



Western Cape Maritime Cluster

CONSTITUTION

OF

WESTERN CAPE MARITIME CLUSTER (WCMC)

Founding Organizations:

WCMCC: Western Cape Maritime Cluster

SECTION A
SUPREMACY OF THE CONSTITUTION

- (a) This Constitution shall supercede any other document that regulates the conduct of members, their relationship or purports to confer authority to WCMC or any structure falling under or formed by WCMC.
- (b) This Constitution shall bind the Steering Committee and all other structures established by WCMC, whether under this Constitution or any document purporting to confer such authority

SECTION B
PREAMBLE

The WCMC is a non-profit, voluntary organisation committed to providing support to the building of a sustainable Western Cape Maritime Industry and beyond. This will be achieved through promoting opportunities to support, connect and grow previously disadvantaged enterprises in the maritime sector, through lobbying, mentoring, networking, strategic alliances, training and developing and recognizing excellence in entrepreneurs and innovation.

The WCMC aims to be a united, non-racial and non-sexist maritime cluster that helps the development and support of small enterprises to create sustainable employment in the maritime industry and also to support all initiatives for skills development. As WCMC has a regional focus, it provides local and national forums where members can exchange ideas, be informed about maritime developments, issues and assist to create business opportunities for the industry.

It acts as a cornerstone on maritime business developments, represents the industry on maritime policy developments, highlighting and promulgating not only the barriers to success that may still exist but also the opportunities available to small enterprises in South Africa especially in the Western Cape.

Through strategic alliance with corporate partners, other state owned organizations, leading companies and training institutions, it provides on-going events and opportunities to advance the interests and needs of SMMEs in business and skills development.

WCMC commits itself to support the economic empowerment of previously disadvantaged enterprises and the creation of sustainable employment in line with the principles espoused in South Africa's transformation agenda. Now therefore the members bind themselves to the provisions of this Constitution as follows:

1. INTERPRETATION

In this Constitution, unless the context otherwise requires:-

- 1.1 **“the Act”** means the Non Profit Organisation Act 71 of 1991 and the regulations published thereunder;
- 1.2 **“The Cluster”** means WESTERN CAPE MARITIME CLUSTER, a voluntary non-profit association constituted in terms hereof;
- 1.3 **“Corporate Partners”** means all businesses that support the WCMC vision and receive cluster benefits;
- 1.4 **“Operations Committee Chair”** means the person duly elected by a Committee to head same;
- 1.5 **“Steering Committee (SC)”** means the Committee appointed to manage the affairs of the Cluster;
- 1.6 **“Business person”** means an individual professional or an entrepreneur who owns and or manages an enterprise;
- 1.7 **“the Constitution”** means this subsisting and duly adopted constitution of the Cluster;
- 1.8 **“Co-Opted Steering Committee Member”** means a member appointed by the Chairperson in terms of Clause **18.1.6**;
- 1.9 **“Executive Committee(EC)”** means the committee tasked with the day to day management of Cluster issues comprising the Operations Committee Chairs and chaired by the Chairperson/or Deputy Chairperson and/or any party appointed by the steering committee;
- 1.10 Words in the singular number shall include the plural and vice versa;
- 1.11 Words importing the masculine gender shall include males and females;
- 1.12 Words importing persons shall include created entities (corporate or not);
- 1.13 Where figures are referred to in numerals and in words, if there is any conflict between the two, the words shall prevail;
- 1.14 Expressions defined in this Constitution shall bear the same meanings in schedules or annexure to this Constitution, which do not themselves, contain their own definitions;
- 1.15 When any number of days is prescribed in this Constitution for issuing of a notice, the same shall exclude the first and include the last day from the date of issuing such notice unless the last day falls on a Saturday, Sunday or public holiday, in which case the last day shall be the next succeeding day which is not a Saturday, Sunday or public holiday.

SECTION C

1. NAME

The official name of the Association is WESTERN CAPE MARITIME CLUSTER (“WCMC”).

2. VISION

The vision of the Western Cape Maritime Cluster is to create a platform on which stakeholders and role players can work towards the common goal of improving the competitiveness of the maritime industry thereby contributing to economic growth of the province and the country.

3. VALUES

WCMC subscribes to the following values:

- Professionalism
- Transparency
- Integrity
- Empathy
- Accountability
- Commitment
- Success
- Respect
- Passion

4. MISSION

Our mission at WCMC is to achieve continuous economic growth within the maritime sector ensuring global competitiveness by providing platforms for collective working of government, private companies, maritime industry associations and state-owned enterprises and also support enterprises through incubation, development programs, access to markets, and Research & Development.

5. Goals

In support of this vision the WCMC has identified the following specific objectives:

- 5.1 To provide a networking platform for all stakeholders and to engage with government and private sector to create a sustainable industry.
- 5.2 To support the growth of SMMEs in the industry and support the economic participation of previously disadvantaged enterprises.
- 5.3 To benchmark the value chains with other globally successful maritime clusters, to improve our efficiencies and competitiveness

- 5.4 To continuously improve maritime training and create an enabling environment to attract talented people to enter the industry through Research & Development
- 5.5 To improve Maritime Safety, Health and Environmental Management
- 5.6 To support the development of the Ship Repair, Manufacturing, Oil & Gas, Fisheries & Aquaculture and Marine Transport industries or sector which offer good opportunities for employment creation
- 5.7 To promote the Western Cape maritime industry locally, nationally and globally
- 5.8 To host the annual Business Conferences & Seminars;
- 5.9 To promote and develop the Black Industrialists in the Maritime industry;
- 5.10 To promote the development and support of SMMEs in the maritime sector;
- 5.11 To develop additional programmes towards achieving the vision and mission as and when they are required of the WCMC.

6. LEGAL STATUS

- 6.1 WCMC shall be a voluntary association of a public character established not for gain, with corporate personality.
- 6.2 No member shall have any right to the assets of WCMC , if any.
- 6.3 WCMC may sue and be sued in its own name.

7. MEMBERS

- 7.1 Members shall be the corporate partners represented by a person recorded as such in the membership register in one of the classes specified in this Constitution.
- 7.2 There shall be three (3) categories of membership, namely, Full, Associate and Corporate Sponsor.

8. FULL MEMBERSHIP (Beneficiaries)

- 8.1 Executive Committee(EC) may grant Full Membership to a company that, in the opinion of the Executive Committee :
 - 8.1.1. Business that has been operational for at least a year.
 - 8.1.2. Business with an annual turnover below R50 Million;
 - 8.1.3. BBBEE level 4 minimum.
 - 8.1.4. Does business directly or indirectly with the maritime sector;
 - 8.1.5. Paid an annual membership as prescribed by the Steering Committee from time to time.

9. ASSOCIATE MEMBERSHIP

- 9.1 Companies who don't qualify for any of the other membership categories, however in the opinion of the Executive Committee (EC):
 - 9.1.1. Business has been operational for at least a year.
 - 9.1.2. Does business directly or indirectly with the maritime sector;
 - 9.1.3. is able to support the advancement and development of the Cluster;
 - 9.1.4. or is a State Owned Entity, non-governmental organizations, Government;

10. CORPORATE MEMBERSHIP

The Executive Committee (EC) may grant Corporate Sponsor membership to a corporation that, in the opinion of the Executive Committee, subscribes to the objectives and is willing to provide support, educational information and help to advance WCMC in the business community. The terms and conditions, period of membership and sponsorship requirements shall be decided from time to time by the EC.

- 10.1 Business with an annual turnover above R50 Million.
- 10.2 Able to support the advancement and the developments of the Cluster.

11. REGISTER OF MEMBERS

- 11.1 An updated register of members shall be kept at all times, each member must make sure that the register has the correct information at all times.
- 11.2 Registered Members will be published on the online maritime supplier database which will be accessible and visible to all clients.

12. APPLICATION FOR MEMBERSHIP

- 12.1 An organization wishing to become a member must complete an online registration form.
- 12.2 When recorded in the Register, the member shall enjoy all the rights and benefits and shall be subject to all obligations of membership.
- 12.3 A membership is not transferable to another company.
- 12.4 Each member by virtue of its application is deemed to have agreed to be bound by this Constitution.
- 12.5 The Executive Committee(EC) may invite any company to become a member, whereupon such company shall enjoy the rights, benefits and obligations of membership.

13. TERMINATION OF MEMBERSHIP

Membership shall terminate when the Executive Committee (EC) has recorded in the Register that membership has been terminated after any one of the following events:

- 13.1 If in the opinion of the EC, after sending a letter to the member, the member no longer meets the requirements for membership or for any other reason the EC may at any time remove a member's name from the Register. The EC may review membership and the EC, in consultation with the Steering Committee, shall decide whether the member still meets the criteria for membership, or whether membership shall be terminated.
- 13.2 When the member informs the EC in writing of the resignation and the EC has recorded the resignation.
- 13.3 When the EC decides to terminate the membership because the member has not fulfilled its obligations.

14. MEMBERSHIP FEES

The EC shall decide what entrance fees, annual subscriptions and other levies shall be paid by any class, group or sub-group of members determined by the EC from time to time.

15. BENEFITS OF FULL MEMBERSHIP

- 15.1 Access to industry reports
- 15.2 Access to business opportunities
- 15.3 Receive discounts for industry related seminars and training
- 15.4 Be part of the Industry Enterprise and Supplier Development (ESD) Program.
- 15.5 Access to mentorship
- 15.6 Be part of the Industry Supplier Database

16. BENEFITS TO CORPORATE MEMBERSHIP

- 16.1 Access to industry reports
- 16.2 Receive discounted rate for Industry related seminars and training.
- 16.3 Access to reliable suppliers that will add value to you supply chain BEE requirements.
- 16.4 Receive full ESD compliance and points when your ESD program is managed by the Cluster.
- 16.5 Receive full skills development compliance and points when your skills development is managed by the cluster.

- 16.6 Receive full Corporate Social Investment (CSI) compliance when your CSI is managed by the cluster.

17. STRUCTURE OF THE WCMC MANAGEMENT

WCMC management shall, subject to available resources and capacity, consist of the following:

- 17.1 The EC and its sub-committees;
- 17.2 1 x Manager;
- 17.3 1 x Office administrator.
- 17.4 3 x Marketing and Promotional staff
- 17.5 1 x IT Technician

18. THE STEERING COMMITTEE

- 18.1 The Steering Committee shall consist of a maximum of ten (10) members and shall be constituted as follows:
 - 18.1.1. The Chairperson.
 - 18.1.2. The Deputy Chairperson
 - 18.1.3. Treasury
 - 18.1.4. Secretary;
 - 18.1.5. Operations Committee Chairpersons;
 - 18.1.6. Four (4) Co-opted members who, by virtue of their expertise, experience and interest in the objects of WCMC may be appointed by the Steering Committee.
- 18.2 No member from the Steering Committee shall be paid remuneration for their services. The members, may, however be reimbursed for their travelling and other expenses reasonable incurred by them in the execution of their duties.

19. POWERS AND DUTIES OF THE STEERING COMMITTEE

- 19.1 **The Chairperson**
 - 19.1.1. The Chairperson convenes and chairs the meetings of the Steering Committee and the Annual General Meeting;
 - 19.1.2. Enforces compliance with the provisions of the Constitution of WCMC;
 - 19.1.3. Signs the minutes of meetings after confirmation;
 - 19.1.4. Generally exercises supervision over the affairs of WCMC;
 - 19.1.5. Prepares a comprehensive annual report on the activities of WCMC. Such report shall represent all the activities which took place during course of the year;

19.1.6. Generally performs such other duties as by usage and custom pertain to his office.

19.2 **The Deputy Chairperson**

19.2.1. The Steering Committee members shall appoint the Deputy Chairperson.

19.2.2. The Deputy Chairperson shall assume the role of acting Chairperson in the absence or incapacitation of the Chairperson or by assignment of the Chairperson or the Steering Committee.

19.2.3. The Deputy Chairperson shall support the Chairperson in the execution of his/her duties.

19.2.4. The Deputy-Chairperson convenes and chairs the meetings of the Executive Committee.

19.3 **The Steering Committee (SC)**

19.3.1. The Steering Committee shall, subject to the provisions of this constitution:

19.3.1.1. Appoint the Deputy Chairperson in accordance with the provisions of clause **17.2.1**,

19.3.1.2. Appoint the Ex Officio committee members

19.3.1.3. Shall act in good faith and discharge its fiduciary duties with the utmost skill and care.

19.3.1.4. Formulate policy and give strategic direction to the WCMC.

19.3.1.5. Transact such other business as it may deem necessary or appropriate.

19.3.1.6. Collect funds by any lawful fund-raising methods for carrying out the aims for which WCMC is established.

19.3.1.7. Ensure that proper accounts of its financial affairs are maintained and annually audited and presented for approval each year at the Annual General Meeting.

19.3.1.8. Amend this Constitution and ensure that all amendments made to the Constitution are duly adopted.

19.3.1.9. Generally do all things it may deem necessary to ensure that WCMC achieves the objectives and is run ethically and effectively and in its Members' interest.

19.3.10 The SC shall elect the new Chairperson and Deputy Chairperson every two years, although they might be re-

elected by the SC. they may not serve for more than (Six) 6 years consecutive terms in Office.

20. INTERESTS OF STEERING/EXECUTIVE COMMITTEE MEMBERS TO BE DECLARED

No Steering/Executive Committee member shall be disqualified by virtue of his/her office from contracting with WCMC, whether as a vendor or otherwise. The Steering/Executive Committee member shall declare full details of his/her interest to the SC prior to a decision being taken on whether any such contract or arrangement shall be entered into, and such member shall not vote on such matter.

21. STEERING COMMITTEE MEETINGS

- 21.1 The SC shall meet at least three (3) times each year.
- 21.2 The SC shall, at one of the four meetings, convene a special meeting which shall be regarded as the Annual Meeting of the Committee.
- 21.3 The Chairperson, in consultation with the Steering Committee, may convene additional meetings of the SC if he/she deems it necessary to do so.
- 21.4 The quorum at any meeting shall be sixty (60%) percent.
- 21.5 The Secretary shall supply a copy of the previous minutes and agenda to each member at least one week prior to a meeting.
- 21.6 A meeting may be adjourned and postponed to a date to be determined by the members present, if within half an hour (30minutes) after the time appointed for a meeting a quorum in terms of Clause **19.4** is not present.
- 21.7 If there's no quorum, the meeting must reconvene within 21 days of the original date. If there is still no quorum, the meeting proceeds and decisions made there shall be binding.
- 21.8 Voting shall be by simple majority and on show of hands. The Chairperson of the SC shall have a casting vote in the case of an equal number of votes on an issue.

22. REPRESENTATION OF SC

- 22.1 Two members of the Operations Committee (OC) to represent the Committee on the SC, shall constitute the OC Chairperson and one additional member.

23. TERMINATION OF STEERING COMMITTEE MEMBERSHIP

- 23.1 Membership of SC shall terminate as follows:
- 23.1.1. by written resignation delivered to the SC, or
 - 23.1.2. if any member has not come to three successive meetings and has not apologised or given a good excuse, accepted by the SC, unless the SC condones the absence: In the case of the Operations Committee representative, the SC shall inform the Operations Committee, and ask it to appoint a substitute.
 - 23.1.3. If a member is guilty of any serious, misconduct or deliberate negligence in the discharge of his/her duties in accordance with any provisions of this Constitution.
 - 23.1.4. If a member has behaved in a manner that, in the discretion of the SC, has placed WCMC's standing into disrepute.
- 23.2 The Chairperson, Deputy Chairperson or any other SC member may be removed from office for the above, or for any other reasons that contravenes the constitution by the decision of two-thirds (2/3) vote of SC personally present at a meeting. The notice of the meeting must state that such a proposal is on the agenda, and the officer or member must be allowed to address the SC at a meeting if he/she so wishes.

24. OFFICE BEARERS

- 24.1 The SC shall meet as soon as possible after each AGM to appoint the, Deputy Chairperson, Treasurer, the SC Secretary and any other members it considers necessary.
- 24.2 The SC shall fill vacancies when necessary from time to time as determined by the effective running of the WCMC.

25. EXECUTIVE COMMITTEE AND OTHER SUB-COMMITTEES

- 25.1 The Chairperson, Deputy Chairperson, Secretary, Treasurer and OC Chairpersons, shall constitute an Executive Committee to deal with urgent matters which arose between the SC Meetings, and day to day business, including staff matters, disciplinary hearings and grievance procedures and obtaining professional help for any purpose. The committee shall decide on its own procedures.
- 25.2 The appointment of the Executive Committee referred to in the preceding clause shall be effected by the SC.
- 25.3 The SC may appoint and delegate functions to standing and other committees as and when it deems necessary.

25.4 A copy of all minutes of all sub-committees shall be sent to the Chairperson.

26. THE CHAIRPERSON

26.1 The SC shall be entitled to delegate its powers to the Deputy Chairperson.

26.2 Subject to the discretion and control of the SC, the Chairperson shall have the power and functions to perform the following:

26.2.1. to manage the affairs of WCMC towards its primary objectives ;

26.2.2. plan, coordinate, and control the daily operation of the WCMC through the Operations Committee Chairpersons;

26.2.3. establish current and long term goals, objectives, plans and policies subject to the approval of the SC;

26.2.4. Meet with WCMC's other executives to ensure that operations are being executed in accordance with WCMC's policies;

26.2.5. Oversee the adequacy and soundness of WCMC's financial structure;

26.2.6. Review operating results of WCMC, compare them to established objectives, and take steps to ensure that appropriate measures are taken to correct unsatisfactory results.

26.2.7. Plan and direct all investigations and negotiations pertaining to new sponsorships, joint ventures, the acquisition of new projects, with approval of the SC;

26.2.8. Establish and maintain an effective system of communications throughout WCMC.

26.2.9. Represent WCMC with major sponsors, members, the financial community, and the public in consultation with the OC Chairperson.

26.2.10. Perform all other duties as the SC may direct from time to time.

27. MEMBERS GENERAL MEETINGS

27.1 An Annual General Meeting of the members of WCMC shall be held not later than March each year, the financial year shall be from 1st January to 31st December each year.

27.2 The agenda of the Annual General Meeting shall include:

27.2.1. minutes of the previous meeting - to be approved and signed

27.2.2. the Chairperson's report (including constitutional changes, if any, to be read out by the Chairperson and discussed)

27.2.3. the Treasurer's report – including the audited Annual Financial Statements

27.2.4. the Auditor's name and address to be read out

- 27.2.5. names of the SC members to be read out 27.2.6. resolutions regarding general policy to be discussed
- 27.2.7. Any other business allowed by the Chairperson.
- 27.3 Written notice of the Annual General Meeting shall be sent to members at least twenty one (21) days before the date of the meeting together with the agenda of the meeting provided that the non-receipt of a notice by a member shall not invalidate the proceedings at a meeting.
- 27.4 Resolutions to be moved at an Annual General Meeting of WCMC shall be proposed and seconded by two (2) members in good standing and shall reach the SC by no later than January 31st. Such resolutions shall be fully motivated to enable them to be circulated to all members before the meeting.
- 27.5 A simple majority shall carry any motion at an annual general meeting of WCMC except that resolutions for the alteration of the Constitution or the dissolution of WCMC shall require a two-thirds (2/3) majority of members in good standing present in person or by proxy.
- 27.6 An extraordinary general meeting of members of WCMC may be called by the SC to consider matters of urgency or of particular importance to the Cluster. Ten (10) days notice of such meeting shall be given unless the majority of members agree in writing to waive such notice.
- 27.7 The interim Chairperson shall chair all meetings of the Cluster. In the absence of the Chairperson or Deputy Chairperson or on their request, the meeting shall appoint a chairperson for that meeting.
- 27.8 The quorum for all members' meetings shall be two or proxy.
- 27.9 If within thirty (30) minutes of the time appointed for any general meeting, a quorum is not present, the meeting shall stand adjourned to the same time and place on the fourteenth (14th) working day after the original date of the meeting. Written notice of such adjourned meeting shall be sent to members at least seven (7) days before the date of the meeting. At the adjourned meeting, the members present shall constitute a quorum.

28. QUORUM, NOTICE AND VOTING

Unless otherwise provided in this Constitution:

- 28.1 A person entitled to attend and vote at a SC meeting may appoint a proxy. The proxy shall be given in a form with sufficient information as approved by the chairperson.
- 28.2 Reasonable notice of a meeting shall be given in person or by sending it to the member at the contact address as recorded in the register, by post or by phone, fax or other electronic means.

- 28.3 Decisions shall be taken by the vote of the majority of those persons present in person or by proxy and entitled to vote at the meeting.
- 28.4 Voting shall be by show of hands or by written ballot if so decided by the meeting concerned.
- 28.5 The chairperson at any meeting shall have only one vote.
- 28.6 A person who has a personal interest (directly or indirectly through a corporation or trust or otherwise) in any contract or arrangement, shall disclose that interest at the meeting concerned and shall not have a vote, but may attend and speak at meetings on that topic, by invitation of the Chairperson.

29. POWERS OF WCMC

WCMC shall have all the powers necessary, in the opinion of the SC, to attain its objectives which powers shall be vested in the SC, and without limiting its general powers, may:

- 29.1 acquire, hold, invest, re-invest, improve, turn to account, and alienate moveable or immovable property;
- 29.2 buy, sell, lend, exchange, insure, borrow, lease, and let assets;
- 29.3 employ, pay and indemnify administrative or educational staff, agents and advisers of every description;
- 29.4 delegate any of its powers to such committee or person as it may deem fit;
- 29.5 engage in legal proceedings of every description and sue or be sued in its own name;
- 29.6 open and operate on accounts at reputable banks and recognized financial institutions, provided that all cheques and formal documents shall be signed by not less than 2 persons appointed for the purpose by the SC;
- 29.7 indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a officer, employee, or authorised agent of WCMC or who serves or has served, at the request of the SC as an officer, employee, or authorised agent of another corporation, partnership, joint venture, trust or other entity.
- 29.8 do anything else necessary for the above and the furtherance of its objectives.

30. LIMITATION OF POWERS

Notwithstanding the above, the specific and implied powers of WCMC shall be limited as follows:

- 30.1 The activities of WCMC will be wholly or mainly directed to the furtherance of its sole or principal object;
- 30.2 WCMC shall not distribute any profits or gains, if any, to any member or other person, and shall use its surplus funds solely for investment, which investments shall be for the objects for which it has been established;
- 30.3 Funds available for investment shall be invested only in:
 - 30.3.1. one or more financial institutions as defined in Section 1 of the Financial Services Board Act 97 of 1990;
 - 30.3.2. securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act 1 of 1985;
 - 30.3.3. a legally registered entity designed to house WCMC's investment portfolio;
 - 30.3.4. Business enterprises designed to provide a sustainable fund for the WCMC.
- 30.4 WCMC shall not make loans to any person.
- 30.5 Amendments to the Constitution shall be submitted for approval to the Commission for the South African Revenue Service (with effect from when tax exemption is granted).
- 30.6 Upon winding up or liquidation WCMC shall give or transfer its assets remaining after the satisfaction of its liabilities to some other company, society or association with objects similar to those of the WCMC.
- 30.7 All Committees shall be bound by the provisions of this Constitution and all amendments to it and shall conform to the spirit of this Constitution wherever there is no clear provision on any matter.
- 30.8 An Operations Committee shall be established in respect of a particular area of focus and shall use the name prescribed for it by the SC.
- 30.9 The SC may by agreement of seventy five percent (75%) of its voting members at any time dissolve a SC Committee, after consultation with the Operations Committee.

31. NOTICES

- 31.1 A notice by WCMC to any member shall be regarded as validly given if it is either delivered personally to the member or sent by fax, or email to her registered address.
- 31.2 Members shall be responsible for notifying WCMC of any changes in their address.

32. AMENDMENT OF THE CONSTITUTION

- 32.1 This Constitution may be revised or amended by two thirds (2/3) of the members of SC present at a SC meeting convened for the purpose.
- 32.2 The proposed amendment shall be included in the agenda. Notice of the proposed amendment shall be given to each SC member twenty-one (21) days prior to the SC meeting at which the amendment shall be considered, unless every voting member waives notice.
- 32.3 A twenty-one (21) days' notice of the proposed amendment shall also be sent to every member of WCMC. If any member objects she must inform the SC in writing, giving her reasons and suggested alternative, not later than seven (7) days before the meeting. If ten percent (10%) of members object in writing, the decision will be delayed to a general meeting. This provision shall not apply to formal amendments made by the SC to clarify or improve procedure, or to meet the requirements of the SA Revenue Service during the first year of operation of the Association.
- 32.4 The amendment shall be reported to members at the following AGM and a copy of the amendments and the constitution shall be available for inspection. Copies of the amended constitution shall be available for members on payment of the specified fee, if any.
- 32.5 A special General Meeting of Members may be convened in terms of Clause **32** to review and amend the Constitution. The Constitution may be amended at such a meeting by a resolution passed by not less than seventy-five percent (75%) of the members voting in person or proxy.
- 32.6 Amendment to the Constitution shall be submitted for approval to the Commissioner for the South African Revenue Service (with effect from when tax exemption has been granted).
- 32.7 Amendments to the Constitution shall be made available on WCMC's website for access to the general membership.

33. INDEMNITY

WCMC shall be deemed to indemnify and hold each SC member and each officebearer harmless against all claims, demands and actions of whatsoever nature that may be made upon or brought against her, whether individually and/ or jointly and severally, arising out of or in connection with the administration of the WCMC, save and except where the claims and/or actions are caused by the personal wilful bad faith or fraud of such office bearer.

34. DISPUTE RESOLUTION

34.1 In the event of any dispute arising out of the interpretation and application of this Constitution, the management of WCMC or such other incidental matters, the Member declaring the dispute shall notify the other in writing in a manner provided for under this constitution.

34.2 The notice of the dispute must in the minimum contain the following:

34.2.1. issues in dispute

34.2.2. the nature of the dispute – whether it is procedural or substantive

34.2.3. the period during which such issues pertained

34.2.4. Whether there have been any preliminary attempts to resolve the dispute within the internal structure of the Association.

34.3 On receipt of the notice by the structure declaring a dispute, both Members must endeavour in good faith to resolve the dispute expeditiously using any of the recognized alternative dispute resolution methods.

34.4 If both Members do not agree within seven (7) days of receipt of the notice as to:

34.4.1. the dispute resolution method and procedure to be adopted;

34.4.2. the timetable for all steps in those procedures;

34.4.3. the selection and compensation of independent person/s required to conduct the alternative dispute resolution;

then the dispute may be settled in accordance with the rules of the Arbitration Foundation of Southern Africa.

35. DISSOLUTION

35.1 Provided that two thirds (2/3) of the members present in person or by proxy and entitled to vote so agree at a general meeting of members duly called for that purpose:

35.1.1. WCMC may be dissolved, or

35.1.2. WCMC may resolve to amalgamate and merge with one or more similar organisation with aims which are substantially similar to

those of the Cluster, in such manner as the members present at the meeting deem fit, in order to establish a new organization which will generally benefit the development of the maritime industry.

- 35.2 On passing a resolution to amalgamate and merge:
- 35.2.1. an interim committee with the power to delegate and co-opt to fill vacancies shall be appointed at the meeting to take responsibility for the amalgamation procedure.
 - 35.2.2. the interim committee shall have power to exercise all the powers of SC and power to do all things necessary to effect such amalgamation, including the amalgamation of branches, and to determine the date upon which assets and liabilities of WCMC shall be vested in such new organization and when WCMC shall cease to exist. The interim committee shall have power to register all assets of WCMC in the name of the new organization, and to substitute the new organization as debtor in regard to any one or more debts and contingent liabilities and obligations of the Cluster.
 - 35.2.3. a new SC shall be elected to replace the interim committee not later than the first subsequent annual general meeting of WCMC or of the organisation resulting from the merger (referred to as the “**new organization**”) as the case may be.
 - 35.2.4. any surplus assets after the liabilities have been met shall vest in the new organization.
- 35.3 On dissolution and winding up:
- 35.3.1. an interim committee (with similar powers to those above) shall be appointed at the meeting to take responsibility for the dissolution procedure with power to delegate and co-opt to fill vacancies.
 - 35.3.2. all assets shall be sold and liabilities discharged.
 - 35.3.3. any surplus after the liabilities have been met shall be donated to an organization with similar aims to those of WCMC which is itself exempt from the payment of income tax and the decision as to which organization shall receive the funds shall be agreed at the meeting at which the dissolution of WCMC is decided.

SIGNED ON THIS _____ DAY OF _____ 2018 BY THE

FOLLOWING FOUNDING MEMBERS WHO CONFIRM THAT THEY ARE DULY

AUTHORISED THERETO

Name	Address	Signature