Constitution

of the

ZULULAND DEEP SEA ANGLING ASSOCIATION

Last Revised August 2015

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1. **Name**

The name of the Association shall be: **The Zululand Deep-Sea Angling Association.**

2 **Aims and Objectives**

The objectives and basic philosophy of the Zululand Deep-Sea Angling Association:

2.1 To be and to function as the governing body for amateur sport fishing from craft at sea within a defined region on the Zululand coastline from the Tugela Mouth to Kosi Bay, a coastal boundary recognized by the South African Deep-Sea Angling Association.

2.2 To promote, foster and control the sport of amateur sport fishing from craft at sea in conformity with National and International practices and to create and abide by rules as may be stipulated by SADSAA, IGFA and any other recognized National or International body and/or imposed by the Association.

2.3 Sport fish, are any fish specie identified and accepted because of their fighting characteristics, related food and habitat, are economic, social, recreational and athletic assets which our objective is to maintain, wisely used and perpetuate.

2.4 They are loosely termed as billfish, tuna, general game fish, game sharks and bottom fish.

2.5 It is the objective of this Association to pursue in a manner consistent with sound sporting and conservative practices, the sport of deep-sea angling as an important recreational, competitive and social activity and to educate the public in this philosophy.

2.6 The sole object of the Association will be carried on in a non-profit manner and with an altruistic or philanthropic intent.

2.7 No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the Association otherwise than by way of reasonable remuneration.

2.8 At least 85% of the public benefit activities, measured either in cost or time spent, will be carried out for the benefit of persons in the Republic of South Africa.

2.9 At least three persons who accept fiduciary responsibility for the Association, will not be connected persons in relation to each other, and no single person will directly or indirectly control the decision making powers relating to the Association,

2.10 No funds will be directly or indirectly distributed to any person other than in the course of undertaking any public benefit activity, and the funds will solely be utilized for the objects of the Association.

3 **Headquarters and address**

The headquarters, physical and postal address of the Association shall be decided upon from time to time at a general meeting although temporary interim arrangements may be made by the Executive Council if circumstances require an urgent change.

4 **Executive Council**

Shall comprise of the Chairman, Vice-Chairman, Secretary, Treasurer, Safety Officer, Records Officer, Tournaments Officer, Development Officer, Environmental Officer and Public Relations Officer, who are members and have been elected to be responsible for the various portfolios and to manage the Association as defined in this Constitution.

5 **Terms of Office**

All Executive Council Members shall be proposed, seconded and elected yearly at the Association's Annual General Meeting in keeping with the provisions and conditions of item 12 of the constitution.

6 **Financial Year**

The financial year of the Association shall begin on the 1st (first) day of March of each year and close on the last day of February of the following year.

7 **Annual General Meetings (AGM)**

The Annual General Meeting of the Association shall take place in JUNE of each year but certainly not later than FOUR (4) months after the end of financial year.

8 **Active Member**

Shall be any person who is a member of a club that is affiliated to the Association and is active as a physical angler or administrator.

9 **Notices**

9.1 Due to the various means of communication available, the Association shall issue notices for display by member clubs when practicable by either surface mail, E-mail, SMS or other electronic messaging means.

9.2 Telephone communication if urgency is required is also allowed and any of these mediums in 9.1 or 9.2 shall be considered legal and sufficient.

9.3 Any notices addressed by the association shall:

9.3.1 If delivered by hand, be deemed to have been received by the addressee on the date of delivery.

9.3.2 If posted by prepaid surface mail, deemed to have been received by the addressee on the 5th (fifth) day following the date of such posting unless the contrary be proved.

9.3.3 If transmitted by facsimile, e-mail, sms, or other electronic messaging means, deemed to have been received by the addressee on the day following the date of dispatch, unless the contrary is proved.

9.4 Club administrators should themselves ensure that messages are passed on.

10 **General Powers of the Association**

10.1 To safeguard, uphold and protect the beliefs and constitution of the Association and to implement and ensure compliance with any rules or by-laws promulgated.

10.2 In addition to all other powers conferred upon it by this constitution, the Association shall also be empowered to:

10.2.1 Affiliate with other national or international bodies that may be deemed relevant or beneficial to the interests, aims and objectives of the Association.

10.2.2 Raise funds by whatever ethical means it identifies as available

10.2.3 Have the right to impose levies on member clubs and club members.

10.2.4 Identify income sources, such as tournament levies, affiliation fees, handling fees on printed material, profit on “Skipper’s Courses”, competitions, boat tests, examinations and whatever other means the Council approves of.

10.2.5 Utilize the revenue and property of the Association (from whatever source acquired) to further the objectives of the Association and for such purpose as the Association may from time to time deem necessary or desirable.

10.2.6 Purchase, improve, take on, lease, exchange, hire or otherwise acquire any movable or immovable property, rights and/or privileges whatsoever which may be deemed necessary, suitable or convenient for the implementation of the aims of the Association and to sell, let/hire or otherwise dispose of the whole or any part of the assets of the Association for such consideration and upon such terms and conditions as the Association may from time to time deem fit.

10.2.7 Borrow and to secure the repayment of monies, to guarantee or secure the acts of and payments due by others.
10.2.8 Acquire, encumber, apply or dispose of and generally deal with any funds of the Association in any manner as deemed fit in accordance with the aims and objectives of the Association.
10.2.9 Institute, conduct, defend, settle or abandon any legal proceedings by or against the Association in any manner as it may deem fit but always so as to achieve the aims and objectives of the Association.
10.2.10 Open, close or operate banking and/or savings and investment accounts on such terms and conditions as may be deemed expedient.
10.2.11 Engage or dispense with the services of such persons, companies or concerns upon such terms and conditions as may be deemed expedient.
10.2.12 Establish a tournament fund for the funding of competitions and/or competitors.
10.2.13 Establish boards, committees, sub-committees, panels of bodies as it may be deemed necessary to standardize or improve its objectives and for the furtherance of its aims.
10.2.14 The Association shall maintain accurate records of notable fish caught conventionally on rod and reel at sea in accordance with IGFA/SADSAA rules.
10.2.15 Maintain comprehensive records of all affiliated members of the Association, as well as member clubs.
10.2.16 Undertake and/or support, where relevant or necessary, scientific and economic research and/or studies to determine the impact of the act of sport fish angling on the environment and reserves of fish.
10.2.17 Encourage compliance by members with all the requirements relating to the rendering of catch returns, which may be stipulated from time to time.
10.2.18 Be interactive with the objectives, promotions and tournaments held by SADSAA.
10.2.19 Ward such trophies and certificates as may become available from time to time.
10.2.20 Design, adopt, create and register logos, provincial badges, colours, emblems, uniforms which are appropriate to a Province and to issue the right to wear and/or display these colours and regalia as awards of achievements to deserving individuals chosen to represent the Zululand Deep-Sea Angling Association.
10.2.21 Support and promote sport fish angling as a recreational sport at all levels to ensure that the aspirations of all anglers are recognized.
10.2.22 Promote competence in the handling of craft, including the promulgation of rules governing the operation of craft, safety requirements and/or other regulations and to enforce compliance therewith by all members.
10.2.23 Liaise and co-operate with all levels of government, private enterprise and their concerned and/or interested bodies for the protection and/or conservation of marine fish, their habitats, food fish and/or sport fishing grounds.
10.2.24 Maintain the Association as a non-political and non-discriminatory body abiding by the laws of the land and to preserve its status and that of its members.
10.2.25 Elect a tournaments selection panel to select suitably qualified anglers to represent the Province of Zululand at Inter-Provincials and National offshore tournaments.
10.2.26 The Association shall not carry on any business that has as its objective the acquisition of gain for any of its individuals or members.

11 **Membership**

11.1 Membership of the Association shall be open to all amateur boat clubs within the defined area of Zululand which have as their goal the participation in amateur angling from crafts at sea.

11.2 An amateur club shall be defined as follows:
(a) which is run for no individual gain but for the common good
(b) whose comments is elected by its members and shall only consist of affiliated club members

(c) which has at least **ten** registered boats
(d) whose ordinary membership has a minimum of 20 (twenty) fully paid up members in good standing
(e) is in a good financial standing with the Association, which has and retains a written constitution which is in keeping with the aims and objectives of SADSAA and this Association.

12 **Council**

12.1 The general management and control of the Association shall be vested in a council consisting of the Executive Council and two representatives appointed by each affiliated club. The active and daily management and control shall be vested in the Executive Council.

12.2 Each club shall each year appoint two members in good standing and willing to be appointed, as ZDSAA Council Members with its implications, to represent their club and area of interests and submit reports and the progress in their areas.

12.3 The(being the Chairman, Vice-Chairman, Secretary, Treasurer, Safety Officer, Development Officer, Records Officer, Tournaments Officer, Environmental Officer and Public Relations Officer will form the Executive Council of the Association.

(a) They are to be club members who, having signified their capability and willingness to serve on the Association, with all its implications, have been proposed and seconded by any other two club members in good standing.
(b) The individuals may be selected from any affiliated club members and need not belong to the proposer or seconder's club nor need the latter two belong to the same club. They should preferably, but not necessarily, be drawn from more than 2 (two) clubs in the association's membership.
(c) Members wishing to stand for election at an Annual General Meeting for any Executive position (as described in clause 12.3) shall be required to submit a completed nomination form to the Secretary no later than 14 (fourteen) days prior to the date of the Annual General Meeting. Such nominations must be signed by a proposer, a seconder and the nominee. In endorsing the form the Nominee infers and acknowledges that he is willing, available and prepared to serve on the Executive Council and to further the objectives of the Zululand Deep Sea Angling Association. Only nominees who have complied with these requirements shall be entitled to participate in a poll for election to the Executive Council by the authorized club representatives at the Annual General Meeting. However, notwithstanding these provisions and only in the event that an Executive portfolio fails to attract a nominee shall a procedure of nominating, seconding and electing a candidate for the vacant position take place from the floor by members attending the Annual General Meeting.
(d) **The names of nominees for portfolios on the ZDSAA Executive Council will be circulated approximately one week before the Annual General Meeting, but certainly not later than forty eight (48) hours before the meeting,** to enable clubs to make their selection and cast their one vote at the Annual General Meeting through their delegates on the appointed date.
(e) In the event of equality in votes, a second vote shall be taken and if still unresolved, the Chairman, if he has been elected, may enter a casting vote and if he is compromised, then the retiring Chairman, or the next council member who has been elected may exercise the casting vote.
(f) Should the office of Chairman or any Executive Council member for any reason, fall vacant during any year, the remaining members may elect a substitute to occupy that office until the next Annual General Meeting.

(g) The council in administering and managing the affairs of the association shall have the power to elect and delegate duties to a sub-committee. To employ and remunerate suitable people to perform functions or to hold office in the association as considered desirable and to vote on and grant honorariums.

13 **Quorums**

13.1 A quorum at an **Annual General Meeting** shall be formed by the attendance of delegates from at least 1/3 (one third) of the number of member clubs and 1/3 (one third) of the Executive Council.

13.2 A quorum at a **Special General Meeting** shall be formed by a minimum representation by at least 1/3 (one third) of the member clubs and 1/3 (one third) of the Executive Council.

13.3 The quorum required to hold a normal Council Meeting shall be the attendance by the delegates of 1/3 (one third) of the member clubs and 1/3 (one third) of the Executive Council.

13.4 At any of the above meetings, should a quorum not be present at the appointed time, the meeting shall be delayed at the discretion of the Chairman, for 30 (thirty) minutes where after the meeting shall stand adjourned for 7 (seven) days calculated from the first working day after the date of the proposed original meeting and shall be re-convened at the same venue and time at which the original meeting was to be held. The persons then present shall be considered to be a quorum.

14 **Special General Meetings**

14.1 The Council, whenever it deems fit, may submit a requisition in writing to the Secretary on the instigation of at least 3 (three) member clubs to forthwith call a special meeting.

14.2 This requisition shall set forth the objectives and necessity of the proposed Meeting.

14.3 The Council, whenever it deems fit, on the instigation of at least 3 (THREE) Member Clubs to forthwith call a special meeting.

15 **Notice of the Annual General Meeting or of Special General Meetings**

15.1 Notices of the Annual General Meeting or of Special General Meetings shall be conveyed in writing, by mail, E-mail or other electronic messaging means by the secretary.

15.2 In the case of the Annual General Meeting, this notice must be served at least 30 (thirty) days before the date of the meeting.

15.3 In the case of a Special General meeting, this notice must be served at least 14 (fourteen) days before the date of the meeting.

15.4 These notices will be addressed to the Secretaries and Chairmen of the member clubs, who in turn will bear responsibility to ensure that they are brought to the attention of their members and delegates.

15.5 Notices of these meetings will each be followed by an agenda setting out the business to be dealt with at the respective meeting.

15.6 Any additions or amendments to the Agenda of the annual general meeting which a member club wishes to suggest to be brought about and considered by Council for inclusion is to be submitted in written form and delivered to the secretary of the association no later than 14 (fourteen) days before the date of the Annual General Meeting.

15.7 No additional items or amendments will be considered in the agenda of a Special General Meeting without the approving vote of a 75% (seventy five percent) majority of those present.

15.8 In the event of **Extreme Urgency** to hold a Special General Meeting the secretary of the association may dispense with the requirement of a 14 (fourteen) day notice period and with the consent, obtained verbally, in writing, by E-mail or any other telephonic or electronic messaging method by 4 (four) member clubs, arrange such a meeting by giving 3 (three) days notice of the intention to do so.

16 Conduct of Meetings

16.1 The Chairman shall preside at all meetings of the association and in his absence, the vice chairman, failing which the secretary shall preside.

16.2 Any member or member club who fails to be represented at 2 (two) consecutive council meetings without condonation shall be expelled from the Council and shall have forfeited the right to participate in any voting procedure of the Council.

16.3 The secretary shall maintain a proper record of the meetings and the proceedings which shall be reduced to minutes and which shall remain on record and available at future meetings and whenever required.

16.4 At all meetings the minutes of the previous meeting shall be deemed to have been read.

16.5 The minutes of the previous meeting, subject to such amendments as the meeting may agree upon, are to be confirmed by the meeting as a true reflection of the proceedings.

16.6 At any meeting where a portfolio holder is required to make a report he may do so verbally and call for comments but he is required to reduce his report to a written statement to be submitted to the secretary for attachment to the minutes of the meeting and be recorded for future reference.

17 Voting at Meetings

17.1 All voting shall take place by a show of hands, subject to the provision that at the request of any one delegate entitled and eligible to vote at the meeting in question, voting shall take place by secret ballot.The majority vote shall be binding,

17.2 Only registered, affiliated clubs, who are in good standing with the Association and who are not in arrears with their fees to the Association shall be entitled to attend meetings or to vote at such meetings.

17.3 Each club shall be permitted to exercise one (1) vote.

17.4 A member under the age of 18 years (eighteen) shall not have a vote in any of the proceedings of the Association.

18: Duties of Office Holders

18.1 The Council shall administer and manage the affairs of the association and have the power to delegate as it deems fit

18.2 The executive officers as defined in Clause 12.3 of this Constitution shall be elected at each Annual General Meeting, by nominations made by club committees and individual, active, affiliated members as already described.

18.3 Each club shall elect and nominate 2 (two) representative members in good standing to make up the association's council as defined in Clause 12.2.

19 **Chairman**

19.1 Chairman shall preside at all meetings of the Association and shall have no vote save a casting vote when necessary to overcome an equality of votes casted.

19.2 Present a written report at every meeting held.

19.3 Conduct, institute or defend legal proceedings on behalf of the association and be empowered to take evidence on commission of an urgent nature, subject to ratification by the council.

19.4 Be empowered to make all announcements, press releases and other communications with the press, media and other bodies, on behalf of the association, subject to his right to delegate.

20 **Vice-Chairman**

20.1 In the absence of the chairman, the vice chairman shall preside as the chairman at all council and general meetings and assume the functions of the chairman as defined.

20.2 The vice chairman shall have no vote at council or general meetings and only have a casting vote when acting as chairman of a meeting under the same circumstances which apply to the chairman.

21 **The Secretary**

21.1 The Secretary shall keep minutes of the proceedings of all meetings and distribute copies thereof to all member clubs and council members.

21.2 Keep and maintain all secretarial and administrative records as may be necessary and as determined by the council from time to time.

21.3 Maintain registers and records of affiliated members and all other administrative data and records as required by the Association and in keeping with his Secretarial duties.

21.4 A copy of all amendments to the constitution will be submitted to the Commissioner for the South African Revenue Service.

21.5 Details of changes in the three fiduciaries nominated and elected at the Annual General Meeting are to be submitted to the Commissioner for the South African Revenue Service, or at any time when changes are incurred.

21.6 The Secretary shall have no vote at any regular council meetings, but shall have the rights to speak on all matters and motions tabled.

22 **The Treasurer**

Shall

22.1 Be responsible for the proper handling and recording of the associations finances and financial matters.

22.2 Be responsible for the collection of and proper administration of all monies and funds of the association.

22.3 Give effect to and be guardian of the approved budget.

22.4 Be responsible for the maintenance and updating of books of account and other documents of the association, including those relating to all investments of the association.

22.5 Prepare statements, accounts and a monthly balance sheet and report at every meeting on income and expenditure schedules and account statements and will distribution these to Council members.

22.6 Prepare year end financial reconciliations which shall be audited in accordance with sound accounting practice, copies whereof shall be circulated to all council members at the Annual General Meeting together with a report from the person having carried out the audit. (The person carrying out an audit is to be qualified in accounting practices but not necessarily be a chartered accountant or a company of auditors. He/she can even be a member of the Association).

22.7 Deposit all monies received and belonging to the Association in a bank, investment or financial institution nominated by the Council from time to time by manual or electronic banking systems and/or other methods approved by the Council.

22.8 Ensure that all payments made by the association are approved by the Association and that all cheques signed on behalf of the association bear the signatures of 2 (two) nominated members. Although alternatives may be elected to sign cheques in normal circumstances the usual signatories are to be the treasurer and chairman of the association.

22.9 Ensure that all stocks and assets of the association are under proper control and insured if so required by the council.

22.10 Have no vote at any council meeting, but shall have the right to speak on all matters and motions tabled.

23 **Other council members**

The Safety, Developments, Records, Tournaments, Resources and Public Relations officers shall have no vote at council meetings but shall have the right to speak on all matters and motions tabled.

24 **Executive Council Duties**

24.1 The Executive Council of the Association who are responsible for the smooth running of the Council shall hold meetings or decision making meetings with Council members whenever it is deemed necessary to do so.

24.2 The Chairman and in his absence, the Vice-Chairman, together with the Secretary and in his absence, the Treasurer, shall always be members of and preside at such meetings.

24.3 These meetings, at the discretion of the Chairman may take place either with a single Executive Officer, collectively with a group of Executive Officers or the entire Executive Council as the exigencies of the Association and expediency requires.

24.4 These officers may in agreement authorise courses of action, purchases or other expenses and investments with discretion and will report on these actions at the following council meeting. No unrecoverable expense of over R50 000.00 may however be entered into without the approval of a special general meeting.

25 Misconduct and Disciplinary Proceedings

25.1 Every member club and affiliated member of the association is accepted as having made themselves conversant with the provisions of this constitution and of any of the by laws of the association and of the South African Deep-Sea Angling Association's which are in force from time to time and are ipso facto bound by these provisions.

25.2 The membership of any affiliated club or member who, or which -

(a) Departs from any of the provisions of this or the South African Deep-Sea Anglings Association's constitution, or any resolutions adopted by these councils, or any by law and remains so in breach 21 (twenty one) days after delivery of notice calling upon them to remedy same.
(b) Is convicted of a criminal offence in terms of any ordinance or regulation governing marine angling.
(c) Fails to pay timeously any fees or levies due to the association or is in breach of any by law or provisions of this constitution.
(d) Is or has been guilty of any unbecoming conduct which in the opinion of the association or/and it's council renders the member club or affiliated member unworthy of membership of the association may by resolution of the council have the membership cancelled or suspended on such terms and conditions and for such periods as the council may determine or the member club or individual member may be fined.

26 Legal Proceedings

26.1 The Association is liable only for its own debts and any assistance granted to any person or body whether corporate or unincorporated, shall not render it liable for debts incurred by such person or body.

26.2 The liability of the members of the Association shall not be unlimited and members shall not be liable for the debts of the Association, whatsoever nature and howsoever incurred, save only to the extent of any unpaid membership subscriptions and any other debts incurred directly with the Association.

26.3 The Association may only sue or be sued in the name of its Chairman in any Court of Law in the Republic of South Africa having competent jurisdiction in respect of the place of business of the Association as it may be fixed from time to time and all legal processes, notices and the like shall be regarded as properly served on the Association if served upon the Chairman, or his duly authorized agent in writing, it being recorded that neither of these persons shall be regarded in any manner as being personally liable for the debts of the Association.

26.4 All summonses, notices of action and the like, against the Association shall be validly and effectively served if served at the office of the Chairman.

27 Indemnity

27.1 The members of the Executive Council, members of the Council, and employees of the Association are indemnified by the Association against all costs, losses and expenses arising out from anything done by them in the bona fide administration of the Association or

in connection with any other matter or thing concerning the affairs of the Association save willful or dishonest wrong doing on the part of the person who is sought to:

28 **Arbitration**

28.1 Any dispute which may arise (other than a dispute in respect of which urgent relief may be obtained from a court of competent jurisdiction) with regard to:

28.2 The application, interpretation, implementation or enforcement of this Constitution or whether any part thereof is void or void able, or any dispute between the members of the Association which cannot be resolved, shall be referred to the Arbitration Foundation of South Africa for resolution and such resolution shall be final and binding upon all parties.

29 **Dissolution**

29.1 In the event of the Association being wound up or dissolved then the assets of the association of whatsoever nature and wherever situated shall not be distributed amongst the member bodies.

29.2 The Association may be wound up by the votes of not less than 75% (seventy five percent) of the votes of the members present at a special general meeting of the Association correctly and constitutionally convened.

29.3 The members in the General Meeting shall appoint liquidators and give directions as to the method or distribution of the assets, provided that the assets remaining for distribution after the satisfaction of all other liabilities shall be transferred to any similar public benefit organization, which has been approved in terms of section 30 of the Act; any institution board or body which is exempt from the payment of income tax in terms of section 10(1) (cA) (i) of the Act, which has as its sole or principle object the carrying on of any public benefit activity; or any department of state or administration in the national or provincial sphere of government of the Republic of South Africa, contemplated in sections 10(1) (a) or (b) of the Act.

30: **Definitions:**
In this Constitution:-

(a) "The Association" shall be the **Zululand Deep-Sea Angling Association**, also referred to as **ZDSAA** and as presently constituted, notwithstanding any changes which may be decided upon by future authorities

(b) Reference to the Province shall mean the **Zululand Angling Province**.

(c) **SADSAA** shall mean the **South African Deep-Sea Angling Association**.

(d) **IGFA** shall mean the **International Game Fish Association**.

(e) Male references shall include the female and vice versa.

(f) The singular shall include the plural and vice versa.

(g) References to natural persons shall include bodies, corporate and other legal personae and vice versa.

(h) Where figures are referred to in numerals and words, the words shall prevail in the event of any conflict between the two.

(i) Where a number of days is prescribed it shall consist of calendar days.

(j) Affiliate member shall mean every member of an affiliated club who is in good standing with his/her club and on provision that the club has paid the affiliation and capitation fee due by himself/herself and his club for the respective year.

(k) Affiliated club shall mean a club which is a registered member of the **Zululand Deep-Sea Angling Association**.

(l) By laws shall mean rules of the Association approved and implemented by the Council and enforced from time to time which shall be applicable and binding upon all members.

(m) Council shall mean the **ZDSAA** Council as defined in this Constitution.

(n) Delegate shall mean the person or persons duly appointed as representatives by member clubs.

(o) Active member shall be a club member who is affiliated to ZDSAA and is active in either a practical or administrative sense in the interests of sports fishing.

Signed on this …….. day of ……..… 2015

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CHAIRMAN – ZDSAA **SECRETARY - ZDSAA**