

FISH HOEK BEACH SPORTS CLUB NPC

23 July 2026

Dear Fellow Members,

Re: The renewal of our governing documents and our registration as a Non-Profit Company (NPC)

Over the past months the Club has renewed its governing documents and registered as a Non-Profit Company. Members who attended the Annual General Meeting in June will have heard something of this; for the rest of the membership it will be new, so this letter sets out what was done and why. The short version is that the substance of the Club is unchanged - the paddling, the community on the beach and the way we govern ourselves - while the legal foundation beneath it is considerably stronger.

Starting point: our Constitution was long overdue for renewal

The story begins not with company registration, but with our Constitution. The document we had been operating under was, frankly, antiquated. It had served the Club faithfully for many years, but it had aged: the language was dated, parts of it no longer reflected how the Club actually operates today, and it was silent on a number of matters that any well-run modern club must address.

It no longer described who we are as a club or what we stand for. The Committee therefore resolved on a full overhaul rather than a light revision - a rewrite into a modern document fit for the Club's present purposes.

That work has now been completed, and it is substantial. The renewed document is an entirely new version rather than a set of patches to the old one. Among many improvements, it now includes:

- **A clear statement of who we are.** Our objects, our mission, and our values - inclusivity, family-friendliness, sportsmanship and community - are properly articulated.
- **Environmental responsibility.** Our duty as custodians of Fish Hoek Beach and the False Bay coastline is written into the document.
- **Child safeguarding.** Comprehensive protections for our junior members, with a designated Safeguarding Officer.
- **A fair, transparent disciplinary code.** Proper procedures, clear rights for any member facing a complaint, and an independent appeal process.
- **Modern governance and financial controls.** Defined office-bearer portfolios, dual-signature requirements for significant payments, procurement and tender procedures, and annual independent financial oversight.
- **Data protection.** Compliance with POPIA and PAIA, with a designated Information Officer and a privacy notice published on our website.
- **Clear definitions and internal consistency.** So that the document can be read, understood and applied without ambiguity.

A fortunate convergence

As it happened, this overhaul was underway at precisely the same time as two other important pieces of Club business: the registration of the Fish Hoek Beach Sports Club company with CIPC, and the preparation of our lease application for the premises we occupy.

This timing was indeed fortunate. Rather than modernising our Constitution and then having to revisit it shortly afterwards to accommodate our new legal status, we were able to do the work once and do it properly - producing a single, coherent set of governing documents that reflects both who we are as a club and what

we now are in law. The three streams of work reinforced one another, and the Club is far better placed for it.

The remainder of this letter explains the company registration, what it means, and how our documents now fit together.

Why we registered as a Non-Profit Company

For many years, Fish Hoek Beach Sports Club operated as a voluntary association - an informal, common-law structure governed by our Constitution. This served us well, but as the Club has grown and taken on greater responsibilities - most recently a formal lease for our premises and the need to be properly compliant for tax purposes - it became clear that we needed a firmer and more widely recognised legal footing.

We have therefore registered the Club as a **Non-Profit Company (NPC)** with the Companies and Intellectual Property Commission (CIPC), under the name **Fish Hoek Beach Sports Club NPC**. An NPC is a well-established legal form designed specifically for organisations like ours: not-for-profit, community-serving, and run for the benefit of its members and the public rather than for gain.

Why this was necessary - and why it is good for the Club

Becoming a registered NPC brings real, practical benefits:

- **A proper legal identity.** The Club now exists as a recognised legal person in its own right. It can hold the lease, enter into contracts, and deal with SARS, the municipality, sponsors and suppliers in its own name - with certainty and credibility.
- **Protection for our volunteers and members.** As a registered company, the Club provides limited liability. The members and the volunteers who serve on the Committee are protected from being held personally liable for the Club's obligations when they act in good faith. This is an important safeguard for the people who give their time to run the Club.
- **Continuity.** The Club now continues seamlessly regardless of who serves on the Committee from one year to the next. Our institution is genuinely future-proofed.
- **Tax and compliance.** Formal registration gives us the standing we need for tax compliance and to pursue Public Benefit Organisation (PBO) status, which can unlock tax benefits and make us more attractive to funders and sponsors.
- **Stronger governance.** The move has allowed us to modernise and tighten our governance - clearer financial oversight, data-protection compliance, child safeguarding, and fair, transparent disciplinary procedures.

None of this changes our not-for-profit character. By law, an NPC's funds and assets can never be paid out to members - everything continues to be used solely for the Club and its purposes, exactly as before.

Why our "Constitution" is now called the "Rules"

This is the change most members will notice first, and the reason for it is straightforward.

A registered company is governed by a document called a **Memorandum of Incorporation (MOI)** - the company's founding document, lodged with CIPC, which under the Companies Act is the supreme governing document. The Act allows a company to have its own detailed internal **Rules** that sit beneath the MOI.

Our newly overhauled Constitution has therefore been re-cast as the **Rules of Fish Hoek Beach Sports Club NPC**. The Rules are that same modernised document - the objects, the membership categories, the Committee and Flag Officer structure, the meetings, the safeguarding and environmental provisions, and the disciplinary code - under its correct legal name and in its proper place beneath the MOI. The renewed Constitution is now the Rules, and it continues to govern how the Club runs day to day.

How the By-Laws and Code of Conduct fit in

Our governance now works as a clear, tiered structure, with each document sitting neatly beneath the one above it:

1. **The MOI** - the company's founding document, held at CIPC (the highest document).
2. **The Rules** - our main internal governing document (formerly the Constitution).
3. **The By-Laws** - the practical, operational rules (fees, racing and safety, use of the clubhouse, venue hire, procurement, and so on), which the Committee can update as the Club's needs change.
4. **The Code of Conduct** - the standards of behaviour we all agree to uphold, now included as a Schedule to the By-Laws.

Each layer must be consistent with the ones above it, and if there is ever a conflict, the higher document prevails. This gives us a coherent, professional framework in which everyone can see how our rules fit together.

An important clarification: “company members” and “club members”

Because we are now a company, the word “member” carries two distinct meanings, and the distinction matters:

- **Club membership.** Membership of FHBSC itself - paying subscriptions, using the Club, attending the AGM, electing the Commodore and Flag Officers, and having a say in how the Club is run. This is unchanged, and these rights are set out in the Rules.
- **Company membership.** Under the Companies Act, the “members” of a company are its equivalent of shareholders: those in whom formal legal control of the company vests.

We have deliberately registered the NPC **without company members**. This means that formal legal control of the company sits with its **board of directors**, and those directors are drawn from the Executive Committee, which is led by the Commodore and Flag Officers elected by the membership at each AGM. Control of the company therefore follows the annual election.

Why the Club registered without company members

Registering without company members takes nothing away from the membership or from how the Club operates:

- **Your democratic rights are unchanged.** You still elect the Commodore and Flag Officers at the AGM, still vote on Club matters, and still hold your elected leaders to account. These rights are firmly written into our Rules.
- **The people in charge are still the people you elect.** Because the directors come from the Committee led by the office-bearers you elect, your democratic choice flows straight through to the company's leadership.
- **It avoids duplication.** There is no need for two parallel membership registers or two sets of formal meetings. One Club, one membership, one AGM.
- **It keeps compliance proportionate.** Among other things, the Club's statutory financial-oversight obligations are assessed on a scale that would otherwise be inflated by the size of the membership roll. The practical effect is lower administrative cost, and more of our resources going into paddling and the beach.

The structure gives the Club the advantages of registration while preserving the member-driven character it has always had.

What this means in practice

Day to day, very little changes: the same beach, the same subscriptions, the same AGM and office-bearer elections, the same community. What sits beneath all of it is a clearer and better-protected foundation.

Where to find the documents

The draft Rules, together with the By-Laws and Code of Conduct, will be circulated to members, and in future, will be available on the Club's newly launched website and on request from the Honorary Secretary. Do read them, and please direct any comments on the documents to Willem Lotter (Vice-Commodore) by WhatsApp message on +27 82 802 1122.

The way forward

The Rules do not come into force simply because the Committee has adopted them. Our current Constitution requires that any replacement of it be put to the membership for approval, and we intend to follow that process exactly.

The draft Rules will be circulated to all members for comment, and the period for comment will close on 6 August 2026. Please read them and send us your feedback before then - this is the opportunity to shape the document before it goes to a vote.

Once that period has closed, formal notice of a Special General Meeting will be circulated. The Special General Meeting will be held on 22 August 2026, at which the new FHBSC Rules will be tabled for ratification and adoption by a vote of the membership. As our Constitution requires, adoption needs the support of not less than two-thirds of the members present and voting. The Rules take effect only once they have been approved at that meeting.

The Club has been well served by the people who built it, and this work is simply the next part of that job - making sure FHBSC is on a footing that will carry it well into the future. We would encourage every member to read the draft, tell us what you think, and join us at the Special General Meeting on 22 August 2026. Our thanks to those who have given their time to this, and to the membership for the support that makes Fish Hoek Beach Sports Club what it is.

Warm regards,

Fish Hoek Beach Sports Club Executive Committee