



THE SOCIETY OF MASTER MARINERS SOUTH AFRICA

CONSTITUTION

THE CONSTITUTION OF THE SOCIETY OF MASTER MARINERS SOUTH AFRICA

1. DEFINITIONS

- 1.1.1. “**Branch AGM**” means the Annual General Meeting of a Branch of The Society of Master Mariners South Africa.
- 1.1.2. “**Branch Master**” means the Chairman of a Branch of The Society of Master Mariners South Africa.
- 1.1.3. “**Branch Secretary**” means the Secretary of a Branch of The Society of Master Mariners South Africa.
- 1.1.4. “**Branch Treasurer**” means the Treasurer of a Branch of The Society of Master Mariners South Africa.
- 1.1.5. “**Deck Officer**” means a person holding a Certificate of Competency as Deck Officer issued by the South African Maritime Safety Authority or an equivalent Certificate of Competency as accepted by the Society’s Executive Committee at their sole discretion.
- 1.1.6. “**Financial year**” means the 12-month period beginning on the 1st of April until the 31st of March in the following year.
- 1.1.7. “**In writing**” includes letters, facsimiles, emails or text messaging.
- 1.1.8. “**Master**” means a person holding a Certificate of Competency as Master issued by the South African Maritime Safety Authority or an equivalent Certificate of Competency as accepted by the Society’s Executive Committee at their sole discretion.
- 1.1.9. “**National AGM**” means the National Annual General Meeting of The Society of Master Mariners South Africa.
- 1.1.10. “**National Secretary**” means the Secretary of the Executive Committee of The Society of Master Mariners South Africa.
- 1.1.11. “**National Treasurer**” means the Treasurer of the Executive Committee of The Society of Master Mariners South Africa.
- 1.1.12. “**Pilot**” means any person holding an unlimited Open Marine Pilot License issued by a national port authority.
- 1.1.13. “**Port Representative**” means a Society Member, duly appointed by the National Annual General Meeting or by the Executive Committee to represent the Society in an area or region of Southern Africa in the absence of a formal Branch structure in that area or region.
- 1.1.14. “**Skipper**” means a person holding a Certificate of Competency as Skipper issued by the South African Maritime Safety Authority or an equivalent Certificate of Competency as accepted by the Society’s Executive Committee at their sole discretion.
- 1.1.15. “**Society**” means The Society of Master Mariners South Africa.
- 1.1.16. Wherever male gender is implied in this constitution it is equally applicable to the female gender.

2. NAME

The name of the Society shall be "THE SOCIETY OF MASTER MARINERS SOUTH AFRICA" (abbreviated name: SOMMSA) - hereinafter referred to as "the Society"

3. LEGAL STATUS

The Society is a “nonprofit organisation” as defined in the Nonprofit Organisations Act, 1997 formed to protect and advance the professional interests of its members and the South African maritime industry generally. It has its own legal identity, which is separate from its members, with the Society continuing to exist even if its office bearers change.

4. HEADQUARTERS

The headquarters of the Society shall be situated at such centre as may be determined by a two third majority vote passed at any National AGM and shall remain in that centre for at least five years.

5. OBJECTIVES OF THE SOCIETY

- 5.1. To foster a spirit of fellowship, helpfulness and unity among Masters, Deck Officers and other certificated professionals employed in associated professions ashore.
- 5.2. To protect and promote the professional interests of Masters, Pilots and Deck Officers of the Republic of South Africa.
- 5.3. To protect and promote safety at sea and the welfare and professional interests of seafarers generally.
- 5.4. To build relationships with and actively support similar organisations nationally and internationally so as to ensure that the safety, competency and professionalism of Masters, Pilots, Deck Officers and other associated professions are advanced.
- 5.5. To enable the service experience and advice of members of the Society to be made available to the Government of South Africa or to any other legally constituted authority.
- 5.6. To sponsor the formation of Branches of the Society in other centres within the Republic of South Africa.
- 5.7. To arrange or vary the terms of reciprocity with other similar Societies.
- 5.8. To institute or defend proceedings at Law.
- 5.9. To control the activities of the Society’s Benevolent Fund through the election of Society members to the Benevolent Fund’s Governing Board.

6. CATEGORIES OF MEMBERSHIP

6.1. Categories of membership are established and defined as follow:

6.1.1. MEMBER:

- 6.1.1.1. Persons holding a Certificate of Competency as Master (Special Grade) or Master, Chief Mate or Deck Officer endorsed for “Management Level” or Master (limited to mining operations) or their equivalents.
- 6.1.1.2. Persons holding an unlimited Open Marine Pilot License or their equivalent issued by a port authority.
- 6.1.1.3. Persons holding a Certificate of Competency as Skipper (Fishing ≥ 24m) Unlimited or their equivalents.
- 6.1.1.4. Officers of the South African Navy or any Foreign Navy of Lieutenant Commander rank and above who may be considered eligible by the Executive Committee of the Society.

6.1.2. ASSOCIATE MEMBER:

- 6.1.2.1. Persons holding a Certificate of Competency as Deck Officer endorsed for “Operational Level” or Deck Officer (limited to mining operations) or their equivalents.
- 6.1.2.2. Persons holding a Certificate of Competency as Skipper (Limited) or Deck Officer (Fishing \geq 24m) or their equivalents.
- 6.1.2.3. Officers of the South African Navy or any Foreign Navy of Lieutenant rank and above who may be considered eligible by the Executive Committee of the Society.

6.1.3. STUDENT MEMBER:

Persons undertaking a course of initial maritime education or training as considered eligible by the Executive Committee of the Society.

6.1.4. AFFILIATE MEMBER:

Persons who wish to be associated with the activities of the Society and who have qualifications or experience conducive to furthering the objectives of the Society.

6.1.5. HONORARY MEMBER:

Persons closely connected to the Society or the seafaring community or who have provided a service to the Society or a Branch of the Society. A Branch Committee may motivate and propose candidates for Honorary Membership to the Executive Committee for their approval. At every National Annual General Meeting of the Society the list of Honorary Members will be reviewed.

6.2. The Executive Committee retains the exclusive right to change, determine and/or rule on any member’s or applicant member’s allocated category of membership should it be considered necessary by the Executive Committee.

6.3. Members who were designated to classes of membership as defined in previous Constitutions will be entitled to the following categories of membership in this Constitution:

6.3.1. Full Members become MEMBERS,

6.3.2. Life Members become MEMBERS but will not be required to pay annual membership subscriptions,

6.3.3. Associate Members remain ASSOCIATE MEMBERS,

6.3.4. Affiliates become AFFILIATE MEMBERS,

6.3.5. Honorary Members remain HONORARY MEMBERS,

6.3.6. Honorary Life Members become HONORARY MEMBERS,

6.3.7. Retired Life Members become MEMBERS but will not be required to pay annual membership subscriptions.

7. **ELECTION OF MEMBERS**

7.1. Membership applications on the prescribed, completed form, duly signed by the applicant as well as a copy of their Certificate of Competency or other qualifications must be submitted to the Executive Committee or any properly constituted Branch or Port Representative of the Society.

7.2. Membership applications received directly by the Executive Committee must be copied to the Branch Secretary of the Branch to which the Executive Committee has allocated the Applicant for consideration in terms of Clause 7.3 below.

7.3. Membership applications received by a Branch of the Society must either be emailed to all Branch members for their consideration or tabled for consideration at the next properly constituted meeting of that Branch.

- 7.4. For a membership application to be approved for recommendation to the Executive Committee by the Branch:
 - 7.4.1. at least two thirds of the members responding to an email within the time period laid down by the Branch must vote in favour of the candidate,
 - 7.4.2. or, alternatively, at least two thirds of the members present at the Branch meeting must vote in favour of the candidate.
- 7.5. The Branch's recommendation as to the applicant's acceptance or rejection by the Branch must be forwarded to the National Secretary together with the application form and copies of Certificates of Competency or other qualifications.
- 7.6. Membership applications and copies of Certificates of Competency or other qualifications received by a Port Representative of the Society must be forwarded to the National Secretary together with the Port Representative's recommendation as to the applicant's acceptance or rejection.
- 7.7. On receipt of a processed membership application from a Branch or Port Representative of the Society by the National Secretary, such application must either be emailed to all Executive Committee members or be tabled at the next properly constituted meeting of the Executive Committee.
- 7.8. For a membership application to be approved by the Executive Committee:
 - 7.8.1. at least two thirds of the Executive Committee members responding to an email within the time period laid down by the Executive Committee must vote in favour of the candidate,
 - 7.8.2. or, alternatively, at least two thirds of the members present at the present at the Executive Committee meeting must vote in favour of the applicant.
- 7.9. Accepted or rejected applications by the Executive Committee must be copied to the Branch Secretary or Port Representative clearly indicating the decision of the Executive Committee. The Executive Committee must ensure the production of a Certificate of Membership for all successful applicants as soon as practicable after the application has been accepted.
- 7.10. On receipt of a finalized membership application and Certificate of Membership by the Branch or Port Representative of the Society, the Branch Secretary or Port Representative must notify the applicant of the success or failure of the membership application in writing and arrange presentation to the member of the Certificate of Membership.

8. SUBSCRIPTIONS

- 8.1. The membership entrance and annual subscription fees of all categories of membership (excluding the members in 8.2 and 8.3 below) will be decided upon at each National AGM of the Society.
- 8.2. Members of the age of 65 years and above who have retired from full employment and who have been fully paid up MEMBERS or ASSOCIATE MEMBERS for 20 years or more shall, on written application, not be required to pay the annual membership subscription.
- 8.3. HONORARY MEMBERS will not be required to pay a joining fee or the annual membership subscription.
- 8.4. A member joining after the start of the Society's financial year will be required to pay a pro-rata subscription commencing from the first day of the month in which their application was approved.
- 8.5. Annual subscriptions fall due on the 1st of April each year.
- 8.6. In the event of a member being in arrears with subscriptions for a period of more than six months, such member shall not be entitled to the amenities of the Society until such arrears have been paid, and such member will be advised accordingly by the Executive Committee.
- 8.7. In the event of a member being in arrears with subscriptions for a period of more than twelve months, such member shall be given a final opportunity to pay the arrears subscription within sixty days of

written notification from the Executive Committee of their intention to remove such member from the Society's membership.

8.8. In the event of the National AGM failing to determine any entrance fee or subscription as provided above, the existing entrance fee or subscription shall remain in force until altered by a subsequent National AGM.

9. RESIGNATION

9.1. Any member resigning from the Society shall give notice in writing to the National Secretary or the Branch Secretary.

9.2. All certificates of membership shall remain the property of the Society and shall be forfeited and returned to the Society by members on resignation or dismissal unless the Executive Committee or National AGM shall otherwise direct.

10. CHANGE OF ADDRESS

10.1. Any change of address of members must be notified to the National Secretary or Branch Secretary, in writing.

10.2. Should the new address be within the jurisdiction of another Branch, such membership can be transferred to that Branch by agreement.

11. EXECUTIVE COMMITTEE

11.1. Function, Organisation and Management

11.1.1. The function, organisation and management of the Society shall be under the control of an Executive Committee.

11.1.2. The Executive Committee shall consist of a President and Vice President (both of whom must be MEMBERS of the Society and South African Citizens or Permanent Residents), a National Secretary, National Treasurer, the Branch Masters, Port Representatives and any additional members as may be elected by the National AGM or be co-opted by the Executive Committee from time to time.

11.1.3. The function of the Executive Committee is to:

11.1.3.1. annually convene the National AGM of the Society,

11.1.3.2. develop strategies and initiatives that take cognizance of any directives of the National AGM or will support and enhance the objectives of the Society,

11.1.3.3. direct and support the Branches and Port Representatives,

11.1.3.4. manage the finances and tax affairs of the Society.

11.2. Election and Terms of Service

11.2.1. The National AGM shall elect the President for a two-year term. On the conclusion of the two-year term the President shall retire but may stand for election again.

11.2.2. The National AGM shall elect the Vice President who should be prepared to serve as the next President, if elected.

11.2.3. The National AGM shall elect the National Secretary and National Treasurer.

11.2.4. The National AGM can decide to elect the same person into more than one executive position provided that the President and Vice President positions cannot be held by the same person.

- 11.2.5. Branch Masters and Port Representatives are automatically members of the Executive Committee. The Deputy Branch Master or Deputy Port Representative shall be an alternate to the Branch Master or Port Representative in the event of the Branch Master or Port Representative being unavailable for a meeting.
- 11.2.6. The National AGM may elect as many additional members to the Executive Committee as it may think necessary, provided the numbers so elected do not exceed the total number of Branch Masters and Port Representatives on the Executive Committee.
- 11.2.7. Members of the Executive Committee, except for the President, Branch Masters and Port Representatives, shall retire annually at the National AGM, but may be eligible for re-election.
- 11.2.8. Vacancies occurring on the Executive Committee shall be filled by a majority vote of the Executive Committee.
- 11.2.9. A member of the Executive Committee shall vacate his seat in any of the following circumstances:
- 11.2.9.1. On resignation.
 - 11.2.9.2. On absenting himself from three consecutive meetings of the Committee without submitting satisfactory reasons to the Executive Committee.
 - 11.2.9.3. On being out of financial standing in the Society.
- 11.2.10. STUDENT, AFFILIATE and HONORARY MEMBERS may be appointed to the positions of National Secretary, National Treasurer or as co-opted Committee Members but such members shall have no voting powers.

11.3. Conduct of Executive Committee Meetings

- 11.3.1. The Executive Committee shall conduct meetings not less than six times annually.
- 11.3.2. The President may call special meetings whenever he deems it necessary.
- 11.3.3. In order to facilitate Executive Committee meetings, they may be conducted by telephonic conference calls or by other electronic means as agreed by the Executive Committee.
- 11.3.4. The quorum for meetings of the Executive Committee shall be three members. Any individual member of the Executive Committee holding more than one position on the Executive Committee in terms of clause 11.2.4 will count as a committee member for each position held for the purposes of a quorum or for voting.
- 11.3.5. An alternate may attend meetings of the Executive Committee but shall have no vote if the member for whom he is alternate is present in person at the meeting.
- 11.3.6. If within thirty minutes after the time fixed for any meeting a quorum is not present, the presiding officer shall adjourn such meeting for seven days or as may be decided upon by those present. At such adjourned meeting, whatever number of members present shall form a quorum for the purpose of carrying out the objects of the previous meeting. Notice of such adjourned meeting shall be dispatched to all members of the Executive Committee within three days of the original meeting.
- 11.3.7. A copy of all Minutes of Executive Committee meetings shall be supplied to each committee member including each Branch Master and Port Representative.
- 11.3.8. In the absence of the President and Vice President, the Executive Committee shall elect a Chairman for that meeting.

11.4. Powers and Duties of the Executive Committee

11.4.1. The Executive Committee shall, subject to the provisions of this constitution, be vested with the following powers:

- 11.4.1.1. To establish and manage a working capital fund in the name of the Society to be called the “Central Fund” and to open bank accounts and to appoint at least two members to operate such accounts on behalf of the Society.
- 11.4.1.2. To invest and reinvest surplus funds in reputable financial institutions.
- 11.4.1.3. To appoint reputable auditors to independently review the Society and Branch annual accounts.
- 11.4.1.4. Invoice the membership and collect all Joining Fees and Annual Subscriptions and to deposit such funds into the Central Fund.
- 11.4.1.5. To engage and dismiss employees of the Society, to fix their remuneration and define their duties.
- 11.4.1.6. To appoint such Sub Committees as it deems desirable and to co-opt members of the Society to such Sub Committee.
- 11.4.1.7. To institute or defend legal proceedings brought by or against the Society and by resolution to appoint the Officer who shall prosecute or defend such proceedings on behalf of the Society.
- 11.4.1.8. To institute legal proceedings if in the opinion of the Executive Committee or National AGM such action is necessary in order to safeguard the professional status or rights of members.
- 11.4.1.9. To acquire, administer and dispose of any moveable or immoveable property on behalf of the Society, and to appoint certain of its members to sign and execute all necessary documents in connection therewith.
- 11.4.1.10. To control and or limit the activities or expenditure of any Branch or Port Representative, if such action is deemed essential in the interests of the Society.
- 11.4.1.11. To pay the reasonable expenses of members of the Executive Committee attending the National AGM or other official business of the Society, including the cost of transport where necessary.
- 11.4.1.12. To pay Headquarters office and transport expenses.
- 11.4.1.13. To transfer to Branches all reasonable requests from Branches for funds from the Central Fund to finance a Branch’s activities.
- 11.4.1.14. To define the areas of jurisdiction of Branches or Port Representatives.
- 11.4.1.15. To grant honoraria from the Central Fund.
- 11.4.1.16. To establish new Branches or to appoint Port Representatives and to disestablish existing Branches and Port Representatives should it be deemed necessary after advising all members of such intention.
- 11.4.1.17. To arrange or vary the terms of reciprocity with other similar Societies.
- 11.4.1.18. Generally to do such things as in the opinion of the Executive Committee are in the interests of the Society and the Republic of South Africa.

11.4.2. The Executive Committee shall perform the following duties:

- 11.4.2.1. The Executive Committee shall carry out the policy laid down by the National AGM, in accordance with the Constitution.

11.4.2.2. Any special matter which may arise and for which no specific provision has been made in the Constitution, shall, before executive action is taken, be referred to Branch Masters and Port Representatives for their recommendation. Such recommendations must be taken into account by the Executive Committee before taking action on such special matter.

11.4.2.3. The Executive Committee may summon a Special Meeting of the National AGM should they deem it necessary.

11.4.3. Duties of the Executive Committee Officers

11.4.3.1. The President shall preside at all meetings of the Executive Committee at which he is present. He shall perform all duties, which by custom are considered to pertain to his office. He, or in his absence the Vice President, or in the absence of the latter, the acting Chairman shall endorse all accounts for payment after approval by the Executive Committee. The President shall not have a deliberate vote but shall, in the event of equality of voting, have a casting vote.

11.4.3.2. The Vice President shall exercise the power and perform the duties of the President in the absence of the latter.

11.4.3.3. The National Secretary shall issue notices of all meetings of the Executive Committee. He shall attend all meetings of the Executive Committee and record minutes of all its proceedings. He shall circulate such minutes to all Branches and Port Representatives and generally conduct the correspondence of the Society at the direction of the Executive Committee. He shall keep a register of members of the Society, together with particulars of the Branch to which they belong and shall notify Branches concerned of any transfer of members notified to him.

11.4.3.4. The National Treasurer shall keep the books and accounts of the Society as instructed by the Executive Committee. He shall receive and bank all monies within seven days of receipt in the name of the Society and submit financial reports to the Executive Committee when required. He shall prepare the Annual Statement of Income and Expenditure and the Annual Balance Sheet for submission to the National AGM. He shall perform such other duties relating to finance as are imposed by the Constitution or as the Executive Committee may direct.

11.5. Conduct and Control of the Central Fund

11.5.1. The Executive Committee must carefully consider any Branch's motivated request for funds from the Central Fund to finance the reasonable day-to-day activities of the Branch.

11.5.2. The Executive Committee may only approve a transfer from the Central Fund to a Branch of the Society if:

11.5.2.1. A Branch's request for funds is in writing and the request's motivation is sound,

11.5.2.2. The applicant Branch is complying with all the requirements of this constitution or the Executive Committee is of the opinion that the funds requested would be used for the advancement of a Branch or of the objectives of the Society.

11.5.3. Donations to the Society shall be deposited into the Central Fund.

11.5.4. All monies received by the Society shall be deposited within seven days into the Central Fund's bank accounts.

11.5.5. All payments by the Central Fund shall be made by cheque or Electronic Funds Transfer.

11.5.6. The President or Vice President and National Treasurer or National Secretary shall independently sign all cheques or authorize and release all Electronic Funds Transfers drawn on

the Central Fund provided that no single individual may perform both of these authorizing functions should any of these positions be occupied by the same individual.

11.5.7. The Executive Committee must ensure that appropriate security measures are in place to protect the Central Fund from unauthorized access of the fund's assets via the internet.

11.5.8. No expenditure shall be incurred by any individual Executive Committee member without the prior sanction of the President or National Treasurer. Should the functions of President and National Treasurer be combined then the prior sanction of the National Secretary or one other separate member of the Executive Committee must be obtained.

12. ESTABLISHMENT AND CONTROL OF BRANCHES

12.1. Establishment of a Branch of the Society

12.1.1. A Branch of the Society may, with the approval of the Executive Committee, be established where there are not less than six members of the Society.

12.1.2. At the first General Meeting of such Branch, a Branch Committee shall be elected from the members of such Branch.

12.1.3. The number of members of a Branch Committee shall be decided by the Annual General Meeting of the Branch and shall consist of no fewer than three members.

12.1.4. Officers and members of the Branch Committee shall hold office until the next Branch AGM when they shall retire but they may be eligible for re-election.

12.1.5. At the first Meeting of the Branch Committee, the members shall elect the Master and Deputy Master (both of whom must be MEMBERS of the Society and South African Citizens or Permanent Residents), a Branch Secretary and Branch Treasurer. If found necessary any of these functions can be combined to suit the circumstances existing at the time and as agreed by a vote of the Branch AGM.

12.1.6. The Branch Committee shall fill vacancies occurring on the Branch Committee. A member appointed to fill the vacancy shall hold office until the following Branch AGM.

12.1.7. A member of the Branch Committee shall vacate his seat in any of the following circumstances.

12.1.7.1. On resignation.

12.1.7.2. On absenting himself without giving satisfactory reasons to the Branch Committee, from three consecutive meetings of the Committee.

12.1.7.3. On being out of financial standing in the Society.

12.1.8. Any category of member may be elected to the positions of Branch Secretary or Branch Treasurer, but in the event that a STUDENT MEMBER, AFFILIATE MEMBER or HONORARY MEMBER is elected into either of these positions, then such member is permitted to join in discussions, but shall have no voting powers.

12.2. Conduct of Branch Committee Meetings

12.2.1. Branch Committee meetings are open to attendance by any member of that Branch and notice of Branch meetings should be communicated timeously to all Branch members.

12.2.2. The Branch Committee shall meet as and when required by the Master but a period longer than three months shall not elapse between meetings. The Master may call Special Meetings whenever he deems it desirable.

12.2.3. A copy of the Minutes of all Branch committee meetings shall be supplied to the Executive Committee and all other Branches and Port Representatives, within fourteen days of the meeting.

- 12.2.4. Each Branch Committee shall decide on its own quorum. If within thirty minutes after the time fixed for any meeting, a quorum is not present, the same procedure as directed for the Executive Committee shall be observed.
- 12.2.5. A Branch Committee may co-opt a member of the Society to serve on any Sub Committee it has appointed.
- 12.2.6. In the absence of the Master or Deputy Master, a meeting shall elect its own Chairman.

12.3. Powers of a Branch Committee

A Branch Committee shall, subject to the provisions of this Constitution, be vested with powers:

- 12.3.1. To engage and dismiss employees of the Branch of the Society, to fix their remuneration and define their duties.
- 12.3.2. To nominate one delegate to represent the Branch for every six Branch members or part thereof in good financial standing to attend and vote at the National AGM. Such nominee must be a MEMBER, ASSOCIATE MEMBER or STUDENT MEMBER but need not be a member of the Branch by whom he is nominated.
- 12.3.3. To acquire in the name of the Society premises either on lease, by purchase or otherwise, subject to the approval of the Executive Committee, to be used as a Club or Social Centre and/or for the activities of the Society and to furnish and equip such premises.
- 12.3.4. To appoint such Sub Committees as it may deem necessary.
- 12.3.5. To open banking accounts in the name of the Branch of the Society and to appoint at least two of its members to operate such accounts on behalf of the Society.
- 12.3.6. To grant Honoraria from Branch Funds as decided at the Annual General Meeting of the Branch.
- 12.3.7. Generally to do such other things as in the opinion of the Branch Committee are in the interests of the Branch and of the Society.

12.4. Duties of Branch Officers

12.4.1. The Branch Secretary shall:

- 12.4.1.1. Issue notices of all meetings of the Branch Committee.
- 12.4.1.2. Attend all meetings of the Branch Committee and record minutes of all its proceedings.
- 12.4.1.3. Send a copy of such minutes to the Executive Committee and to all other Branches and Port Representatives and generally conduct the correspondence of the Branch of the Society at the direction of the Branch Committee.
- 12.4.1.4. Keep a register of members of the Branch of the Society and shall notify the National Secretary of any transfer of Members.
- 12.4.1.5. Perform such other duties as the Branch Committee may direct.

12.4.2. The Branch Treasurer shall:

- 12.4.2.1. Keep books and accounts of the Branch as instructed by the Branch Committee.
- 12.4.2.2. Issue receipts for all monies received and bank all monies within seven (7) days of receipt in the name of the Branch of the Society.
- 12.4.2.3. Submit financial reports to the Branch Committee when required.

12.4.2.4. Prepare an annual financial report detailing all income and expenditure as well as accounting for all assets of the Branch for submission to the Annual General Meeting of the Branch.

12.4.2.5. Perform such other duties relating to finance as are imposed by the Constitution or as the Branch Committee may direct.

12.5. Conduct and Control of the Branch Finances

12.5.1. The assets and funds controlled by each and every Branch Committee shall be the common property of the Society.

12.5.2. Each Branch shall, within 30 days of the Society's financial year-end, supply to the National Treasurer with details of the Branch's income and expenditure including all supporting documents as well as records of any acquisition or disposal of assets for the prior financial year.

12.5.3. Each Branch can submit a motivated request at any time to the Executive Committee for funds from the Central Fund to finance the reasonable day-to-day activities of the Branch.

12.5.4. Donations to the Society shall be remitted to the Central Fund.

12.5.5. Donations to a Branch of the Society shall be retained by the Branch.

12.5.6. All monies received by the Branch shall be deposited within seven days, to the credit of the Society or Branch of the Society, with the Society's or Branch's bankers.

12.5.7. All monies received by a Branch for or on behalf of the Central Fund shall be deposited into the Central Fund's bank account within ten days of receipt by the Branch.

12.5.8. All payments by the Branch shall be made by cheque or Electronic Funds Transfer.

12.5.9. The Master or Deputy Master and Branch Treasurer or Branch Secretary shall independently sign all cheques and authorize and release all Electronic Funds Transfers drawn on the Branch Funds provided that no single individual may perform both of these authorizing functions should any of these positions be occupied by the same individual

12.5.10. Branch Committees must ensure that appropriate security measures are in place to protect the Branch's assets from unauthorized access via the internet.

12.5.11. No expenditure shall be incurred by any individual member without the prior sanction of the Executive Committee or Branch Committee as the case may be.

12.6. Branch Annual General Meetings

12.6.1. Each Branch shall hold its Annual General Meeting during the month of April in each year, or as soon thereafter as possible for the purpose of receiving the Master's annual report and the Branch Treasurer's annual report.

12.7. Proposals for inclusion in the Agenda for the ensuing National AGM may be submitted and resolved at the meeting.

12.8. The Committee for the ensuing year shall be elected at the meeting.

12.9. Notice of such meeting shall be given at least thirty (30) days before the meeting and items for inclusion in the Agenda shall be in the hands of the Branch Secretary at least twenty-one (21) days before the meeting.

12.10. A copy of the Master's annual report and the Branch Treasurer's annual report shall be sent to the Executive Committee within thirty days after the meeting.

12.11. Branch Special Meetings

A special General Meeting of any Branch may be called upon receipt of a requisition signed by not less than twenty of the Branch's MEMBERS and ASSOCIATE MEMBERS or twenty percent of the Branch's MEMBERS and ASSOCIATE MEMBERS, whichever is the less, and no business other than for which the meeting has been specially called shall be considered.

13. PORT REPRESENTATIVES

13.1. The Executive Committee may, in the absence of a functioning Branch of the Society within an area or region, appoint a Port Representative to represent the Society in such area or region provided:

- 13.1.1. the Port Representative so appointed is a fully paid up MEMBER of the Society.
- 13.1.2. all Branches and existing Port Representatives of the Society agree to the appointment of a Port Representative for a designated area or region.
- 13.1.3. A Port Representative's appointment will continue until such date as decided by the Executive Committee or by the resignation of the Port Representative.

13.2. Functions and Duties of Port Representatives:

- 13.2.1. To officially represent the Society as and when required,
- 13.2.2. To keep the Executive Committee advised of issues and developments within his designated area or region that may impact on the Society, its objectives, its members or the maritime industry generally,
- 13.2.3. To act as a communications and social link between all Society members resident within his designated area or region and to encourage the establishment of a Branch of the Society,
- 13.2.4. To advise the Executive Committee of the need to create a Branch of the Society in his designated area or region.

14. NATIONAL AGM

14.1. The National AGM shall be held annually on a date to be decided by the Executive Committee.

14.2. Any member may submit a proposal for debate at a National AGM and for inclusion in the National AGM Agenda provided that:

- 14.2.1. The proposal has first been approved by the member's Branch Committee or Port Representative,
- 14.2.2. the proposal is submitted to the Executive Committee via the member's Branch or Port Representative at least two months before the advertised date of the National AGM provided that late submissions or submissions from the floor of the National AGM may be accepted for debate at the sole discretion of the President.
- 14.2.3. The Executive Committee shall collate all proposals so received and distribute such proposals together with the National AGM Agenda to Branches and Port Representatives at least six weeks before the advertised date of the National AGM, so that the delegates to the National AGM may be guided in their deliberations by the opinion of the Branches.

14.3. The National AGM consists of: -

- 14.3.1. The Executive Committee.
- 14.3.2. One delegate nominated by each Branch for every six Branch members or part thereof in good financial standing provided that:
 - 14.3.2.1. Such nominee, however, need not be a member of the Branch by whom he is nominated.

14.3.2.2. AFFILIATE MEMBERS and HONORARY MEMBERS shall not be eligible for election as delegates to the National AGM.

14.3.3. Any Society member not nominated as a delegate may attend the National AGM as an observer.

14.4. Election of Office Bearers:

14.4.1. Branches and Port Representatives shall submit nominations for Office Bearers and membership of the Executive Committee in writing prior to the date of National AGM subject to late nominations and nominations from the floor of the National AGM being accepted for election at the sole discretion of the President.

14.4.2. The National AGM shall elect the following Office Bearers: -

14.4.2.1. The President,

14.4.2.2. The Vice President,

14.4.2.3. The National Secretary,

14.4.2.4. The National Treasurer,

14.4.2.5. A Governing Board to administer the Benevolent Fund,

14.4.2.6. As many additional members of the Executive Committee as may be decided by the National AGM.

14.5. The National Secretary of the Executive Committee shall be the Secretary of the National AGM and shall record the deliberations and decisions of the National AGM. Should he be unable to attend, the Executive Committee shall appoint a Secretary in his place.

14.6. National AGM voting rules:

14.6.1. Members of the Executive Committee and Branch delegates to the National AGM shall be entitled to one vote each except that the President shall not have a deliberative vote but shall have a casting vote.

14.6.2. Where a member of the Executive Committee is also a Branch delegate such member shall have a vote for each position represented.

14.6.3. In the event of a vote being taken, Branch delegations shall vote in accordance with any mandate issued by the Branch they represent.

14.6.4. In the event however of no mandate having been issued by a Branch, Branch delegates shall vote at their discretion. No matter on the Agenda of which due notice has been given, shall be referred back on account of Branches having omitted to issue a mandate.

15. VOTING GENERALLY

15.1. The President, Master or Chairman shall not have a deliberative vote, but shall have a casting vote.

15.2. When any vote is taken on any issue, a show of hands will be acceptable unless the President, Master or Chairman rules that a paper or electronic ballot be taken on a particular issue.

15.3. No member who is more than six months in arrears with his annual subscription shall have the right to vote at any meeting.

15.4. Only MEMBERS and ASSOCIATE MEMBERS shall be entitled to vote at any meeting unless specifically provided for elsewhere in this constitution.

15.5. Unless otherwise provided for in this Constitution, all resolutions shall be passed or rejected by a simple majority of those present and entitled to vote.

16. AUTHORISATION OF ACTIVITY ON BEHALF OF THE SOCIETY

16.1. The Executive Committee shall be the sole authority to convey the official views of the Society to outside organisations and authorities. The Executive Committee will make known its views to members appointed as representatives on outside bodies who may express such views on behalf of the Executive Committee at time and places as directed by the Executive Committee.

16.2. The Master of any Branch of the Society may make Press Releases relative to his Branch in the interests of the Society. Input and advice from the President should be sought before making the press release. Copies of such releases shall be forwarded to the General Secretary.

17. PREJUDICIAL CONDUCT

The Executive Committee shall have the right to expel any member from the Society if, in their opinion, he has been guilty of such conduct as to reflect negatively on the good name of the Society or to prejudice the Society. Such expelled members shall have no claim on the Society or upon any member of the Society in connection with such expulsion and shall forfeit all rights or privileges, which he enjoyed as a member of the Society.

18. DISSOLUTION OF THE SOCIETY

The Society shall continue from year to year unless each and every Branch convenes a Special General Meeting at which a Resolution to dissolve the Society is passed by a two thirds majority vote.

In the event of the dissolution of the Society, the Executive Committee, in consultation with the Branches, shall dispose of the property and funds of the Society while ensuring compliance with any requirements of the South African Receiver of Revenue in this regard.

19. DISSOLUTION OF A BRANCH

19.1. Branches shall continue from year to year unless otherwise decided by the National AGM or the Executive Committee in terms of clause 19.3 or, unless any Branch convenes a Special General Meeting at which a resolution to dissolve the Branch is passed by a two third majority of those present and entitled to vote. In the event of dissolution of a Branch, the property and funds of the Branch shall be surrendered to the Central Fund and no member of the Branch shall have any claim upon them.

19.2. Twenty one (21) days' notice in writing of a Branch's intention to hold a Special General Meeting shall be given to each Branch member and to the General Secretary.

19.3. A Branch that does not comply with the following basic requirements may be considered "non functional" and may be declared dissolved by the Executive Committee:

19.3.1. Meets not less than four times per annum and produces written records of such meetings,

19.3.2. In order to facilitate Branch Committee meetings, they may be conducted by telephonic conference calls or by other electronic means as agreed by the Branch Committee.

19.3.3. Holds a Branch AGM and elects a Branch Master, Deputy Master, Branch Secretary and Branch Treasurer,

19.3.4. Produces a financial report annually at the end of each Society financial year.

20. INDEMNITY

Every Officer and member of the Society shall be indemnified by the Society against all costs, loss expense which any Officer or member may incur or become liable for in any way in the execution of his office or trust, unless same shall be incurred or occasioned by his own wilful act or default and none of the said Officers or members shall be answerable for any act or default of any other of them or for any loss, misfortune or damages which may happen in the execution of his office or in relation thereto except when the same shall have happened by his own wilful act or default.

21. ALTERATION AND AMENDMENTS TO CONSTITUTION

Alteration to the Constitution may only be made by formal resolution of the National AGM or by the Executive, after consultation with the Branches.

This Constitution as approved at the 2012 National AGM held in Cape Town and is hereby signed into force this 17th day of August 2012.