

# JEWISH MARITIME LEAGUE CONSITIUTION

## ARTICLE I: DEFINITION AND NAME

The name of the League shall be the SOUTH AFRICAN JEWISH MARITIME LEAGUE ( Hevel Yami Ivri D'rom Afrika) which shall be based in Cape Town and shall be a separate legal persona distinct from its members.

## ARTICLE II: AREA OF JURISDICTION

The league shall operate in the Republic of South Africa and in Israel.

## ARTICLE III: OBJECTS

The objects of the League shall be :

- a) to stimulate and encourage interest in all maritime activities, including seamanship and yachting, amongst the Jewish People of South Africa.
- b) to help establish and support Maritime Schools in Israel and in the Republic of South Africa by :
  - (i) establishing a Jewish Maritime Fund which will provide and control bursaries and bursaries – in – perpetuity to assist needy Israeli and South African youth (whether Jewish or non-Jewish) to study for seafaring careers at Maritime Schools.
  - (ii) assisting in providing equipment for Maritime Schools.
- c) to assist all aspects of maritime activities in Israel and in South Africa.
- d) to edit and publish magazines and literature to generate and foster the objects of (a) above.
- e) to levy fees on members and collect funds and donations and establish bursaries in furtherance of (a) above.
- f) to establish branches in South Africa.
- g) to affiliate with organisations as the League may from time to time decide.
- h) to interrelate and co-operate with navel and maritime organisations in South Africa and Israel.
- i) to assist with and encourage maritime activities amongst the disadvantage youth in Israel and in South Africa.
- j) to do all such things as may be conducive or necessary to further the interests of the League and to give effect to the aforementioned Aims and Objects.

#### **ARTICLE IV: MEMBERSHIP**

- a) Single, family, junior, (under the age of 18) and corporate membership of the League shall be open to persons and organisations on payment of the annual subscription.
- b) The amount of the annual subscription payable by members shall be decided by the National Council from time to time.
- c) The sole right to membership shall be vested in the National Council from time to time.

#### **ARTICLE V: NATIONAL COUNCIL**

- a) The administration of the League shall be vested in a National Council (hereinafter referred to as the "Council") consisting of one Hon President, one Hon Vice-President attending any meetings if they so wish, a Chairman, a Vice-Chairman, an Hon Treasurer and not more than six (6) Councillors.
- b) Membership of the National Council will cease when a member absents him or herself from three (3) consecutive Council meetings without leave of absence by the Council, save that matter shall not apply to the Hon President and Hon Vice-President.
- c) Should any vacancy occur for any reason whatsoever on the Council, the Council shall have the right to fill such vacancy as and when it occurs. Furthermore the Council shall have the power to co-opt up to four (4) additional members to the Council.
- d) Four (4) members of the Council other than the President and Vice-President, shall constitute a quorum for the purpose of the transaction of all business at a Council meeting.
- e) The Council shall be responsible for the day to day administration of the League.

#### **ARTICLE VI: POWERS OF THE COUNCIL**

- a) The Council may make bye-laws and resolutions and rules as it may deem necessary for the purpose of carrying out its functions provided that the said bye-laws and rules shall not be in conflict with the spirit and provisions of this Constitution.
- b) The Council shall from time to time invest the available moneys of the League with approved Financial Institutions and Registered Banks in the name of the League and apply the income so derived by the League for the purpose and Objects as set forth herein. The Council shall be furthermore entitled and empowered to purchase or sell immovable property by public auction or private treaty and give good and valid title to the purchaser.
- c) Subject to a Special General Meeting called for this specific purpose, the Council shall be entitled to borrow money for the purpose of the League at the discretion, to mortgage, pledge or hypothecate any moveable, immovable or other property or rights belonging to the League.

- d) The Council may enter into leases, whether as landlord or tenant and may exercise the full rights of ownership over all the assets of the League. All assets of the League shall be invested in the name of the League , provided that whenever the rules and regulations governing the registration of any investment prevents the registration of investment in the name of the League or in the name of the Councillors in their capacity as such, then the Council may form and have registered a nominee Company or a Trust, for the purposes of holding the investments of the League from time to time.
- e) In dealing with trust funds or funds donated for specific purposes, the League shall be entitled to invest such funds pending its disposal and the income therefrom shall be dealt with at the discretion of the League. Investments shall be at a recognised and registered banking institution, or in stock exchange shares approved by seventy – five percent of the Council.
- f) All documents requiring to be signed by the Council whether by way of transfer, agreement, cheques or by bills shall be sufficiently executed on behalf of the Council, if signed by two (2) Executive members of the Council, or one Executive member of the Council, together with a Council member who has been duly empowered to sign on behalf of the Council.
- g) The Council shall cause proper books of account to be kept of all dealings and transactions with the moneys and assets of the League and shall cause the same to be audited at the 30th June of each year. The audited Balance Sheet and Income and Expenditure Account shall at all times be available for inspection at the League’s offices, by all interested members. The Cost of the audit shall be for the Council’s account
- h) Members of the Council are hereby indemnified and cannot be held responsible for any losses of diminution in the value of the League’s assets, save where such losses are caused by their wilful default and neglect.
- i) The Council shall have the power to employ and remunerate staff.

#### **ARTICLE VII: ANNUAL GENERAL MEETING (AGM)**

- a) An Annual General Meeting shall be convened by the Council with six (6) months after the expiration of its financial year. All members of the League shall receive due notice in writing of such AGM not less twenty-eight (28) clear days before such meeting, specifying the venue, date and hour of the AGM
- b) Any such notice despatched by post shall be deemed to have been given at the time when the letter containing it was posted. The convening notice shall invite proposals or motions to be moved at the annual meeting which must reach the office, not less than fourteen (14) days before the AGM.
- c) Accompanying the convening notice shall be a separate notice intimating that an election for the Council is due to be held and inviting nominations of eligible persons.
- d) Every nomination paper must state the full name(s) and surname of the candidate nominated, together with his/her written consent thereto, plus the name and signature of the proposer and seconder and this paper must reach the office not less than seven (7) days before the AGM.

- e) The QUORUM for the AGM shall be twenty (20) members entitled to vote.
- f) ADJOURNMENT – If written twenty (20) minutes after the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to a day not earlier than seven (7) days after the scheduled AGM.
- g) If at such adjourned meeting a quorum is not present within twenty (20) minutes after the appointed time, the members present shall constitute a quorum.
- h) VOTING – In voting for the election of members to the Council each League member shall vote for not less than nine (9) candidates.
- i) A member not in good standing , i.e. whose subscription is more than twelve ( 12) months in arrears, is not entitled to vote and shall not be eligible for election to the Council.

#### **ARTICLE VIII: AGENDA FOR ANNUAL GENERAL MEETING**

The Agenda or Order of Business to be transacted at an Annual General Meeting shall be:

- a) To read the notice convening the Meeting
- b) To confirm the Minutes of the previous Annual General Meeting.
- c) To discuss, deal with any and decide upon any matters arising from the said Minutes
- d) The Chairman's Report
- e) The Treasurer's Report
- f) To consider and adopt the Annual Report and audited Financial Statement of the previous year
- g) The appointment of an Auditor
- h) To consider motions and proposals duly submitted
- i) Election of Council members
- j) General

#### **ARTICLE IX: PROCEDURE, VOTING AND RESOLUTIONS**

- a) The Chairman shall preside at every Annual General Meeting. In his absence the Vice-Chairman shall preside, failing that, the Treasurer
- b) Except as otherwise may be provided in this Constitution or as resolved by the Council, the voting on any matter before the meeting shall be determined by a show of hands by a simple majority of those entitled to vote, except where a ballot is called for by not less than three (3) members.
- c) In the event of an equality of votes, the Chairman shall have and may exercise a casting vote

**ARTICLE X: SPECIAL GENERAL MEETING**

- a) The Chairman shall within fourteen (14) days of receiving a requisition signed by not less than twelve (12) members call a special meeting of members on fourteen (14) days notice to discuss the business set out in such requisition. Should no quorum be present at such meeting, the meeting shall not proceed to business and shall be automatically dissolved.
- b) The Council may at any time call a Special General Meeting, if deemed necessary or expedient, on fourteen (14) days notice to members.
- c) The notice shall clearly specify the wording of the proposed resolution.

**ARTICLE XI: DISSOLUTION CLAUSE**

The draft of this Constitution shall be approved at an AGM on .....  
From which date it will cancel all previous Constitutions.