

# CONSTITUTION OF THE SOUTH AFRICAN NAVAL DIVING ASSOCIATION

## TITLE

1. Long Title. The long title shall be, The South African Naval Diving Association.
2. Short Title. The short title shall be SANDA.

## AIM AND STATUS

3. Aim of the Constitution. The aim is to govern SANDA, define its membership, order of business, and give guidelines for its conduct and administration.
4. Aim of SANDA. To foster continued and active interest in the SA Naval Diving fraternity.
5. Purpose of SANDA. The purpose of SANDA is as follows:
  - a. Support Naval Diving values and culture.
  - b. Enhance Association cohesion and branch pride.
  - c. Maintain contact between past and present divers.
  - d. Maintain historical military diving equipment and not to relinquish this equipment to any other organization unless approved by the Trust as administered by legitimate Trustees.
  - e. Conduct research and preserve the history of the South African Navy Diving Branch in print or other appropriate media.
6. Status of SANDA. SANDA is a private entity held in Trust as established by the Master of the High Court with a private bank account subject to the Companies Act, Fiduciary Act and other South African legislation as deemed relevant from time to time. SANDA business shall be administered by the Committee as nominated and accepted at an AGM or SGM if applicable and in accordance with the Constitution and the Trust document.

## DEFINITIONS

7. The following definitions have relevance:

- a. Association. Association shall mean a group of people organised for a joint purpose.
- b. Constitution. Will mean a document of fundamental principles or established precedents according to which an Association is acknowledged to be governed.
- c. SA Naval Diving Fraternity. Will be deemed as all people who shared a common interest or profession within the execution and support of SA Naval Diving whose fellowship provides mutual support.
- d. SA Navy Diver. Shall be deemed to be any person who has attended and successfully graduated from a recognised SA Naval Diving Course offered by the SA Naval Diving School where the knowledge, skills and attitude imparted to that person allows or allowed them, when serving, to be deployed as a part of a functional and operational diving or associated unit.
- e. Diving Support. Any person who is not a qualified SA Navy Diver but served as a support person to SA Navy Divers.
- f. Harbour Diver. Any person who attended exposure courses at SA Naval Diving School but would not be deployed as a part of a functional and operational diving or associated unit.
- g. Historical Military Diving Equipment. Any Naval Diving equipment that is no longer utilised by the SA Naval Diving Branch in operations.
- h. Trustees. Trustees will be the elected committee for their time of appointment who will act as the Committee for SANDA. Trustees will be amended on the trust documents by the Master of the High Court in accordance with relevant legislation. Not all Committee members are required to be trustees.

- i. Beneficiary. Shall be defined in terms of SANDA trust document clause 3.1.4.1. This is to be read in conjunction with the Membership clause of this Constitution.

## ESTABLISHMENT AND MEMBERSHIP

8. Establishment. SANDA will consist of past and present SAN trained divers. SANF, SAEC, SAR&H trained divers that assisted the SAN divers, Harbour Divers and Diving Support.
9. Membership. The membership shall be voluntary and be divided into the following classes:
  - a. Diving Membership. To be available to all past and present Naval Divers who have successfully qualified as a recognised classification of diver.
  - b. Diving Support Membership. To be available to any person who rendered support for SA Naval Divers and is a member of the SA Naval Diving Fraternity.
  - d. Institutional membership. To be available to recognised institutions whose functions are the collection and/or dissemination of knowledge and information.
  - e. Corporate membership. To be available to commercial organisations as invited.
  - f. Honorary membership. May be nominated by any member of SANDA and to be approved by a majority vote at a General Meeting (AGM or SGM). There are no limitations to the number of Honorary members affiliated to the Association.
10. No subscription fees are payable by Honorary members.



11. Honorary members will receive a certificate from SANDA for services rendered where necessary.
12. Each member of class a-b above shall have one vote at the AGM or any other SANDA sanctioned meeting.
13. The committee shall approve each application for membership and will have the right to refuse or cancel any membership.
14. Membership will be as per data base and paid up for any subscriptions at that time.

#### COMPOSITION OF THE COMMITTEE

15. The incumbent, acting or nominated OiC of SAN Diving School is the Non-Executive President of SANDA and has a standing invitation to attend Committee meetings.
16. Any SANDA member in paragraph 9 a-b can be voted in as a committee member.
17. The committee will consist of an executive and non-executive component.
18. Members of the committee must be locally based, willing to serve on the committee and have the time to work for and with the Committee.
19. Previous committee members may stand for re-election in the same post or any other post within the committee structure, if they have been nominated and accepted by a simple majority at an AGM or under exceptional circumstances SGM.
20. The Committee shall consist of the following Executive members:
  - a. Chairman.
  - b. Vice Chairman.
  - c. Secretary.
  - d. Treasurer.
  - e. Marketing/Fund Raising.
  - f. Serving Member.
21. The Committee shall consist of the following Non-Executive members:

- a. Editor.
- b. Assistant Editor and Researcher.

22. The trustees will be elected or confirmed at the first meeting of the new committee. The trustees do not have to be members of the committee and merely form an administrative role for the trust itself and do not hold any executive control of SANDA.

## FUNCTION OF THE COMMITTEE

23. The management of SANDA shall be vested in the Committee under the guidance of the Chairman.

24. The Committee shall have the power to co-opt additional members as and when required.

25. The Committee shall be responsible for the following:

- a. To advance the aim of SANDA.
- b. To plan and organise approved functions.
- c. To ratify and document membership of the Association.
- d. To account for the funds and finance of the Association.
- e. To approve suitable applications for honorary membership.
- f. To publish and distribute approved SANDA media, i.e. periodicals, books, websites, social media etc.
- g. To have regular meetings to ensure the correct functioning of SANDA.

## FINANCE

26. All SANDA record books and accounts of transactions done by the treasurer must be kept up to date and in a safe place.

27. The treasurer, under the auspices of the Chairman and the Committee, will be responsible for the collection, expenditure, and validation of all society finances.

28. The treasurer, at each committee meeting and AGM, must submit a financial report reflecting the net profit or loss of the Association.

29. An Association bank account must be available to facilitate payments for functions and any other Association expenses. All monies received by the treasurer must be deposited in the same account.

30. Signatories for the account will be determined at the first committee meeting of the newly appointed incoming committee. Two signatories will be required for each withdrawal (It is recommended that it be the chairman and the treasurer).

#### **DISTRIBUTION IN LIQUIDATION**

31. If SANDA decides to liquidate its position, the cash portion will be divided amongst the official members at that time and the Diving Memorabilia will be donated to an agreed upon non-profit organisation that will continue to support SANDA's current purpose.

#### **SUBSCRIPTIONS**

32. SANDA membership fees will be determined at each AGM for the year following. The Committee will administer the renewal of membership each year through SANDA registration forms. They will be known as ordinary members. Membership must be terminated in writing to the Committee.

#### **ANNUAL GENERAL MEETING (AGM)**

33. The AGM should be held during the last quarter of the year. At least 30 days' notice shall be given in writing which may be through social media, declaring the time and venue of the AGM. The secretary is responsible for distributing the agenda for the new meeting and the minutes of the last meeting at the AGM. A quorum shall be declared if at least 25 percent of the total membership is at the AGM. This quorum may include votes by proxy. Given the global nature of membership, the Chairman shall have the right to exercise discretion as to achieving a quorum or not.



34. The business of the AGM shall be the following:
  - a. Approval of the minutes of the previous AGM.
  - b. Reports by the Chairman and Treasurer.
  - c. Election of office bearers.
  - d. Motions raised by members.
  - e. Other business raised as supplementary items at the AGM.
  - f. Fees.
  - g. Honorary membership.

#### **SPECIAL GENERAL MEETING (SGM)**

35. The Committee plus 10 percent of the membership, may debate any motion(s) of which 30 days written notice has been given, at a SGM. This quorum may include votes by proxy. The secretary is responsible for distributing the agenda for the new meeting and the minutes of the last meeting. The rules for convening the business of a SGM are the same as for the AGM.

#### **COMMITTEE MEETINGS**

36. Agenda and minutes for meeting. The secretary is responsible for distributing the agenda for each meeting, as well as the minutes of the last meeting, at least one week prior to the next meeting.

37. The Committee will meet at least once per quarter.

#### **AMENDMENTS**

38. The Constitution may be amended by a two-thirds majority of the total membership present during an AGM or SGM of SANDA.

39. Any other matters may be decided by a majority vote during the meeting.

## INTERPRETATION

40. In the event of a dispute, the final interpretation of the constitution shall be left to the Chairman.

## DISCIPLINE AND CONDUCT

41. All the members of the Association shall be bound by The Constitution, as well as by any by-laws, which have been introduced and accepted by most of the members attending a general meeting.
42. If in the opinion of the committee any member who brings the Association into disrepute will have his/her membership revoked or suspended. This also includes members of the Committee.

## DIVING CONDUCTED BY SANDA MEMBERS

43. Non-serving and non-military divers, who dive with military historical diving equipment or dives during open water pleasure dives, must ensure that they are diving medically in date to dive and complete and sign a SANDA Indemnity Form.

## GENERAL

44. The SA Navy Diving School shall remain the *Alma Mater* for all SA Naval Divers.
45. The home of SANDA shall be deemed to exist where best opportunity assists the functionality of SANDA but could include ownership of a SANDA specific *Domicilium* or *Domicilia*.



46. The original Trust Deed and associated documents will be kept in a safe place by the incumbent Secretary.

A handwritten signature in blue ink, consisting of several overlapping loops and a final horizontal stroke.

(R. W. HENDERSON)

CHAIRMAN: CDR (RETD)

DATED: 16 April 2018