

JAGUAR CLUB NORTHERN REGIONS

CONSTITUTION

Revision July 2013

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Chairman signature _____



Chairman name _____ Brian Askew

1) Incorporation of the Club

- a) The name of the organisation shall be "Jaguar Club Northern Regions", hereinafter referred to as "The Club".
- b) The Club shall be capable in its own name of suing and being sued and of purchasing or otherwise acquiring, holding and alienating property, movable or otherwise, or any interest therein.
- c) The Club shall be conducted on an entirely non-sectarian and non-political basis and shall be apart from and outside the control of any religious body, denomination or political party
- d) Nothing herein contained or inferred herein shall entitle The Club to declare or otherwise divide its income or any part thereof amongst or for the benefit of any of its members.
- e) The property and income of The Club shall be utilised solely in the furtherance of its aims and objects and it is prohibited from transferring any portion thereof directly or indirectly in any manner whatsoever so as to profit any person other than by way of the payment in good faith of reasonable remuneration to any officer or employee of The Club for any services actually rendered to The Club.

2) Objectives

The objectives of The Club shall be:

- a) Promotion and perpetuation of the Jaguar car marque in Southern Africa.
- b) To create a forum for like - minded (Jaguar) motor enthusiasts.
- c) To hold such events as may be necessary and desirable for the furtherance of Items a) and b) above.
- d) To promote active participation in motorsport, restoration and general participation in the classic car movement in Southern Africa.
- e) For the promotion of safer and more courteous driving habits amongst members.
- f) For the promotion of Jaguar and allied motoring information through the auspices of the Club magazine and other media including electronic communications

3) Area of Operation

The principal area of operation of The Club shall be the Gauteng, North West, Free State, Mpumalanga and Limpopo provinces

4) Membership

- a) A member of the Club shall be any fee paying person whose application for membership has been accepted by the committee
- b) The fee for membership shall be determined from time to time by the Committee, provided that:
 - i. The Committee may determine the amount of a one-time subscription to be made to acquire

life-membership; it may also, in its discretion, confer honorary life membership on any person or corporation in recognition of special services rendered to the Club or the furtherance of the aims and objectives of the Club.

- ii. Any person or corporation who subscribes to the Club such amount as may be determined by The Committee as an annual membership fee (which may not necessarily be the same sum for individual and/or corporate membership) shall be deemed to be a member for the year in which that amount is so subscribed.

5) Board of Management (The Committee)

- a) The overall control of the affairs of The Club shall be vested in a Committee (The Committee) consisting of not less than six (6) and not more than ten (10) members in number. The Committee shall be elected at the Annual General Meeting of The Club from members of The Club in good standing by majority vote on a show of hands.
- b) The Committee will be elected annually in its entirety and retiring members will be eligible for re-election.
- c) A member of The Committee shall be deemed to have vacated office:
 - i) if he dies
 - ii) if he resigns
 - iii) He retires from office at an Annual General Meeting.
- d) If a member of The Committee resigns his office, The Committee shall at its discretion appoint from among the members of The Club in good standing a successor for the unexpired period of his office, except for the office of Chairman.
- e) For the purpose of sub-sections c) and d) above of this paragraph, any word denoting the masculine shall also include the feminine.
- f) Co-Opted Members: Such persons, who need not be members of The Club, who have special knowledge or experience and will aid The Committee in its deliberations, may be invited to serve on The Committee for such period or periods as may be deemed fit, but shall not exceed four (4) in number at any one time. The Chairman and Vice-Chairman are to be elected by the Committee at its first meeting after the Annual General Meeting. No one person may hold the position of Chairman for more than three (3) consecutive terms of office.
- g) The Committee shall meet at not less than quarterly intervals.
- h) At meetings of The Committee a quorum shall be 50 per cent plus one of the elected members. If no quorum is present, then the meeting shall stand adjourned until the same day in the following week at the same time and place or as soon as possible and practical but within 28 days of the initial meeting date and the members then present shall constitute a quorum.
- i) Meetings of The Committee shall be convened on at least fourteen (14) days written notice unless the equivalent of a quorum of members agree to accept shorter notice which may then not be in writing.

6) Powers and Procedure of Committee

- a) The Committee of Management shall be empowered to carry on the work of the Club in such a manner as it may think necessary and proper.
- b) In addition to its general powers the Committee shall have power:
 - i) To collect and receive monies by ways of bequests, donations, grants, collections or in any other manner.
 - ii) To enter into and sign any contracts, agreements or documents for the use and benefit of The Club.
 - iii) To authorise the acquisition and disposal of property both moveable and immoveable which shall be vested in and registered in the name of The Club.
 - iv) To mortgage and encumber the property and assets of The Club and to let any of its property.
 - v) To institute and defend actions and proceedings at law on behalf of The Club.
 - vi) To invest any money belonging to The Club in such manner as shall be considered advisable, both long and short term.
 - vii) To realise any investments, to change and reinvest the same.
 - viii) To borrow or raise from time to time for the purpose of The Club such sums as it deems fit, but not exceeding three (3) times the previous financial year income or as approve by a Special General Meeting resolution
 - ix) To determine and to put into effect the regulation of the manner in which banking accounts shall be conducted on behalf of The Club and, in particular, to designate what signing powers shall be granted for operating The Club's accounts.
 - x) To appoint any such sub-committee as it may consider necessary for the efficient carrying out of the objects of The Club and to lay down the powers thereof.
 - xi) To appoint, remunerate and terminate the appointment of attorneys, auditors and other professional advisers.
 - xii) All matters requiring a decision shall be decided by vote. Each Member of the Committee, other than as advisory Member, shall have one vote. In the event of an equality of votes, the Chairman, or in his absence the presiding officer, shall have a casting vote in addition to a deliberative vote.
 - xiii) To take out such insurance policies deemed necessary for the protection of the assets, the liability, the staff and members of The Club.
 - xiv) To do all such other acts or things as in its opinion are necessary to achieve the aims and objects of the Club
 - xv) To co-operate with other organisations in order to achieve similar objectives.
- c) To cause proper books of account to be kept in accordance with generally accepted accounting practice, which shall be audited on an annual basis.
- d) To become affiliated to other similar clubs or ruling bodies in classic or vintage motoring circles
- e) To accept donations or bequests of any kind; to administer the assets of the Club in such a manner as may be conducive to its interests;

7) Meetings

- a) The Annual General Meeting of The Club shall be held as soon as practicable after the financial year end. The Chairman of the Committee shall preside. The following matters shall be dealt with at an Annual General Meeting:
 - i) Adoption of the Report of the Chairman and the Financial Statements for the preceding financial year ended on the 31st May.
 - ii) Election of members of The Committee to fill vacancies as provided in paragraph 5(b) of the constitution.
 - iii) Any other matter contained in the notice convening the meeting.
- b) Written notice (either via postal or electronic mail) convening an Annual General Meeting or a Special General Meeting shall be sent to all members of The Club at least twenty one (21) days before the date of the meeting
- c) The quorum for an Annual General Meeting and for a Special General Meeting shall be five (5%) percent of the members of The Club in good standing.
- d) A Special General Meeting of The Club may be convened as and when required by the Committee. It shall also be convened by The Committee on the receipt by it of a written request for such a meeting signed by at least five percent (5%) of the members of the Club in good standing. The request shall state the purpose for which such meeting is to be convened. The purpose for which the meeting has been convened shall be given in the relevant notice and only the business stated in the notice shall be discussed at the meeting. Should such meeting be deemed not to be in the best interests of the Club by at least 2/3 (two thirds) of the Committee, the Committee may veto such meeting,
- e) Minutes of all meetings shall be recorded for the appropriate meetings. Copies of minutes shall be sent to the members of the various bodies concerned provided that members of The Committee shall also receive minutes of any sub-committees appointed by it, and provided further that minutes of an Annual General Meeting may be tabled at the next succeeding Annual General Meeting, but minutes of a Special General Meeting shall be sent to all members of The Club. As far as is possible all minutes shall be issued within fourteen (14) days after the meetings to which they refer. Minutes of a meeting shall be taken as a true and correct record of the proceedings at such meeting when signed by the Chairman of that meeting or the Chairman of the next succeeding meeting.
- f) If a Chairman is not present at any meeting, then the vice-chairman of the body concerned shall take the chair at such meetings, or if no vice-chairman, then the members shall elect one out of their number to take the chair at that meeting.
- g) If no quorum is present at an Annual General Meeting, then the meeting shall stand adjourned to the same day and at the same place in the following week or as soon as practical but within 28 days of the initial meeting date and the members then present shall constitute a quorum.
- h) Matters for decision at any meeting shall be decided by a majority vote on a show of hands. Each member present shall have one vote. The chairman of a meeting shall, in addition to his ordinary vote, have an additional and casting vote in the event of there being an equality of votes for or against any item under discussion.

8) Annual Report and Financial Statements

- a) The Chairman of The Committee shall draw up a report on the activities of The Club in respect of each financial year ending on 31st May.
- b) Financial statements meeting generally accepted accounting practice shall be drawn up for each financial year ending 31st May and shall be accompanied by the Auditor's report covering such financial statements.
- c) The Chairman's Report and the financial statements shall be submitted to the Annual General Meeting for adoption and if not transmitted with the notice convening the Annual General Meeting shall be made available to members at such meeting or transmitted to them at their request.

9) Amendments to the Constitution

- a) This Constitution may be amended with the approval of not less than two-thirds of the members of The Club, in good standing, and present at an Annual General Meeting or a Special General Meeting of The Club of which due notice in accordance with this Constitution shall have been given provided such notice shall have included the text of the proposed amendment.
- b) Whenever any amendments to the Constitution shall have been made, the same shall be signed by the Chairman of The Club and thereupon be deemed and taken as being incorporated therein and shall form part of such Constitution in the same manner in all respects as if it had originally been inserted therein.

10) Indemnity

Any officer, employee, agent, committee member of The Club or any officer, director or employee of any such member, or the legal representatives of any of them, who are made party to any suit action or proceedings whether civil, criminal or administrative, by reason of such person's assigned responsibility acting under The Club's existing Constitution, shall be indemnified by The Club (excluding gross negligence, fraud or theft).

11) Dissolution of the Club

- a) The Club may be wound up or dissolved if at least two thirds of its members in good standing present and voting at a properly constituted Special Meeting of The Club convened for the purpose of considering such matter and of which not less than thirty (30) days written notice has been given of the vote in favour of such winding up or dissolution.
- b) For the purpose of winding up the Club's affairs and distributing its assets, The Club may by Ordinary Resolution appoint one or more liquidators and may fix the remuneration to be paid to him/them and may determine the powers and authorities to be vested in such liquidator or liquidators.
- c) If upon the winding up or dissolution of The Club there remain any assets whatsoever after the satisfaction of all its debts and liabilities, such asset shall not be paid or distributed amongst members of The Club, but shall be given to such other public unsectarian association or

associations, body or bodies, institution or institutions having similar aims and objects as those of The Club.

12) Validity

All proceedings of the Committee and subcommittees appointed by the Committee and all actions of any person in his capacity as chairman, vice-chairman or treasurer as the case may be, will, notwithstanding the fact that it may later be established that a mistake was made with the procedure followed for the appointment of such body or person as the case may be, be as valid and effective as if such body or person was lawfully elected or appointed and as if the procedure followed was technically correct.

13) Interpretation

Should any doubt arise as to the meaning or interpretation of any of the terms or provisions of this Constitution, or any resolution of The Club, the decision of The Committee on such matter shall be final and binding on all concerned.

14) Date and subsequent revisions to this Constitution

The founding date of this Constitution was January 1996 and it was subsequently revised June 2013 and endorsed at the subsequent Annual General Meeting.

15) General rules and regulation

- a) It shall be incumbent upon all members of the Club to notify the Secretary in writing of any change of address.
- b) Should any Member of any category of membership, in the opinion of The Committee commit any willful breach of the Constitution, Rules and Regulations of the Club or be guilty of improper, dishonest or unsportsmanlike conduct, or be guilty of conduct in any way offensive to members of any category, or the Committee, or be guilty of conduct, unbecoming or prejudicial to the interests or reputation of the Club, whether within the precincts of its own buildings or outside them, the Committee shall have power:
 - i) to expel such member and/or;
 - ii) to deprive such member of any, or all, the rights, benefits and advantages of his/her membership during such time or period as the Committee, in its discretion may deem fit and advisable;
 - iii) to call upon such member to appear before the Committee and there to explain his/her conduct and should such member fail to appear when so desired, to suspend or otherwise deal with such member
 - iv) In the case of the termination of membership, to call upon such member in writing to resign, and if he/she fails to resign within 14 (fourteen) days of the date of request, to expel such member who shall be liable for any subscriptions he/she may have paid into the Club funds and forfeit any right or privilege he/she may have had in the Club and such member shall have

no claim whatsoever against the Committee, or the Club for damages or otherwise.

- c) Membership does not and shall not give to any member any individual right, title and interest, claim or demand in and to any of the monies, property or assets of the Club, but only confers on the member the right and privilege of entering the grounds and buildings of the Club and attending Club functions. All such rights and privileges shall, however, be subject to such restrictions and stipulations as The Committee may from time to time impose, and shall be subject to the Constitution, Rules and Regulations of the Club from time to time in force and nothing herein shall prevent The Committee from charging an entrance fee or fees in respect of the grounds or buildings of the Club or any portion thereof or any functions held by the Club.
- d) No member shall be liable for the debts of The Club beyond the amount owing, if any, by such member to The Club in respect of membership dues.
- e) The Club shall not be liable for any debt whatsoever incurred by individual members
- f) All Subscriptions shall be paid in advance.
 - i) Any member in arrears with subscriptions for more than three months shall forfeit any privileges of membership. If a member is six months in arrears his/her membership shall *ipso facto* cease. A warning to this effect shall be sent by the Secretary a month prior to the expiration of the six month period of grace. Any member whose membership has so ceased may be re-instated at a later date at the discretion of the Committee on payment of arrear subscriptions.
 - ii) Any member of the Club intending to resign membership of the Club, or an activity section thereof, shall notify the Secretary in writing prior to the date upon which the next subscription becomes due or otherwise shall be liable for payment of subscription for the next year.
- g) There shall be no discrimination in the matter of language, gender, creed or race as regards acceptance of applicants for membership by The Committee, and courtesy, tolerance and respect for the person, opinions and beliefs of every person shall be included in members of the Club whose behaviour in this regard it shall be the endeavour of the Club to establish as the hallmark of membership of The Jaguar Club Northern Regions.