary for the time being.

18. **INTERPRETATION OF CONSTITUTION AND RULES**

In the case of any dispute or any doubt as to the meaning of any Clause in this Constitution or as to the meaning of any Rule of the Club, the interpretation of the Committee shall be final and binding upon members.

19. **DISSOLUTION**

19.1 The Club may be wound up by special Resolution, which Resolution shall appoint liquidators who, after the satisfaction of all liabilities, shall, subject to the direction of members, be obliged to give or transfer its remaining assets to the Clubs, societies or associations with objects similar to those of the Club.

20. **ALTERATION OF THE CONSTITUTION**

1. No addition, deletion or alteration shall be made to the Constitution unless such addition, deletion or alteration is ordered by Special Resolution of the Club, which may or may not run concurrently with the annual general meeting of the club.
2. Changes to the constitution can only be made by paid up watersports members by simple majority

21. **COPY OF CONSTITUTION**

21.1 A copy of this Constitution and of any applicable rules of the Club shall be kept at the Club and shall be available for inspection by the members on request.

21.2 The Secretary shall provide a copy of the Constitution or Rules to any member requesting same, provided such request is made in writing and accompanied by such fee as the Committee may prescribe to cover the cost of making such a copy.