

PORSCHE CLUB OF SOUTH AFRICA

CONSTITUTION

February 2012

PREAMBLE

The PORSCHE CLUB OF SOUTH AFRICA 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.

B. OBJECTIVES

The objectives of the Porsche Club of South Africa 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 agreeable 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 marquee 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, the AUTOMOBILE ASSOCIATION OF SOUTH AFRICA and SAMCA, 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. The Porsche Club shall be directed and its business transacted by a Committee consisting of a President, Vice President, Secretary, Treasurer and no more than ten more members. 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 ten (10) times annually. The President, if he deems necessary, may call extra-ordinary meetings in addition thereto. 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 thirty. Members shall be notified in writing of the date of the Annual General Meeting, such notification to be posted to members no less than twenty one (21) days before the date of the Annual General Meeting.
3. Nominations for the Committee shall be in writing and shall be addressed to the Secretary of the Porsche Club, and to reach the Secretary of the club at least fourteen (14) days before the Annual General Meeting. Each nomination shall state the names of the proposer and seconder together with the nominee's written consent to being nominated. The nominations receiving the highest number of votes shall be the Committee for the incoming year.
4. To ensure continuity the outgoing President may attend Committee meetings in 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 has served on the Committee for a period of one (1) year immediately preceding the year that he is nominated for the position of President.

- c) No member may serve as President for a period in excess of two (2) 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 two (2) consecutive years, by a maximum period of one (1) year.
6. 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 specific projects from time to time. These co-opted members shall, however, have no voting rights during the period in 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 / extra-ordinary / special meeting, but in the event of a tie, the President shall be entitled to a casting vote in addition to his ordinary vote.
8. 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. 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 Porsche 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 Porsche Club as it deems fit with any banking institution or any other similar financial institution.
11. a) The National Committee acknowledges the existence of approved Regional Branches of the Porsche Club of South Africa which will be answerable to the National Committee.
b) The Regional Branches will have the power to elect their own Committee members annually and determine the number of portfolios as the need arises. The Regional Committees will consist of a Chairman, Secretary, Treasurer and the total Committee shall have no more than ten (10) elected Committee members.

The membership of Non-Porsche owners on the Regional Committee is limited to one (1) per hundred (100) members to the nearest hundred (100).

- c) The Committee members of the different Regional Branches shall consist of fully paid up members of the Porsche Club from the specific Region and shall comply with the same conditions of election as that laid down for the National Committee.
- d) The quorum for meetings of the Regional Committees shall be fifty percent (50%) plus one of the elected Committee members present in person. The quorum of members required at the Annual General Meeting of the Regional Branches is ten (10).
- e) A certain percentage of the annual subscription fees emanating from a Region will be determined annually, after National Committee consultation with the different Regional Committees, and will be paid over and made available for use by the different Regional Committees in that Region.
- f) The Treasurer of every Regional Committee will keep record of the financial status of the Regional Branch and report at least annually or as and when required to the National Committee in connection with the income and expenses of the Regional Branch.
- g) The National Committee shall meet with the Regional Committees on no less than three (3) occasions annually to discuss and finalize the following issues :-
 - (i) The percentage of the annual subscription fees emanating from the members of each Regional Branch that will be retained by the National Committee to finance the administration and related matters of the Porsche Club of South Africa.
 - (ii) The percentage of the national sponsorships received by the National Committee to be distributed to the Regional Branches.
 - (iii) To finalize proposals for the venue, date and schedule of events for the Annual Porsche Parade as well as any other national events.

For the purpose of the three (3) meetings referred to above, each Regional Branch shall be entitled to have

one representative with voting power present for every hundred (100) members in that region, provided that where a region has ten (10) members or less, that region shall be entitled to send representative to each meeting but such representative shall have no voting powers.

12. Members of Committees of Regional Branches registered with the Porsche Club of South Africa may attend meetings of the National Committee but the voting rights of such members are limited to two (2) Committee members from each Regional Branches or more. The Porsche Club of South Africa may pay the equivalent of two (2) air tickets, economy class, annually to the Committee members of each Regional Branch, in order that they may attend if they so desire to meetings of the National Committee of the Porsche Club of South Africa or any Special General Meeting thereof.

D. DUTIES OF SECRETARY

The Secretary shall take minutes of all meetings of the Porsche 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 Porsche Club including the minute book, and the names and addresses of 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 Porsche Club's funds, which shall be deposited in the name of the Porsche Club of South Africa 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. All accounts in the name of the Porsche Club of South Africa shall be paid only after authorisation by the National Committee. All cheques in payment of accounts shall be signed by two (2) authorised members of the Committee. The members 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 Porsche Club. A copy of the annual accounts, duly audited by and 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 Porsche Club may be loaned to a member of the Porsche Club unless every member of the Committee agrees thereto.

F. QUALIFICATIONS FOR MEMBERSHIP

1. 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 eighteen (18) years of age and over. The Committee, in its sole discretion, shall have to power to reject any application without disclosing reasons. 'Membership shall include his/her spouse, provided that a member and his/her spouse shall jointly be entitled to one vote'. Membership of the Porsche Club of South Africa with respect to Non-Porsche owners shall be restricted to ten percent (10%) of the total members of the Porsche Club.
2. Annual membership shall be from the 1st of October to 30th of September the following year.
3. Each member of the Committee and member of the Porsche Club of South Africa upon attaining membership hereby undertakes to accept and abide by the Constitution of the Porsche Club of South Africa and undertakes not to do anything which would bring the Porsche Club and/or the marquee and/or any of its members into disrepute.
4. The members of the Porsche Club of South Africa and their heirs and/or assigns and/or executors and/or trustees and/or administrators hereby indemnify the Porsche Club of South Africa 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. Subscription shall be due on the 1st of October each year.

H. DISCIPLINARY ACTION

1. Members may not conduct themselves in any manner which is or may be deemed to be prejudicial or potentially prejudicial to the name, reputation and/or interests of the Club and/or its members (individually or collectively) and/or the marque.

2. Any conduct by any member which is deemed to be or is deemed to have the potential to be prejudicial to the name, reputation and/or interests of the Club, and/or its members and/or the marque shall be subject to a disciplinary inquiry at the sole discretion of the Committee.

3. The Committee may

3.1 in its sole discretion, either *mero motu* or upon receipt of written information, cause a disciplinary inquiry to be held if it deems it in the interests of the Club or its members or the marque to do so;

3.2 deal with any disciplinary matters itself and at any stage appoint and/or refer a disciplinary matter to the standing or an *ad hoc* committee as envisaged in paragraph 3.3 below;

3.3 appoint a standing or an *ad hoc* disciplinary committee consisting of as many people as the Committee deems meet, and which need not be comprised of paid-up members in the event of an *ad hoc* committee being appointed;

3.4 direct whether the disciplinary matter shall be dealt with at a disciplinary hearing or be disposed of solely on the documentation in its possession;

3.5 confirm or refuse to confirm any penalty imposed by a disciplinary committee or, in its sole discretion, may substitute such penalty with a penalty which it deems fair and appropriate in the circumstances, for which purpose it may (but shall not be obliged) to call for further submissions by the member concerned to be submitted within a time period directed by the Committee.

4. Any reference to the "the disciplinary committee" shall be a reference to the Committee, a standing disciplinary committee or an *ad hoc* disciplinary committee.

5. A member whose alleged conduct forms the subject matter of a disciplinary inquiry

5.1 shall be entitled to be informed in writing of the substance of the allegations against him/her to enable him/her to respond

thereto, which response shall comprehensively set out the facts and submissions which such member wishes the disciplinary committee to consider;

5.2 shall not be entitled to disclosure of the source of any information or of the documentation which caused the disciplinary inquiry to be instituted and/or held;

5.3 shall be obliged to furnish a written response, should he/she elect to do so, within 14 calendar days of despatch of the written information referred to in paragraph 5.1 above, failing which the disciplinary committee shall be entitled to dispose of the matter forthwith;

5.4 shall be entitled to written notice of a disciplinary hearing, unless otherwise agreed, of no less than 7 calendar days before such hearing;

5.5 shall only be entitled to legal representation at a hearing by an admitted advocate or attorney if specifically permitted by the disciplinary committee on written motivated application submitted at least 7 working days before any disciplinary hearing;

5.6 shall be entitled to be presented by any fellow paid-up member regardless of whether such member is an admitted advocate or attorney provided that in such an event, written notification of such representative shall be submitted to the disciplinary committee at least 48 hours prior to the hearing;

5.7 shall be entitled to make written representation to the Committee where a penalty imposed by a disciplinary committee is subject to confirmation by the Committee, provided that such representation is received not later than 48 hours prior to the meeting of the Committee where confirmation of the penalty will be considered.

6. The disciplinary committee may

6.1 consider any disciplinary matter solely on the documentation in its possession except where

6.1.1 the Committee has directed a hearing to be held; or

6.1.2 the disciplinary committee has decided and directed a hearing to be held in terms of paragraph 6.2 below;

6.2 decide and direct in its sole discretion at any time that a hearing be held;

6.3 in its sole discretion extend any time period allowed or directed within which a written response is to be furnished provided that

6.3.1 it does not unreasonably prolong the matter and that it is in the interests of justice to do so; and

6.3.2 any extension so granted does not have the result to extend

6.3.2.1 the commencement of a hearing beyond 2 (two) months from commencement of the disciplinary inquiry;

6.3.2.2 finalisation of the disciplinary inquiry beyond 3 (three) months from the commencement thereof.

6.4 in its sole discretion (but not be obliged to) resolve to disclose to a member whose conduct is the subject of a disciplinary inquiry the source of and/or documentation upon which it was decided to hold the disciplinary inquiry;

6.5 determine its own procedure during or at any disciplinary inquiry (which need not accord with the rules of evidence and procedure followed in a court of law);

6.6 impose the following penalties

6.6.1 termination of membership;

6.6.2 suspension of membership or the privilege to take up membership for a period not exceeding 2 (two) years unless the conduct of the member is serious enough to warrant a life-long ban from taking up membership;

6.6.3 the suspension of any permissible penalty, other than a reprimand, for a period not exceeding 4 (four) years on such conditions as it may deem meet;

6.6.4 a fine, also in conjunction with any other penalty which, for as long as it remains unpaid, shall automatically suspend the membership of the member concerned unless directed otherwise by the Committee;

6.6.5 a reprimand;

6.7 but not be obliged, to keep a record of any and all disciplinary proceedings during a disciplinary hearing.

7. A disciplinary inquiry shall be deemed to have commenced when

7.1 the Committee resolved to hold a disciplinary inquiry; or

7.2 when the information upon which a disciplinary inquiry is based, is received in writing, whichever is the earlier.

8. The imposition of any penalty imposed by

8.1 the committee sitting as a disciplinary committee shall be final;

8.2 a standing or *ad hoc* disciplinary committee (except where the penalty is a reprimand) shall be subject to confirmation by the Committee at its next meeting following the disciplinary inquiry where it is able to deal with such disciplinary matter.

I. GENERAL MEETINGS

On receipt of written application signed by at least thirty (30) members and Extra-Ordinary General Meeting shall be called by the Secretary. Twenty one (21) days written notice of such a meeting shall be given by the Secretary to the members.

J. INCOME AND PROPERTY

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

K. AMENDMENTS

Alterations to or additions to this Constitution, shall be made at the Annual General Meeting or and Extra-Ordinary General Meeting after notice of such alterations or additions have been submitted in writing, to the Secretary, at least thirty (30) days prior to the meeting. Such alterations and/or additions shall require a two thirds majority vote in favour, by the members attending. The necessary quorum of members must be obtained.