

Proposed Amendment

CONSTITUTION OF THE PORSCHE CLUB OF SOUTH AFRICA – CENTRAL

February 2008

GENERAL EXPLANATORY NOTE

[] Words in bold type in square brackets indicate omissions.

_____ Words underlined with a solid line indicate insertions.

CONSTITUTION OF THE PORSCHE CLUB OF SOUTH AFRICA - CENTRAL

PREAMBLE

The PORSCHE CLUB OF SOUTH AFRICA – CENTRAL is a sports car club; a marque club for Porsche owners, enthusiasts and persons interested in the Porsche marque.

A. TITLE

The club shall be known as the PORSCHE CLUB OF SOUTH AFRICA – CENTRAL.

B. OBJECTIVES

The objectives of the Porsche Club of South Africa – Central, hereinafter referred to as “the Club”, are:

1. To promote the highest standards of courtesy and safety on the roads by Porsche owners and enthusiasts.
2. The enjoyment and sharing of goodwill and fellowship amongst Porsche owners and enthusiasts engaging in social and other events as may be agreeabled upon from time to time.
3. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
4. The establishment and maintenance of mutually beneficial relationships with the Porsche factory, Porsche dealers and other service sources; to the end that the marque shall prosper and continue to enjoy its unique leadership and position in automotive annals.
5. To interchange ideas and suggestions with other Porsche clubs throughout the world.
6. The establishment of **[mutually]** co-operative relationships with other sports car clubs, particularly through Motorsport South Africa and the Automobile Association of South Africa, so that all sports car enthusiasts may enjoy the interchange of ideas and competition in shared events with owners of other marques.
7. To maintain a register of the Club members **[of Porsche owners and enthusiasts]**.
8. To promote originality in Porsche engined vehicles and encourage interest in any other Porsche related matter.

C. COMMITTEE

1. (a) The Club shall be directed and its business transacted by a committee consisting of a President, Vice President, Secretary, Treasurer and no more than 10 more members, hereinafter referred to as "the Committee".
 - (b) The quorum for meetings of the Committee shall be 50% of all the members of the Committee plus one member. Meetings of the Committee shall be held at least 10 times annually. The President, if he deems necessary, may call extraordinary meetings in addition thereto.
 - (c) **[Furthermore the]** Membership of non-Porsche owners on the Committee is limited to 10% of the total number of members of the Committee.
2. The Committee shall be chosen annually by election at the Annual General Meeting of the **[Porsche]** Club.

[The quorum of members required at the Annual General Meeting is 30. Members shall be notified in writing of the date of the Annual General Meeting, such notification to be posted to members no less than 21 days before the date of the Annual General Meeting.]
3. (a) Nominations for the Committee shall be in writing and shall be addressed to the Secretary of the Club, **[and]** to reach the Secretary of the Club at least 14 days before the Annual General Meeting.
 - (b) Each nomination shall state the names and membership numbers of the nominee, proposer and seconder, as well as the portfolio for which the member is being nominated, together with the nominee's written consent to being nominated.
 - (c) The **[nominations]** nominees receiving the highest number of votes in respect of **[any]** the specific portfolio he/she has been nominated for shall **[be]** constitute the Committee for the incoming year.
4. To ensure continuity, the outgoing President may attend Committee meetings in an *ex officio* capacity with full voting rights for a period of **[twelve]** 12 months.
5. (a) The new Committee shall elect a President, Vice President, Secretary and Treasurer for one year of office.
 - (b) No member may qualify to be elected to the position of President unless he/she has served on the Committee for a period of **[1]** one year immediately preceding the year that he/she is nominated for the position of President.
 - (c) No member may serve as President for a period in excess of **[2]** two consecutive years at a time: Provided that the new Committee may by unanimous agreement extend the period of office of a President who has served for **[2]** two consecutive years, by a maximum period of **[1]** one year.

6. (a) The Committee shall have the power, by co-option, to fill any vacancy amongst its members for the unexpired portion of that member's term of office and/or to invite, by co-option, specific members who are not Committee members, to assist **[in] with** specific projects from time to time.
- (b) These co-opted members shall **[however]** have no voting rights during the period **[in] for** which they have been co-opted onto the Committee.
7. Every member of the Committee, including the President, shall be entitled to one vote at each Committee meeting or extra-ordinary **[or special]** meeting called by the President but in the event of a tie, the President shall **[be entitled to]** have a casting vote **[in addition to his ordinary vote]**.
8. (a) The Committee shall have the sole and discretionary power to appoint *ex officio*, a patron and any other such honorary member as they deem fit. In particular, visitors from other Porsche clubs worldwide may be eligible as temporary honorary members.
- (b) Proposals for the appointment of honorary members must be submitted to the Committee for approval and such appointments shall be ratified at each Annual General Meeting of the Club.
9. The Committee may, from time to time and at its discretion, obtain insurance of whatever nature for and on behalf of the **[Porsche] Club [of South Africa]** as it deems fit.
10. The Committee may at its discretion invest the funds of the Club, as it deems fit with any banking institution or any other similar financial institution.
11. (a) The **[regional]** Committee acknowledges the existence of approved sub-regional branches of the **[Porsche] Club [of South Africa]**, which will be **[answerable]** accountable to the **[regional]** Committee.
- (b) The sub-regional branches will have the power to elect their own committee members annually and determine the number of portfolios as the need arises. The sub-regional committees will consist of a **[Chairman]** Chairperson, Secretary, Treasurer and the total committee shall have no more than **[ten]** 10 elected committee members. The membership of non-Porsche owners on the sub-regional committee is limited to one per 100 members to the nearest 100.
- (c) The committee members of the different sub-regional branches shall consist of fully paid up members of the Club from the specific sub-region and shall comply with the same conditions of election as that laid down for the **[regional]** Committee.
- (d) The quorum for meetings of the sub-regional committees shall be **[fifty percent]** 50% of all the members of the committee plus one member [of the elected committee members present in person]. The quorum of members required at the Annual General Meeting of the sub-regional branch is **[ten]** 10.

(e) A certain percentage of the annual subscription fees emanating from a sub-region will be determined annually, after **[regional]** Committee consultation with the different sub-regional committees, and will be paid over and made available for use by the different sub-regional committees in that region.

(f) The Treasurer of every sub-regional committee will keep record of the financial status of the sub-regional branch and report at least annually or as and when required to the **[regional]** Committee in connection with the income and expenses of the sub-regional branch.

(g) If deemed necessary by the **[regional]** Committee, the **[regional]** Committee shall meet with the sub-regional committees, on no less than **[3] three** occasions annually, to discuss and finalise **[the following issues]** the percentage of the annual subscription fees emanating from the members of each sub-regional branch that will be retained by the **[National]** Committee to finance the administration and related matters of the **[Porsche] Club [of South Africa – Central]**. For the purpose of the **[3] three** meetings referred to above, each sub-regional branch shall be entitled to have one representative with voting power present for every 100 members in that region: Provided that where a region has 10 members or less, that region shall be entitled to send a representative to each meeting but such representative shall have no voting powers.

12. Members of committees of sub-regional clubs, registered with the **[Porsche] Club [of South Africa – Central]**, may attend meetings of the **[Regional]** Committee of the Club but the voting rights of such members are limited to one Committee member from each sub-regional club and no more. The **[Porsche] Club [of South Africa – Central]** may reimburse the travel and accommodation costs (pay the equivalent of two air tickets, economy class, annually) to the committee members of each sub-regional club, in order that they may attend, if they so desire, meetings of the **[Regional]** Committee of the **[Porsche] Club, [of South Africa – Central or]** any Special General Meeting or Extra-Ordinary General Meeting thereof.

D. DUTIES OF SECRETARY

The Secretary shall take minutes of all meetings of the Club and its Committees, and shall deal with all correspondence. The nature of the minutes taken by the Secretary shall either be in writing and/or by tape recording. In the event of a tape recording, such tape recording shall not be edited, but shall include the entire recording of the meeting and such recording shall be sealed after the meeting. The Secretary shall ensure that from time to time the records of the Club including the minute book, and the names and addresses of Club members are kept up to date.

E. DUTIES OF THE TREASURER

1. The Treasurer shall have charge of and maintain proper books of accounts of the Club's funds, which shall be deposited in the name of the Porsche Club of South Africa – Central at an approved financial institution, approved by the Committee from time to time. Such books of accounts shall be ledger, receipt book, address of all members, outstanding membership and any other such books of accounts, as the Treasurer may deem necessary.

2. (a) All accounts in the name of the Porsche Club of South Africa – Central shall be paid only after authorisation by the **[Regional]** Committee.
- (b) All cheques in payment of accounts shall be signed by two authorised members of the Committee.
- (c) The members of the Committee who are authorised to sign cheques are the President, Vice President, Treasurer and Secretary.
3. The Treasurer shall collect all subscriptions and other monies due to the Club. A copy of the annual accounts, duly audited by an auditor (being a member of the Institute of Chartered Accountants) and approved by the Committee, shall be available at the Annual General Meeting for inspection and comment and shall be presented by the Treasurer.
4. No funds of the Club may be loaned to a member of the Club unless every member of the Committee agrees thereto.

F. QUALIFICATION FOR MEMBERSHIP

1. Membership to the **[Central Region of the Porsche]** Club **[of South Africa]**, automatically includes membership to the National Club. Membership to the National Club is divided into membership to the different regions and is determined by the region in which the member resides.
2. (a) Membership shall be available to persons who own or drive a Porsche product, and to all Porsche enthusiasts, and other interested persons all of whom must be 18 years of age and over.
- (b) The Committee, in its sole discretion, shall have the power to reject any application **[without disclosing reasons]**.
- (c) Membership shall include his/her spouse: Provided that a member and his/her spouse shall jointly be entitled to one vote.
- (d) Membership of the **[Porsche]** Club **[of South Africa]** with respect to non-Porsche owners shall be restricted to 10% of the total members of the Club.
3. Annual membership shall be **[from the 1st October 2004 to 31 December 2005 and thereafter]** from 1 January to 31 December of each year.
4. Each member of the Committee and member of the **[Porsche]** Club **[of South Africa – Central]**, upon attaining membership, **[hereby undertakes to]** shall accept and abide by the Constitution of the Porsche Club of South Africa – Central and **[undertakes]** shall not **[to]** do anything which would bring the **[Porsche]** Club and/or the marque and/or any of its members into disrepute.
5. The members of the **[Porsche]** Club **[of South Africa – Central]** and their heirs and/or assigns and/or executors and/or trustees and/or administrators **[hereby]**

shall indemnify the [**Porsche**] Club [**of South Africa – Central**] and its Committee members against any legal action for damages or otherwise, in respect of any act or omission arising out of any event, social occasion, rally or meeting.

G. SUBSCRIPTIONS

Entry fees and subscriptions, payable on application for membership, shall be determined by the Committee from time to time and as the case may be. Subscriptions shall be due on **[the 1st of January 2006 and on]** the 1st of January each year **[thereafter]**.

H. DISCIPLINARY ACTION

1. The Committee shall be empowered to suspend, **[or]** expel or fine any member whose conduct it deems to be prejudicial to the interests of the [**Porsche**] Club [**of South Africa**] and/or the marque and/or **[to]** its members.
2. The offending member shall be required to **[place before]** furnish the Committee with a written explanation within 14 days of him/her being notified in writing of the allegations against him/her **[and in the event that]** where after the Committee **[reject such explanation, it]** may make such decision as it deems fit **[in the circumstances]**.
3. The decision of the Committee **[members present at the meeting]** shall be final **[and the member shall not be entitled to resort any legal action and/or arbitration in respect of such Committee's decision. Such penalized member shall be bound to accept the Committee's decision as final and binding]**.

I. ANNUAL GENERAL MEETINGS

1. (a) An Annual General Meeting shall be held each year and be composed of members of the [**Porsche**] Club [**of South Africa – Central**].
 (b) The quorum of members required at the Annual General Meeting is 30.
2. The President of the [**Central Regional Committee**] Club, or in his absence the Vice President, shall be the **[chairman]** chairperson of the meeting.
3. **[An Annual General meeting and a meeting at which a special resolution is to be passed shall be convened on not less than 21 days' notice.]**
 (a) Members shall be notified in writing of the date of the Annual General Meeting and a meeting at which a special resolution is to be passed (Special General Meeting), such notification to be posted to members no less than 21 days before the date of the General Meeting.
 (b) The notice period for the meeting shall be exclusive of the day on which it is served or deemed to be served and of the date of the meeting.
 (c) The notice of the meeting will specify the day and hour of the meeting and the business to be transacted there at.

4. (a) A member of the Club not able to attend **[an Annual]** a General Meeting may be represented by another member of the Club: Provided it is for *bona fide* illness, health, out-of-the-area business or holiday reasons.

(b) The member of the Club who will hold **[his/her]** a proxy vote **[provided that a proxy will]** shall be entitled to represent only one principal.

(c) Such proxy shall be in writing, duly signed and publicly announced at the start of the meeting.

5. The business of an Annual General Meeting shall be:

- To receive members credentials and proxy authorities
- To approve the agenda
- To confirm and otherwise deal with the minutes of the previous AGM
- To receive annual reports from the **[Chairman]** Chairperson, Treasurer & Secretary
- To receive and adopt the audited financial statements
- To elect a committee for the ensuing year
- To approve any proposal to repeal, replace or amend the Constitution, **[which]** after due notice **[shall]** thereof **[have]** has been given.

J. GENERAL MEETINGS

1. On receipt of a written application signed by at least 30 Club members, an Extra-Ordinary General Meeting shall be called by the Secretary.

2. The Secretary shall give 21 days' written notice of such a meeting to the Club members.

K. INCOME AND PROPERTY

1. The income and property of the **[Porsche]** Club shall be applied in the discretion of the Committee but generally towards the promotion of the objects for which the **[Porsche]** Club **[of South Africa]** has been founded.

2. The Committee shall be accountable to the **[Porsche]** Club for any excessive expenditure incurred during its term of office.

L. AMENDMENTS

1. **[Alterations to or additions]** Repeal, replacement and/or amendments to **[this Constitution]** the Constitution of the Porsche Club of South Africa - Central, shall be made at the Annual General Meeting or an Extra-Ordinary General Meeting after **[notice of such alterations or additions]** proposals for such repeal, replacement and/or amendments have been submitted in writing, to the Secretary, at least 30 days prior to the said meeting.

2. Approval of such **[alterations and/or additions]** repeal, replacement and/or amendments shall require a two thirds majority vote in favour, by the Club members attending. **[The necessary quorum of members must be obtained]**.

DATE: _____