

CONSTITUTION
OF
THE LAND-ROVER OWNERS' CLUB
OF SOUTHERN AFRICA

AS AT

20 February 2016

1. **NAME.** The name of the Club shall be The Land Rover Owners' Club of Southern Africa, hereinafter referred to as the Club.
2. **HEADQUARTERS.** The headquarters of the Club shall be at Midrand, in the Province of Gauteng, South Africa.
3. **LIABILITIES OF THE CLUB.** The Club is a corporate body with perpetual succession capable of suing and being sued in its own name and of holding property. No member shall by reason of membership have any claim to the property and rights of the Club.

4. **OBJECTIVES.**

The Club is formed for the purposes of:

- 4.1 Bringing together the owners of Land Rovers;
 - 4.2 Organizing functions for members;
 - 4.3 Encouraging members in the proper use and maintenance of their Land Rovers.
5. **MEMBERSHIP.** Membership of the Club shall be open to any person who is interested in the objectives of the Club and who shall be the registered owners, or by written agreement, the part owners of a Land Rover which will be maintained in a roadworthy condition. A copy of the written agreement for part ownership shall be lodged with the Executive Committee.
- 5.1 **MEMBERSHIP CLASSES.** There shall be nine classes of membership, namely Ordinary, Chapter, Family, Junior, Country, Overseas, Life, Honorary, and Associate. All members, subject to any conditions in terms of this Constitution, shall be entitled to participate in driving events provided they are in possession of a valid drivers licence.
 - 5.1.1 **ORDINARY MEMBER.** An Ordinary member shall be entitled to vote at an Annual General Meeting and Special General Meeting, and be elected as an officer of the Club. They shall enjoy all facilities of the Club as members of the Club.
 - 5.1.2 **CHAPTER MEMBER.** A Chapter member shall enjoy the same privileges as an Ordinary Member. Any person who qualifies for Country Membership, but wishes to participate in Chapter events, can elect to become a Chapter member and to pay the applicable membership fee.
 - 5.1.3 **FAMILY AND JUNIOR MEMBER.** A Family Member shall be the spouse or life partner of an Ordinary Member. A Junior Member shall be a child of an Ordinary Member up to the age of 18 (eighteen). A Family and Junior member shall be exempt from any further entrance fee or annual subscription. A Family Member shall have the same rights and privileges as an Ordinary Member, save that the a Junior Member shall not be entitled to vote at an Annual General Meeting and Special General Meeting. A Junior Member shall, on attaining the age of eighteen years, cease to be a member of the Club, but may apply for membership in terms of Rule 5. For the purpose of interpretation of Rule 5.1.3 full time scholars and university students over the age of eighteen, may be deemed, on application to the Executive Committee, to be a Junior Member. On successful application, a membership card will be issued to such member. A Junior Member shall be permitted to drive in Club events, subject to



regulations pertaining thereto, and as laid down by the Executive Committee.

- 5.1.4 **COUNTRY MEMBER.** Any person who qualifies for Ordinary Membership and who resides within Southern Africa (which shall be all countries South of the Zambezi River, including Mozambique) but outside of the Province of Gauteng in South Africa, may become a Country Member. A Country Member shall enjoy the same privileges as an Ordinary Member. A Country Member, who elects to join a Club Chapter, must then become a Chapter Member.
- 5.1.5 **OVERSEAS MEMBER.** An Overseas Member shall be any member whose place of residence is other than the southern portion of the continent of Africa. Overseas members shall enjoy all the rights and privileges of Ordinary Members.
- 5.1.6 **LIFE MEMBER.** Life Membership shall be conferred only on a person who has been a member of long standing, who has rendered exceptionally good service to the Club by furthering the interests of land roving, fostering goodwill amongst members and by exemplary behaviour. A Life member may only be elected at an Annual General Meeting by a majority of members present upon a recommendation put forward by the Executive Committee. A Life Member shall be exempt from annual subscriptions and shall enjoy all the privileges extended to Ordinary Members.
- 5.1.7 **HONORARY MEMBER.** Honorary Membership shall be conferred by the Executive Committee on a person and/or an organisation for fostering goodwill towards the Club and/or rendering service towards the Club. The terms, conditions and privileges shall not exceed one year, nor shall they exceed the terms, conditions, rights and privileges extended to Associate Members, save that the payment of subscriptions will be exempt.
- 5.1.8 **ASSOCIATE MEMBER.** Any person, or organisation, who is interested in the activities of the Club, but who does not qualify for any other membership, may be invited by the Executive Committee to become an Associate Member. An Associate Member shall have no voting rights, but shall enjoy all the facilities of the Club except that they may not participate in the driving events, unless invited to do so by the Executive Committee.
- 5.2 **APPLICATION FOR MEMBERSHIP.** An application for membership shall be forwarded to the Club and shall be on a form provided by the Club. The applicant must comply with requirements for membership as laid down by the Executive Committee from time to time. The Executive Committee may accept or reject any application and accordingly refund any monies which may have been paid. A member approved up to 31 July will pay full membership subscriptions. The membership subscription payable after 31 July will be determined by the Executive Committee.

6. GENERAL MEETINGS AND ELECTION OF COMMITTEE

An Executive Committee, consisting of Chairman, Vice-Chairman, Clerk of Events, Driver Trainer, Honorary Secretary, Honorary Treasurer, Editor, Trophy Secretary, Quartermaster, Membership Secretary, Radio Officer, Legal Compliance Officer and Public Relations Officer, shall be elected by secret ballot at an Annual General Meeting or a Special General Meeting. In addition to a normal vote, the Chairman shall have a casting vote at an Annual or Special General Meeting.

- 6.1 **ELIGIBILITY.** A member shall only be eligible for election to the Executive Committee if they have been a member of the Club for a period of not less than one year immediately preceding nomination.
- 6.2 **NOMINATION.** Nominations to the Executive Committee shall be in writing and shall bear the signature of the nominee, the proposer and seconder and shall be handed to the Chairman before the election commences.



6.3 **CONDITIONS.** Executive Committee members shall retire in rotation after holding office for a period of two years. Retiring members shall be eligible for re-election.

7. **ANNUAL GENERAL MEETING.** An Annual General Meeting shall be held within the first two months of the calendar year in order to transact the following business:

7.1 To approve the minutes of the preceding Annual General Meeting.

7.2 To receive the Chairman's report on the Club's activities.

7.3 To receive the Vice-Chairman's Report on the Club events during the past year.

7.4 To receive the Treasurer's report and approve the Club accounts.

7.5 To elect an Executive Committee.

7.6 To attend to any matter of which previous notice has been given.

At least fifteen full days notice of the meeting must be given to members. Any decision taken at an Annual General Meeting must be approved by the majority of the members present. A quorum shall be 5% (five percent) of the total membership in good standing. In the event of there being no quorum the meeting shall be adjourned to a date not more than 30 days later. A notice of such adjourned meeting shall be sent not less than 10 days before the date of the meeting. The members present at an adjourned Annual General Meeting shall constitute a quorum.

8. **SPECIAL GENERAL MEETING.** The Executive Committee or any 15 members of the Club may call a Special General Meeting in order to discuss any matter(s) pertaining to Club affairs. The notice of such a meeting shall state the venue, date and time of the meeting; the matter(s) to be discussed at the meeting and the names of the members who called the meeting. Such notice shall be sent at least 15 days before the meeting. The quorum and provision for postponement shall be as for an Annual General Meeting. The Executive Committee shall be obliged to comply with any resolution passed at a Special General Meeting provided that such an act is not unlawful.

9. **MANAGEMENT.** The management and control of the Club shall be vested in the Executive Committee. The Executive Committee will provide everything that it considers necessary for carrying on the Club's activities in accordance with its Objectives, Rules and Regulations and will be solely responsible for the management of the Club and all matters involving investment, income and expenditure. The Executive Committee shall meet once a month and 50% of the members of the Executive Committee shall form a quorum. In addition to a normal vote the Chairman of the Executive Committee shall have a casting vote.

9.1 **DUTY OF THE CHAIRMAN.** The duty of the Chairman is to preside at the meetings of the Club, to promote generally its objectives, to assist in the harmonious working and co-operation of its members and to report to members at the Annual General Meeting on the activities of the Club for the past year.

9.2 **DUTY OF THE VICE-CHAIRMAN.** The duty of the Vice-Chairman is to plan and control all matters related to events and to coordinate any work relating to these activities and any sub-committee which may set up for a specific event; to issue a monthly newsletter of the Club's activities; to report to members at the Annual General Meeting on the activities of the Club for the past year and to act as Chairman in the absence of the Chairman.

9.3 **DUTY OF THE CLERK OF EVENTS.** The duty of the Clerk of Events is to assist the Vice-Chairman in organizing all matters related to events; to ensure that the person responsible for the Club's trailer maintains the trailer and all non-administrative Club equipment; to ensure that the trailer is at all times fully equipped and present when required at Club functions and to assume the duties of the Vice-Chairman in their absence.



- 9.4 ***DUTY OF DRIVER TRAINER.*** The duty of the Driver Training Officer is to develop and maintain a training manual and programme to a high standard; to ensure that driver training is conducted regularly and to assume the duties of the Clerk of Events in their absence.
- 9.5 ***DUTY OF THE SECRETARY.*** The duty of the Secretary is to record and keep minutes of all meetings of the Club; to receive and reply to all correspondence as directed by the Executive Committee; to keep all letters received and copies of those sent and to keep all official documents and archives in safe custody.
- 9.6 ***DUTY OF THE TREASURER.*** The duty of the Treasurer is to hold the funds of the Club, banking them as soon as possible in the bank determined by rule 14; to produce a financial report at the monthly Executive Committee meetings; to give receipts for cash received; to make payments as directed by the Executive Committee; to authorise payments, in conjunction with the Chairman or other duly appointed signatory member of the Executive Committee; to report to members at the Annual General Meeting on the financial matters of the Club for the past financial year.
- 9.7 ***DUTY OF THE EDITOR.*** The duty of the editor is to liaise with the Executive Committee and members of the Club; to ensure the timely issue of the quarterly magazine which he/she will edit, have printed and circulated to all members, to liaise with other clubs and appropriate organizations, to liaise with the local and national press and other suitable publications to ensure that the widest publicity is given to all Club activities, thereby building and maintaining the public image of the Club and to ensure that a continuous history of the club is recorded, both written and pictorially, for the future records of the Club.
- 9.8 ***DUTY OF THE TROPHY SECRETARY.*** The duty of the Trophy Secretary is to do all the secretarial work related to trials, including, to hand out entrance forms, work out results and to record results in the register provided; to see that the appropriate trophies are on hand for the trial taking place or presentation event and to maintain the registers of the Club's trophies.
- 9.9 ***DUTY OF THE QUARTERMASTER.*** The duty of the Quartermaster is to source, acquire and sell Club regalia; to ensure the safekeeping of any stocks and to keep account of regalia transactions.
- 9.10 ***DUTY OF MEMBERSHIP SECRETARY.*** The duty of the Membership Secretary is to handle all matters concerning the introduction of prospective and new members and all administrative work concerning all types of membership.
- 9.11 ***DUTY OF PUBLIC RELATIONS OFFICER (PRO).*** The duty of the PRO is to manage all issues of a Public Relations nature such as Club publicity, broadcasts, brochures, folders, special events, event sponsorship, trade shows and exhibitions. The PRO will ensure that the target market (members and prospective members) is reached with the correct message of the Club, through effective brand management and best brand exposure.
- 9.12 ***LEGAL COMPLIANCE OFFICER.*** To manage all issues relating to the compliance with various environmental legislation. To ensure that the Club's members are informed on related matters.
- 9.13 ***RADIO OFFICER.*** To ensure compliance of the regulations set by ORRA, ICASA or any other off-road radio organisation by Club members in possession of an off-road radio. To assist members in registering with ORRA or any other approved off-road association; to assist with obtaining radio licences and in the programming of off-road radios with the relevant registered frequencies.
10. **SUB-COMMITTEES.** The Executive Committee shall have the power to create sub-committees for specific purposes. Such sub-committees shall be disbanded after the completion of their work. Sub-committees shall have no say in the management and control of the Club.



11. **CLUB REPRESENTATIVES.** The role of a Club Representative is necessary to ensure the interests of the Club are fairly represented on any association in which the Club has an interest. The Executive Committee shall have the power to allocate such a role to any member of the Executive Committee who has indicated their willingness to execute such duties and who has displayed competence required for such a role.
12. **CLUB CHAPTERS.** A Club Chapter caters for the needs of members in areas where a large concentration of members exists outside the Province of Gauteng. The purpose of a Chapter is to arrange and fund regional events for members under the guidelines of the Club's Constitution.

The basic principles on which a Chapter must operate are:

- 12.1 The Club Constitution, Code of Conduct and other Club Codes must be adhered to at all times.
 - 12.2 A minimum of 20 Chapter Members, in good standing, are required at all times, failing that, the Chapter may be disbanded by the Executive Committee and all existing funds are to be returned to the Executive Committee.
 - 12.3 Each Chapter Sub-Committee will consist of at least the following:
 - 12.3.1 A Chapter Chairman;
 - 12.3.2 A Chapter Treasurer; and
 - 12.3.3 A Chapter Clerk of Events.
 - 12.4 The Chapter Committee is responsible for arranging, conducting, funding and reporting back to the Executive Committee on all regional events,
 - 12.5 The Chapter Treasurer is responsible for all Chapter monies and must open a dedicated bank account for this purpose. All payments made from the Chapter bank account must be authorised by both the Chapter Treasurer and the Chapter Chairman.
 - 12.6 The Chapter Sub-Committee will be elected at a Chapter Annual General Meeting in the same manner as that of the Executive Committee.
 - 12.7 The Chapter Sub-Committee is fully responsible to the Executive Committee and is required to provide an annual written report, unless otherwise requested by the Executive Committee regarding the activities of the Chapter, which must be tabled at an Executive Committee meeting.
 - 12.8 All Regional events are open to all classes of Club Membership, except as restricted in the Club Constitution.
 - 12.9 A portion of the annual subscription per paid-up member who elects to join a Chapter will be paid to the Chapter Sub-Committee by the Club Treasurer, to be used for the funding of Chapter's activities as decided on by the Chapter Sub-Committee.
13. **FINANCE.** The financial year of the Club shall be from 1st January to 31st December. The Club shall at all times keep a proper set of books of accounts from which financial statements shall be compiled by a competent person, approved by the Executive Committee, and who shall be a member of one of the recognised accounting bodies such as SAICA or SAIPA. The financial statements, which shall include at least a position statement (balance sheet) and statement of profit and loss, shall be submitted at the Annual General Meeting. The members shall decide, at an Annual General Meeting, by majority vote of those present, if the financial statements must be reviewed or audited by a competent person. No profits or surplus funds will be distributed to any person or member and the funds of the Club shall be utilised solely for the objectives for which it was established.
 14. **BANKING.** The Club shall open a bank account in its name with a registered commercial bank in



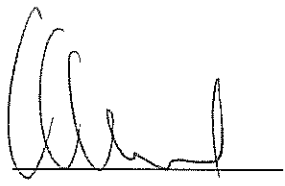
South Africa. All monies of the Club shall be deposited into the bank account and all payments and withdrawals must be authorised by the Treasurer and the Chairman or by their alternate appointed member of the Executive Committee.

15. **ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS.** Entrance fees and annual subscriptions shall be determined by the Executive Committee. Annual subscriptions become due and payable on the 1st January and shall be paid to the Treasurer. No entrance fees or annual subscriptions are refundable. The Executive Committee shall have the power to suspend any member whose subscription is not paid by the date of the Annual General Meeting. The Treasurer shall submit, at each Executive Committee meeting, a list of those members whose subscriptions are unpaid. Suspended members may be re-admitted to the Club, at the discretion of the Executive Committee, on payment of any arrears.
16. **RIGHTS AND LIABILITIES.** Every member of the Club shall be subject to these Rules, be entitled to take part in any of the activities of the Club and use all the facilities provided for the use of the Club. Guests, Associate and Honorary Members may not participate in any driving events organized by the Club unless invited to do so by the Executive Committee. All members, except Guests, Associate and Honorary Members, shall be entitled to display a Land Rover Owners' Club badge on their Land Rovers. Every member shall furnish the Membership Secretary with an address to which all notices shall be sent. The Membership Secretary must be notified promptly of any change of address.

All official notices, which shall be in writing, shall be deemed to have been duly sent when mailed, which shall include by electronic mail. If a member changes their membership status during the course of the year they are required to inform the Membership Secretary in writing. If an Ordinary Member disposes of their Land Rover during the year, their status shall remain unchanged until the end of the year; whereafter the membership lapses until they leave the Club or apply for Associate Membership. Should a Country Member move to within the Province of Gauteng during the course of the year, they shall remain a Country Member until the end of the year whereafter they will become an Ordinary member. The liability of a member of the Club is limited to their unpaid debts, if any.
17. **COMPLIANCE.** The Club shall comply with the laws of South Africa where they pertain to the governance of clubs or non-profit organisations. The Club shall adhere to all the aspects of Section 30A(2) of the Income Tax Act 1962, as amended.
18. **DISCIPLINE AND COMPLAINTS**
 - 18.1 The Executive Committee shall be entitled to reprimand or expel a member of the Club for gross misconduct, breach of discipline or activity contrary to the spirit of the Club. Before possible expulsion, the member concerned may present his/her case to the Executive Committee.
 - 18.2 All complaints shall be made in writing and must be submitted to the Executive Committee at least three days prior to an Executive Committee meeting.
19. **ALTERATIONS TO RULES.** The rules of this Constitution shall not be amended, rescinded or altered except at an Annual General Meeting or at a Special General Meeting called for that purpose. The vote of two thirds of the members present and entitled to vote at such meetings shall be necessary to amend, alter or rescind the rules. Any amendments to the Constitution will be submitted to the Commissioner for Inland Revenue.
20. **DISSOLUTION.** The Club shall be dissolved when the membership of the Club drops to below 20 members. The Club will be dissolved on the acceptance of a resolution at a Special General Meeting called to dissolve the Club. On dissolution of the Club, the remaining assets will be given or transferred to another organisation with objectives similar to those of the Club which is itself exempt from income tax.

Signed as an authorised version of the Club's constitution at a duly constituted Annual or Special General Meeting.



Chairman: 

Date: 2016-02-20