



# CONSTITUTION OF THE FALSE BAY SWIMMING ASSOCIATION

The Association is hereby established, upon the terms and subject to the conditions, and for the objectives, as hereinafter set forth in this Constitution.

## NAME AND PURPOSE

- The name of this Association shall be the FALSE BAY SWIMMING ASSOCIATION (“FBSA”). This name may only be varied by the Board at its sole discretion.
- The purpose of this Association is to encourage and promote safe crossings of False Bay, in Cape Town, South Africa.
- The main objectives of the Association shall therefore be:
  - to promote swimming across False Bay with routes recognised and approved by the Association;
  - to regulate and record all crossings.
  - to accredit pilots and observers for the crossings.
  - to create a knowledge base of swimming across the bay, tides, currents, wildlife and useful information that make the crossings safer and easier.
  - to award swimmers for their crossings and the various records.
  - to ensure crossings are done in the safest and most environmentally friendly manner as possible.
  - The Association is committed to treating everyone equally within the context of its activity and with due respect to the differences of individuals, provided that at no time their safety is compromised as a result. The Association will not apply nor endorse unlawful or unjustified discrimination or behaviour.

## ESTABLISHMENT OF THE ASSOCIATION

- FBSA is established as an unincorporated, not for profit organisation and shall remain as such until the Board, in its sole discretion, shall decide otherwise.
- The Association shall:
  - Have complete legal personality and exist in its own right separately from its Members and Board Members.
  - Continue to exist notwithstanding any change in its Board and Members;
  - Be able to institute legal action, defend any legal action and be able to contract in its own name.
  - All intellectual property associated with and belonging to FBSA shall remain the sole property of the Association and any use of that intellectual property for commercial purposes (to include, but not limited to, the Proprietary Terms, concept, logos, terms and codes of conduct and safety) shall only be allowed with the specific permission of the Association.
  - For legal purposes, the Association shall be regarded as domiciled in South Africa and until such time as the Board shall decide otherwise, shall be subject to the laws of South Africa.
  - For accounting and record keeping purposes, the year-end of the Association shall be the final day of March.
  - The headquarters of the Association shall be based in Cape Town, South Africa.

## FBSA MEMBERSHIP

- The total membership of the Association shall not normally be limited but if the Board considers that there is a good reason to impose any limits from time to time, then the Board may suspend the addition of new Members until such time as it feels it is appropriate to welcome further applications.
- The Board reserves the right to refuse membership of any category or to terminate Membership to any applicant and the decision of the Board in this regard is final.
- For anyone to swim across the bay under the FBSA a valid Membership is required. A Membership is annual and is valid for 12 months from the date of payment.
- Each Member shall abide by the FBSA Swimming Rules and Regulations of the Association as set out in this Constitution and elsewhere and as determined by the Board from time to time.
- Any breaches of the Rules and Regulations by a Member should be reported to FBSA.
- Any Member that breaches any of the terms of this Constitution or any Rule or Regulation,

as determined by the Board from time to time, may be subject to immediate disqualification or suspension as a Member of the Association at the sole discretion of the Board. No fees paid by that Member shall be returned.

## AMENDMENT OF THE CONSTITUTION

- The Constitution will be reviewed and amended annually as required by the Board.
- Members may at any time suggest amendments to the Constitution, Rules and Regulations but any changes are at the sole discretion of the Board.

## FBSA BOARD

- All the business activities and functions of the Association shall be conducted by either the Chairperson or the FBSA Board.
- There will at all times be a minimum of 5 (five) and maximum of 9 (nine) Board Members in office. A quorum will consist of 3/5, 4/6, 5/7, 5/8, 6/9.
- All Board Members will automatically become Members of FBSA.
- Dismissal from the Board can be for a number of reasons, such as gross misconduct (as determined by the Board), continual non-attendance at Board meetings, non-adherence to the FBSA Constitution and codes of practice or for any other reason as the Board shall, in its sole discretion, determine.

## FBSA SWIMMING RULES

The FBSA has constructed a comprehensive set of swimming rules to ensure the swimmers safety and the achievement integrity. The rules are unique to the False Bay swimming and will be reviewed annually by the Board with input from its members.

## ANNUAL GENERAL MEETING

- The purpose of the Annual General Meeting (“AGM”) is to transact the following business of the Association:
- To receive the Chairman’s report of the activities of the Association during the past 12 months;
- To review the accounts and financial position of the Association;
- The rotation of the board will be done on a three years basis with all board members will resign and are allowed to put their name forward for a new term.

- The first board, starting from 1-June-2019, will serve a term of 5 years to ensure stability. Thereafter an election of the board will commence every three years.


#### INDEMNITY OF BOARD MEMBERS


- The Board Members shall not be liable for any loss sustained by the Association from any cause save and except where any loss is sustained as a result of the wilful dishonesty or gross negligence of the Board Member, either collectively or individually.
- No Board Member shall be liable for any act of dishonesty or other misconduct committed by any other Board member unless he knowingly allowed it or was an accessory thereto.

Signed by the FBSA Board

Date: 23-July-2019

Sam Whelpton Sam Whelpton

Carina Brewer 

Eddy Cassar 

Derrick Frazer Derrick Frazer

Kieron Palframan 

Ram Barkai 