

CONSTITUTION
OF
THE LAND ROVER OWNERS' CLUB
OF SOUTHERN AFRICA

**As amended at a meeting of the Club on
20 February 2021**

1. **NAME**

The name of the club shall be The Land Rover Owners' Club of Southern Africa ("the Club").

2. **HEADQUARTERS**

The headquarters of the Club shall be at Midrand, in the Province of Gauteng, South Africa.

3. **LEGAL STATUS OF THE CLUB AND LIABILITY OF MEMBERS**

The Club is a common law voluntary association with perpetual succession capable of suing and being sued and of holding property in its own name. No Member shall by reason of membership have any claim to the property and rights of the Club. The liability of a Member of the Club is limited to their unpaid debts to the Club.

4. **OBJECTIVES**

The objectives of the Club ("the Objectives") are:

- 4.1. Bringing together the owners of Land Rovers;
- 4.2. Organizing functions for Members;
- 4.3. Encouraging Members to use and maintain their Land Rovers correctly.

5. **MEMBERSHIP**

5.1. Membership of the Club shall be open to any person who subscribes to the Objectives and who is the registered owner, or by written agreement, the part owner of a Land Rover. There shall be nine classes of membership (jointly, "Members"), namely Ordinary, Chapter, Family, Junior, Country, Overseas, Life, Honorary and Associate:

- 5.1.1. **Ordinary Member.** An Ordinary Member shall be entitled to vote at any General Meeting, and to be elected as an Executive Committee member of the Club subject to Rule 6. 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; provided that any Country Member who wishes to participate in Chapter events, must become a Chapter Member and to pay the applicable membership fee. A Chapter member is eligible to be elected as a Chapter committee member.
- 5.1.3. **Family and Junior Member.** The spouse or life partner of a Member, other than an Associate or Honorary Members, may apply to become a Family Member. A child of such Member below the age of 18 (eighteen) shall be a Junior Member. A Family and Junior Member shall be exempt from entrance fees or annual subscriptions. A Family Member shall have the same rights and privileges as an Ordinary Member. A Junior Member shall have the same rights and privileges as an Ordinary Member, except that a Junior Member shall not be entitled to vote at any General Meeting or become an Executive Committee member. A Junior Member shall, on attaining the age of eighteen years, cease to be a Junior Member, but may apply for any other class of membership in terms of this Rule 5. For the purpose of interpretation of Rule 5.1.3

a fulltime scholar or university student over the age of eighteen, may be deemed, on application to the Executive Committee, to be a Junior 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 in South Africa (excluding Gauteng province), Lesotho, Eswatini Namibia, Botswana, Zimbabwe, Zambia, Malawi or Mozambique (“Southern 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 who resides anywhere other than Southern Africa or Gauteng province. Overseas Members shall enjoy all the rights and privileges of Ordinary Members.
- 5.1.6. **Life Member.** Life Membership may be conferred on a person who is a member of long standing, who has rendered exceptionally good service to the Club by furthering the interests of land roving and fostering goodwill amongst members and who has evidenced exemplary behaviour. A Life Member may only be elected by the Club 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. The surviving spouse or life partner shall continue to receive benefits of Life Membership on the passing of the Life Member
- 5.1.7. **Honorary Member.** Honorary Membership shall be conferred by the Executive Committee, subject to bi-annual review, 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 be the same as that of an Associate Member or as may be as determined by the Executive Committee. Honorary Members are not liable for any Club fees or subscriptions.
- 5.1.8. **Associate Member.** Any person, or organisation, who is interested in the activities of the Club and who subscribes to the Objectives, but who does not qualify for any other membership, may be invited by the Executive Committee to become an Associate Member, subject to bi-annual review. An Associate Member shall have no voting rights, but shall enjoy all the facilities of the Club, subject to rules 5.4.4 and 5.4.6. Associate Members are not liable for any Club fees or subscriptions.
- 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. The Executive Committee shall, upon successful application, notify the applicant and issue a membership number and card to the Member. An applicant approved by the Executive Committee becomes a Member once any entrance fees and annual subscription fees have been paid, and in the case of a Family Member and Junior Member, once the relevant fees have been paid in respect of the principal Member.
- 5.3. **Change in Status.** If a Member changes their membership status during the course of the year, they are required to inform the Membership Secretary in writing, ensuring acknowledgement thereof. If an Ordinary Member disposes of their Land Rover during the year, their status shall remain unchanged until the end of the year; whereafter their membership lapses unless they 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. A Family Member, on the death of a spouse or life partner, may elect to continue in another class of membership in terms of Rule 5.1.

5.4. **Cessation of Membership.** A Member's membership ceases in the event of their death, written resignation, expulsion or failure to pay any annual subscription fees which are payable, by 31 January of the relevant year. In the case of a Family Member or Junior Members, their membership ceases on cessation of the membership of the principal Member. Membership which ceased as a result of failure to pay annual subscription fees may (unless the Executive Committee determines otherwise) be reinstated within two years of the failure to pay, by payment of all fees that would have been payable had the person been a Member.

5.5. **Rights and Duties of Members.**

All Members shall:

- 5.5.1. abide by the provisions of the Constitution and Codes of the Club as published on the Club's website from time to time ("Codes");
- 5.5.2. have the voting and other rights set out in Rule 5.1;
- 5.5.3. endeavour to maintain their Land Rover in a roadworthy condition;
- 5.5.4. be entitled to participate in all Club events, and in Club driving events provided they are in possession of a valid driver's licence and as set out in Rule 5.1; and provided further that Associate and Honorary Members may not participate in any driving events organized by the Club unless invited to do so by the Executive Committee;
- 5.5.5. if their membership is based on part or joint ownership of a Land Rover, provide a copy of the relevant written agreement to the Executive Committee on request;
- 5.5.6. be entitled to display a Land Rover Owners' Club badge on their Land Rovers; provided that this does not apply to Associate and Honorary Members.

6. **EXECUTIVE COMMITTEE**

An Executive Committee, consisting of a Chairperson, Vice-Chairperson, Trials Officer, Driver Trainer, Marketing Officer, Magazine Editor, Digital Officer, Copy Editor, Sales Officer, Club Secretary, Financial Officer and Membership Secretary shall be elected at an Annual General Meeting or a Special General Meeting (collectively "General Meetings"), and, if the meeting so decides, a secret ballot may be required for one or more of the positions.

- 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 delivered or emailed to the Secretary, 7 days prior to the General Meeting.
- 6.3. **Term of Office.** Executive Committee members shall automatically retire after holding office for a period of two years. Retiring Executive Committee members shall be eligible for re-election. Executive Committee members may resign on written notice to the Executive Committee at any time.

7. **ANNUAL GENERAL MEETING**

- 7.1. An Annual General Meeting shall be held within the first two months of the calendar year in order to transact the following business:
 - 7.1.1. To approve the minutes of the preceding Annual General Meeting.

- 7.1.2. To receive the Chairperson's report on the Club's activities.
- 7.1.3. To receive the Vice-Chairperson's report on the Club events during the past year.
- 7.1.4. To receive the Financial Officer's report and approve the Club financial statements.
- 7.1.5. To elect Executive Committee members.
- 7.1.6. To elect members to the Council of Advisors in terms of Rule 12.
- 7.1.7. To attend to any matter of which a notice has been given.
- 7.2. At least 15 (fifteen) full days' notice of the meeting must be given to Members.
- 7.3. Any decision taken at an Annual General Meeting must be approved by the majority of the Members present. In addition to a normal vote, the Chairperson shall have a casting vote at any General Meeting. A quorum shall be 5% (five percent) of the Members. 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 out not less than 10 (ten) full days before the date of the meeting. The Members present at an adjourned Annual General Meeting shall constitute a quorum.
- 7.4. A Member wishing to submit an item for discussion at an Annual General Meeting may do so by notice to the Club Secretary, in writing, with a motivation, within 7 days of the notice of the Annual General Meeting having been given.
- 7.5. The Club Secretary shall circulate the agenda for the Annual General Meeting and any other document deemed necessary by the Club Secretary at least 5 days before the date of the meeting.
- 7.6. Where an agenda item is a proposal which will be put to a vote at the Annual General Meeting, the agenda must include a proxy form to enable Members who would be entitled to vote on the proposal at the Annual General Meeting, and who are not in attendance, to appoint the Chairperson as their proxy to vote on their behalf for or against the proposal, as indicated on the proxy form. If amendments to the proposal are made at the Annual General Meeting, the Chairperson will determine whether the amended proposal differs materially from the original proposal. If the Chairperson determines that the amended proposal differs materially from the original proposal, he/she shall disregard all proxy votes made. For clarity, proxies do not count in determining a quorum and proxy votes may be exercised at an adjourned Annual General Meeting. Proxy forms must be delivered to the Club Secretary at least 24 hours before the meeting.
- 7.7. Notices for any General Meeting shall be in terms of rule 17.
- 7.8. The Executive Committee may resolve to hold a General Meeting either as an electronic General Meeting or as a physical General Meeting and allow Members to attend the General Meeting, by electronic means. The General Meeting shall be duly constituted and its proceedings valid if the Chairman of the Executive Committee is satisfied that adequate facilities are available throughout the electronic General Meeting to ensure that Members attending the electronic General Meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. The notice for the General Meeting shall specify whether the General Meeting shall be either an electronic General Meeting or a physical General Meeting, and in the case of an electronic General Meeting shall provide the necessary link

8. **SPECIAL GENERAL MEETING**

The Executive Committee or any 15 Members or any two Advisors 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

or Advisors (as the case may be) who called the meeting. Such notice shall be sent at least 15 days before the meeting and notices shall be in terms of rule 17. The quorum and provision for postponement shall be as for an Annual General Meeting. Proxy voting shall be as set out in rule 7, if the notice of the Special General Meeting sets out a proposal to be voted on. The provisions of rule 7.8 will apply *mutatis mutandis*.

9. MANAGEMENT

9.1. The management and control of the Club shall be vested in the Executive Committee. The Executive Committee will, subject to financial and practical considerations, provide everything that it considers reasonably necessary for carrying on the Club's activities in accordance with the Objectives and will be solely responsible for the management of the Club and all matters involving investment, income and expenditure. The Executive Committee shall be obliged, subject to financial and practical considerations, to comply with any resolution passed at any General Meeting provided that such resolution is not unlawful. The Executive Committee shall meet once a month and 50% of the Executive Committee in office, elected or seconded, shall form a quorum. All decisions of the Executive Committee shall be by ordinary majority. In addition to a normal vote, the Chairperson of the Executive Committee shall have a casting vote. In the event of an unfilled Executive Committee role in Rule 9, the Executive Committee may second a Member, eligible for nomination to perform the role until the next AGM. Such seconded Member shall have a vote on the Executive Committee.

9.2. The responsibilities of the Executive Committee Members are as follows:

9.2.1. **Chairperson.** The Chairperson is responsible to promote the Club's Objectives; to assist in the harmonious working and cooperation of its Members; to preside at Club meetings and to report on the state of the Club at the Annual General Meeting.

9.2.2. **Vice-Chairperson.** The Vice-Chairperson is responsible for all events; to report on events at Executive Committee meetings and at the Annual General Meeting; and to deputise as Chairperson.

9.2.3. **Trials Officer.** The Trials Officer is responsible for offering Members practical and learning experience through trial events and related trophies and awards and to deputise for the Vice-chairperson.

9.2.4. **Driver Trainer.** The Driver Trainer is responsible for the Club's driver training programme and to deputise for the Trials Officer.

9.2.5. **Marketing Officer.** The Marketing Officer is responsible for the Club's brand and membership growth and to survey Membership opinion.

9.2.6. **Magazine Editor.** The Magazine Editor is responsible for the Club's quarterly magazine and all print material.

9.2.7. **Digital Officer.** The Digital Officer is responsible for the Club's monthly digital newsletter and posting news of activities across digital platforms.

9.2.8. **Copy Editor.** The Copy Editor is responsible for content and photographic material of events and editing of all material for timeous publication.

9.2.9. **Sales Officer.** The Sales Officer is responsible for the sale to Members of approved Club stock items.

9.2.10. **Club Secretary.** The Club Secretary is responsible for secretarial and regulatory compliance and the Club's archiving.

9.2.11. **Financial Officer.** The Financial Officer is responsible for financial management of the Club and to present financial reports at Executive Committee meetings and the Annual General Meeting.

9.2.12. **Membership Secretary.** The Membership Secretary is responsible for administering

the Club's membership.

- 9.3. The Executive Committee may, to the extent it considers it necessary and / or appropriate, approve policies and / or rules (and amend previously approved policies and / or rules) regarding the way in which specific portfolios are to be managed. In addition, the Executive Committee may, to the extent it considers it necessary and / or appropriate, approve Codes (and amend previously approved Codes) regarding the conduct of Members of the Club.

10. **SUB-COMMITTEES**

The Executive Committee shall have the power to create sub-committees for specific purposes. Persons who are not Executive Committee members may be appointed to a sub-committee. 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**

A Club Representative may be appointed by the Executive Committee to ensure the interests of the Club are fairly represented on any association in which the Club has an interest. The Club Representative shall be an Executive Committee member who has indicated their willingness to execute such duties and who has displayed the competence required for such a role.

12. **COUNCIL OF ADVISORS**

The Council shall be comprised of not less than two and not more than three Members, of good repute, who have been members of the Club for no less than 15 continuous years, who are not existing Executive Committee members. The role of Advisors is to advise on matters of policy and constitutional amendments or other matters which the Executive Committee, or a General Meeting, deem necessary for deliberation. Advisors shall individually report their findings and recommendations, also declaring any conflict of interest, in writing, and to present these at an Executive Committee meeting or General Meeting as required. Advisors shall be compensated for costs involved in performing their tasks as the Executive Committee or General Meeting deems necessary. Advisors can be elected at any General Meeting of the Club, and their term of office is 5 years. Nominations for Advisors shall be in writing and bear the signature of the nominee, the proposer and seconder, and, together with a proper motivation to hold office, shall be handed to the Secretary 7 days prior to the General Meeting. Election shall be by means of ballot. Advisors shall not have any executive authority.

13. **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:

- 13.1. A Chapter can only be formed with the approval of the Executive Committee. A minimum of 20 Chapter Members 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
- 13.2. Each Chapter Committee will consist of at least the following:
- 13.2.1. A Chapter Chairperson; and
 - 13.2.2. A Chapter Financial Officer; and
 - 13.2.3. A Chapter Secretary.
- 13.3. The Chapter Committee is responsible for arranging, conducting, funding and reporting back to

the Executive Committee on all regional events.

- 13.4. The Chapter Financial Officer is responsible for all Chapter financial management, in accordance with Club policy, 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 Financial Officer and the Chapter Chairperson.
- 13.5. The Chapter Committee will be elected at a Chapter Annual General Meeting in the same manner as that of the Executive Committee. The same provisions for a meeting quorum and notices apply to Chapter Members.
- 13.6. The Chapter Committee is fully responsible to the Executive Committee and is required to provide a written annual report, or when otherwise requested by the Executive Committee regarding the activities of the Chapter, which must be tabled at an Executive Committee meeting one calendar month after the Club's financial year-end.
- 13.7. All Regional events are open to all classes of Club Membership, except as restricted in the Club Constitution.
- 13.8. 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 Financial Officer, to be used for the funding of Chapter's activities as decided on by the Chapter Committee.

14. **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.

15. **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 Financial Officer and the Chairperson or by their alternate appointed member of the Executive Committee.

16. **ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS**

Entrance fees and annual subscriptions shall be determined by the Executive Committee. Annual subscriptions become due and payable on 1st January and shall be paid into the Club's bank account. 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. No entrance fees or annual subscriptions are refundable. The Financial officer shall submit, at each Executive Committee meeting, a list of those members whose subscriptions are unpaid.

17. **NOTICES**

- 17.1. All official notices, which shall be in writing, shall be deemed to have been duly sent when mailed, which shall include being sent by electronic mail. Every Member shall furnish the Membership Secretary with a residential address and / or a postal address and / or an electronic mail address. If an email address has been provided, notices will be sent to that address. If one has not been provided notices will be sent to the postal address. If a postal address has not been provided, notices will be sent to the residential address. The Membership Secretary must be notified promptly of any change of such addresses.

17.2. Notices to the Club must be sent to the address set out on the Club's website, www.lroc.org.za.

18. 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.

19. DISCIPLINE AND COMPLAINTS.

19.1. The Executive Committee shall be entitled to reprimand or expel a Member of the Club for gross misconduct, breach of the Member's obligations in terms of the Constitution or a Code or any conduct contrary to the spirit of the Club. Before possible expulsion or reprimand, the Member concerned may present his/her case to the Executive Committee.

19.2. All complaints against a Member shall be made in writing and must be submitted to the Executive Committee at least three days prior to an Executive Committee meeting.

20. INDEMNITY

20.1. Subject to the provisions of any relevant law, Members, Executive Committee members, duly appointed representatives or advisors of the Club shall be indemnified by the Club for all acts done by them in good faith on its behalf.

20.2. Subject to the provisions of any relevant law, no Member of the Club or appointed representative shall be liable for the acts or omissions of any other Member or Executive Committee member, or for any loss, damage or expense suffered by the Club, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

21. ALTERATIONS TO THE CONSTITUTION

The Constitution shall not be amended, rescinded or altered except at a quorate Annual General Meeting or Special General Meeting called for that purpose. A two thirds majority of Members present or voting by proxy shall be necessary to amend the Constitution. Any amendments to the Constitution will be submitted to the Commissioner for Inland Revenue.

22. 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, subject to rule 18.

Confirmed as the approved version of the Club's constitution, adopted at a duly constituted Annual General Meeting held on 20 February 2021.



Chairperson: _____

Date: 20 February 2021