

# **MG CAR CLUB - JOHANNESBURG CENTRE**

## **CONSTITUTION**

### **1 IDENTITY AND AIMS OF THE CLUB**

#### **1.1 NAME AND AFFILIATION**

- 1.1.1 The name of the Club shall be the “MG Car Club, Johannesburg Centre”, hereinafter referred to as the “Club”;
- 1.1.2 The Club shall be affiliated to The MG Car Club Limited (UK) or its successors in title.

#### **1.2 LEGAL ENTITY**

The Club shall be a separate legal entity, entirely distinct from its members, and shall be capable of suing or being sued, acquiring, holding, disposing or alienating property, fixed or otherwise, or in any other manner of contracting in its own name.

#### **1.3 HEADQUARTERS**

The headquarters of the Club shall be situated in Johannesburg.

#### **1.4 AIMS AND OBJECTS**

The Aims and Objects for which the Club is established are the maintenance, preservation and enjoyment of MG cars. To achieve these, it will: -

- 1.4.1 Promote the sport and pastime of motoring in all its branches, encourage social activities between persons engaged in such sport or pastime, further the interests of owners, custodians and drivers of MG cars, and keep registers of all MG cars owned by members of the Club;
- 1.4.2 Promote, organise and hold motor car technical and race meetings and all types of tests, matches, competitions, displays, gymkhanas, fun runs, excursions, reliability trials, speed trials, speed hill climbs and other similar events for motor cars and offer awards and prizes in respect thereof where appropriate;
- 1.4.3 Extend to all owners, custodians and drivers of MG cars and their friends and to all persons interested in motor sport all the usual hospitalities, privileges, advantages, conveniences and accommodations enjoyed in connection with a club and actively cultivate reciprocal relations with kindred clubs and associations;
- 1.4.4 Consolidate all finances and property under one general authority for the social, recreational and sports activities and general benefit of members;
- 1.4.5 Co-operate by affiliation or otherwise with all or any other club or association concerned directly or indirectly with motoring in any of its many facets;
- 1.4.6 Encourage road courtesy and good driving;
- 1.4.7 Generally do all such things as may be deemed fit in the furtherance of the foregoing aims and objects.

### **2 MEMBERSHIP OF THE CLUB**

#### **2.1 ELIGIBILITY OF MEMBERS**

Membership shall be open to any natural person owning or acting as custodian of a MG car or in sympathy with the aims and objects of the Club.

#### **2.2 APPLICATION FOR MEMBERSHIP**

- 2.2.1 Persons applying for membership shall submit a duly completed and signed application on the prescribed form to the Secretary together with the appropriate fees.
- 2.2.2 On receipt of the application form and fees, probationary membership shall commence and endure for a period of three consecutive calendar months after which period the application will be processed in terms of rule 2.3.
- 2.2.3 The Committee may waive rule 2.2.2 if the applicant: -
  - 2.2.3.1 transfers from, or is a member of, another club comprising the MG Car Club Combined Southern African Centres or other club affiliated to the MG Car Club Limited (UK), provided that he produces a letter of introduction signed by the relevant club secretary confirming he is a member in good standing of such club;
  - 2.2.3.2 is the spouse or child of a Full Member;
- 2.2.4 Applicants shall be introduced to a member of the Committee by his proposer or seconder.

#### **2.3 ELECTION TO MEMBERSHIP**

- 2.3.1 The election of an applicant to member status shall be conducted at a meeting of the Committee and no applicant shall be elected unless he receives the votes of not less than two-thirds of the members of the Committee present and voting.
- 2.3.2 The Committee in its discretion shall determine the membership classification of the applicant in terms of rule 2.4, provided that the Committee in its discretion may change a member’s classification if the relevant circumstance of a member changes from time to time.
- 2.3.3 On election of each new member, the Secretary shall notify the same to him and furnish him with a copy of the Constitution together with a membership card.
- 2.3.4 The Committee shall not be required to give any reason for declining applications for membership.

2.3.5 A person whose application for membership has been declined may not re-apply for membership for a period of twelve months.

#### **2.4 CLASSES OF MEMBERSHIP**

There will be four classes of membership: -

2.4.1 Full Member: A person who owns or is the custodian of a MG car and the spouse of a Full Member. The Committee in its discretion may determine that, where an applicant is not the spouse of a Full Member, but the applicant and the Full Member live together in a permanent relationship, the applicant may qualify as a "spouse" for the purpose of this rule;

2.4.2 Associate Member: A person who subscribes to the Aims and Objects but who is not eligible under rule 2.4.1, provided that such persons shall have no voting rights in the affairs of the Club nor shall they exceed ten percent of paid up membership;

2.4.3 Junior Member: A minor child of a Full Member, or a person under age twenty-five who is a bone fide full time student, provided that such persons shall have no voting rights in the affairs of the Club;

2.4.4 Honorary Member: a person whom the Committee proposes at an Annual General Meeting in recognition of distinguished service to the Club or the MG car movement, which status shall, subject to rule 4.3, endure for life or for such period as the Committee recommends. Such person shall be entitled to all privileges enjoyed by, and shall be deemed to be, a Full Member without payment of entry and subscription fees.

#### **2.5 RIGHTS OF MEMBERS**

2.5.1 Membership of the Club does not and shall not give any member any right, title, interest, claim or demand in or to any of the monies, property or assets of the Club. Membership only confers the right and privilege of entering the Club subject to such restrictions and charges as the Committee may from time to time determine, and subject to the rules, by-laws and regulations of the Club in force from time to time.

2.5.2 The liability of members is limited to the payment of any amount owing by them from time to time in terms of this Constitution.

#### **2.6 ENTRY FEE AND SUBSCRIPTIONS**

2.6.1 The prescribed entry fee shall be payable on application for membership.

2.6.2 Annual subscription fees shall become payable on application for membership and thereafter at the beginning of each financial year, provided that an applicant's liability for the fee shall be pro-rated according to the number of calendar months remaining from date of application to the beginning of the next financial year.

2.6.3 Members whose subscriptions are in excess of three months in arrears shall cease to enjoy privileges of membership. If, after having been given reasonable notice of time in which to pay the subscription in arrears, the member remains in default, membership shall automatically lapse.

2.6.4 Payment or tendering the payment of entry and subscription fee shall be a distinct acknowledgement by a member or applicant that he is bound by the Constitution.

#### **2.7 RATE OF FEES**

2.7.1 Entry fee – As determined by a majority vote of Full members at a General Meeting or by the Committee in terms of rule 4.1.9, provided that the entry fee shall be waived for applicants eligible under rules 2.4.3 or 2.4.4 or who previously ceased membership whilst in good standing.

2.7.2 Annual subscription fees: -

2.7.2.1 Full Member – As determined by a majority vote of Full Members at a General Meeting or by the Committee in terms of rule 4.1.9; provided that the rate for Full Member qualifying as a spouse shall be reduced by 2/3rds;

2.7.2.2 Associate Member – 100% of the ruling annual subscription fee levied upon a Full Member;

2.7.2.3 Junior Member – 10% of the ruling annual subscription fee levied upon a Full Member, provided that no fee shall be levied in respect of a Junior Member who is the child of a Full Member;

2.7.2.4 Honorary Member – No fee shall be levied.

#### **2.8 RESIGNATION**

2.8.1 A member wishing to resign from the Club shall give notice in writing to that effect to the Secretary and shall forthwith pay to the Club all sums due by him.

2.8.2 Upon ceasing to be a member of the Club for any reason, such person shall forfeit all right to and claim upon the Club and its property and funds including entry and subscription fees paid, and shall return to the Club any Club badge issued to him as well as any Club property including trophies in his possession.

### **3 MANAGEMENT OF THE CLUB**

#### **3.1 COMMITTEE**

Management of the Club shall be vested in a Committee comprising not less than seven and not more than ten Full Members as defined in rule 2.4.1 and elected in terms of rule 3.2.

#### **3.2 ELECTION OF THE COMMITTEE**

3.2.1 Members of the Committee shall be elected at an Annual General Meeting to serve for one year, but shall be eligible for re-election.

3.2.2 Nomination of members for election to the Committee shall be in writing, signed by a proposer and seconder and the nominee, and handed to the Secretary not later than the advertised commencement time of the Annual General Meeting.

- 3.2.3 Immediately prior to retirement, the retiring Committee shall elect from its number three members, excluding ex-officio members appointed in terms of rule 3.3.3, to serve on the new Committee. The remaining members retire but shall be eligible for re-election.
- 3.2.4 Full Members, by way of secret ballot, will elect not less than four but not more than seven further members.
- 3.2.5 The retiring chairman, if not re-elected to the Committee, shall become an ex-officio member of the Committee for the ensuing year.
- 3.2.6 If a member of the Committee resigns or no longer continues to act in such capacity, the remaining members of the Committee shall be entitled to co-opt a Full Member to act in place of such resigned or retired member for the remainder of such resigned or retired member's period of office. If such member is the Chairman, then the Committee shall elect from its elected number a successor to that office.

### **3.3 ELECTION OF OFFICE BEARERS**

- 3.3.1 Immediately after the new Committee has taken office at an Annual General Meeting, nomination for the post of Chairman from amongst its number shall be called for from the floor, provided that only members who served on the retiring Committee shall be eligible for nomination, and provided further that a member may not serve as Chairman for more than three consecutive years. If more than one eligible person is so nominated, the Chairman shall be elected by Full Members on a show of hands. The Chairman shall have precedence and shall order the conduct of the Committee in such manner as he deems fit;
- 3.3.2 At the first Committee meeting after an Annual General Meeting the Committee shall, subject to rule 3.3.3: -
  - 3.3.2.1 elect a Secretary who shall be responsible for all correspondence, the keeping of relevant meeting minutes and the updating of the member list;
  - 3.3.2.2 elect a Treasurer who shall be responsible for recording all Club funds received, disbursed and retained;
  - 3.3.2.3 create further portfolios as it deems fit and elect from its number office bearers thereto;
  - 3.3.2.4 elect such number of delegates as may be required to serve on the MG Car Club Combined Southern African Centres or other affiliate club or entity committee.
- 3.3.3 The Committee may at its discretion, appoint a Secretary, Treasurer and/or magazine editor from without its number who are Full Members, in which event such appointee will be an ex-officio member of the Committee for the ensuing year.

### **3.4 LEAVE OF ABSENCE**

The Committee shall, on application, grant leave of absence to a member of the Committee for a period not exceeding three months.

### **3.5 DISQUALIFICATION AND DISCIPLINE**

- 3.5.1 Save for rule 3.3.2.4, no current or prospective Committee member may at the same time be elected to or stand for election or hold office in any other marque motoring club or association unless approved by majority vote at a General Meeting.
- 3.5.2 A member of the Committee who fails to attend three consecutive monthly Committee meetings without leave of absence shall ipso facto cease to be a member of the Committee.
- 3.5.3 If a member of the Committee, in the opinion of its remaining members, commits any wilful breach of the Constitution, by-laws and/or regulations of the Club, or uses his position or the name of the Club for personal gain or be guilty of conduct unbecoming of a Committee member or prejudicial to the interests or reputation of the Club, the remaining Committee members shall, after having given such Committee member reasonable notice in writing to be present at a hearing and reasonable opportunity of disproving the alleged breach or of explaining or justifying his conduct or defending his action, have the power to: -
  - 3.5.3.1 call upon the member in writing to resign from the Committee;
  - 3.5.3.2 resort to other disciplinary measures as set out in rule 4.3;
    - provided that any such action shall be decided by a two-thirds majority of the remaining members of the Committee present and voting.

## **4 POWERS AND DUTIES OF THE COMMITTEE**

- 4.1 In addition to the powers herein before conferred upon it, the Committee shall have the following powers: -
  - 4.1.1 To acquire by way of purchase, donation, exchange or lease or in any other manner, any property, movable or immovable or rights thereover, and likewise to sell, give, exchange, lease or otherwise alienate any such property or rights now acquired or to be acquired hereafter;
  - 4.1.2 To borrow money upon being authorised thereto by a majority of members polled at a General Meeting convened in terms of rule 6.6;
  - 4.1.3 To raise money in such a manner and upon such terms as it deems fit;
  - 4.1.4 To accept at its discretion any gift, endowment or bequest made to or for the benefit of the Club, and to carry out any trust allotted, stipulated or constituted in respect of any such gift, endowment or bequest;
  - 4.1.5 To appoint and at its discretion remove or suspend such attorneys, agents, secretaries, auditors, handicappers, referees, officers, stewards, starters, clerks, and servants for permanent, temporary or special service as it deems fit, and to vest them with such powers and to determine their duties and fix and vary their remuneration (if any) as it deems fit;

- 4.1.6 To institute, conduct, defend, compound or abandon, any legal proceedings by or against the Club or its officers, or otherwise concerning the affairs of the Club, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims by or against the Club;
- 4.1.7 To invest any funds of the Club in its discretion but without being personally responsible for losses incurred through investments made;
- 4.1.8 To open banking accounts in the name of the Club, and to operate thereon by drawing cheques, depositing cheques and monies therein or otherwise;
- 4.1.9 To review the rate of fees as provided for in rules 2.6.1 and 2.6.2 not more than once in any financial year and to make any change thereto, provided that any such change exceeding one hundred and ten percent of the previous rate of fee shall be ratified by a majority vote of Full Members at a General Meeting;
- 4.1.10 To do and perform all acts within the scope of the defined Aims and Objects unless such acts are specifically excluded or reserved to a General Meeting of members.

#### **4.2 BY-LAWS AND REGULATIONS**

The Committee has the power to frame such by-laws and regulations as it may deem necessary in pursuit of the Aims and Objects, provided however that: -

- 4.2.1 The Committee may rescind, alter or amend any by-law and regulation passed by that or any previous Committee should it deem fit to do so;
- 4.2.2 No such by-law or regulation shall be in conflict with the rules of this Constitution.

#### **4.3 DISCIPLINE**

- 4.3.1 Should any member in the opinion of the Committee commit any wilful breach of the rules of the Constitution or any by-law or regulation of the Club, or should any member be guilty of conduct unbecoming or prejudicial to the interests and/or reputation of the Club, the Committee shall, after having given such member reasonable notice in writing to be present at a hearing and reasonable opportunity of disproving the alleged breach or of explaining or justifying his conduct or defending his action, have the power to: -
  - 4.3.1.1 deprive such member of any or all rights, benefits, advantages or privileges of membership during such period as the Committee in its absolute discretion deems fit;
  - 4.3.1.2 call upon such member in writing to resign;
  - 4.3.1.3 expel such member;

provided that any such action shall be decided by a two-thirds majority vote of members of the Committee present and voting. Such decision shall be advised in writing to the member within seven days of the meeting at which such decision was taken, provided that the Committee shall state full reasons for its decision. No member shall have cause or legal action on account of wrongful suspension, deprivation or expulsion resulting from that decision.
- 4.3.2 A member disciplined in terms of this rule may, within seven days of receipt of the written decision referred to in rule 4.3.1, lodge an appeal against the said decision by setting out in writing the detailed grounds for the appeal and delivering it to the Chairman or Secretary.
- 4.3.3 Within fourteen days of receipt of the said appeal, the Committee shall request the Historic and Classic Car Commission of Motorsport South Africa, in writing, to appoint an independent and voluntary appeal tribunal within thirty days of such request comprising three persons who are members of the Commission. The tribunal shall elect a chairman from amongst its number. Any tribunal member compromised by a conflict of interest shall recuse himself from the appeal proceedings and another appointee shall take his place.
- 4.3.4 The Committee shall provide the tribunal chairman with the Committee's written decision as advised to the appellant and the appellant's written grounds of appeal, and the tribunal shall, within fourteen days of appointment, study such correspondence and either allow or disallow the appeal by advising the Committee of its decision.
- 4.3.5 If the appeal is disallowed, the Committee shall notify the appellant accordingly within seven days and the matter will be further dealt with as if no appeal had been lodged.
- 4.3.6 If the appeal is allowed, the tribunal chairman shall convene a hearing at a time and place mutually convenient to the tribunal, the Committee (represented by two of its number, at least one of whom shall be either the Chairman or Secretary) and the appellant but no later than 21 days after the tribunal's decision to allow the appeal.
- 4.3.7 The appeal tribunal shall: -
  - 4.3.7.1 hear arguments from both the appellant and Committee representatives in that order;
  - 4.3.7.2 not admit or hear new evidence not previously disclosed in the Committee's written decision and the appellant's grounds of appeal;
  - 4.3.7.3 decide the appeal after giving due consideration to the Committee's written advice, the appellant's written grounds of appeal and the oral arguments presented to it;
 

provided that neither the tribunal, the Committee nor the appellant shall be entitled to legal representation during the appeal hearing.
- 4.3.8 In deciding the appeal, the tribunal shall have the authority to: -
  - 4.3.8.1 confirm the Committee's original decision;
  - 4.3.8.2 substitute the Committee's original decision with another decision that is competent in terms of rules 4.3.1.1, 4.3.1.2 and 4.3.1.3;

- 4.3.8.3 substitute the Committee's original decision with a new finding.
- 4.3.9 The tribunal shall convey its finding in writing to both the Committee and the appellant within 14 days after the conclusion of the appeal hearing, and shall keep a full record of proceedings in an appropriate medium.
- 4.3.10 After handing down its finding, the tribunal will be functus officio.
- 4.4 OFFICE BEARERS**  
The Club and the Committee shall elect office bearers in accordance with rule 3.3.
- 4.5 MINUTES OF ALL MEETINGS**
- 4.5.1 Minutes shall be kept of proceedings at meetings of the Committee, Annual and any Special General Meetings, and proceedings of any ordinary General Meeting at which a resolution was proposed and voted on.
- 4.5.2 These minutes shall record the names of all members present, alternatively entered into a book to be kept for that purpose and, after being confirmed as a reasonably accurate record of such proceedings, such minutes shall be signed at the same time or at the next ensuing meeting by the Chairman or Committee member acting as Chairman at such meeting.
- 4.5.3 It shall be the duty of the Secretary to bring to the notice of the Chairman all matters that may have been reserved for consideration from a previous meeting.
- 4.5.4 A record of attendance at all Committee and General Meetings of each Committee member during the year shall be reported at the Annual General Meeting.
- 4.6 CONTROL OF EXPENDITURE BY COMMITTEE**  
No liabilities may be incurred on behalf of the Club otherwise than upon resolution of the Committee taken at a duly convened Committee meeting.
- 4.7 FINANCIAL YEAR**  
The financial year of the Club shall commence on the first day of January and end on the thirty-first day of June of the following year.
- 4.8 FINANCIAL BOOKS**  
As soon as is reasonable after the closing of each financial year but no later than two calendar months thereafter, the books shall be balanced and an income and expenditure statement and balance sheet shall be prepared.
- 4.9 PAYMENTS TO BE CERTIFIED**  
All vouchers for payment shall be certified either by the Chairman, Treasurer or other Committee member and passed for payment by the Committee.
- 4.10 BANKING**
- 4.10.1 All monies received shall be deposited in an account to the credit of the Club, and all cheques for deposit shall be endorsed by or notified to the Treasurer.
- 4.10.2 All withdrawals shall be by way of cheque signed by any two of three authorised signatories, namely the Chairman, the Secretary and the Treasurer, provided that the Committee may by resolution appoint for a specified period one of its members to sign as an alternate to the Chairman, Treasurer or Secretary;
- 4.11 CONTROL OF ALL FUNDS**
- 4.11.1 The Committee shall receive and control all monies accruing to or for the benefit of the Club and make payments on behalf of the Club.
- 4.11.2 The Committee shall not be permitted to distribute any profits or gains made by the Club to any person and shall be required to utilise Club funds solely for investment and the Aims and Objects for which the Club is established.
- 4.12 AUDITORS**
- 4.12.1 The Committee shall appoint from without its number an auditor on an annual basis, suitably experienced, to audit the accounts of the Club before presentation to members at an Annual General Meeting or otherwise.
- 4.12.2 It shall be the duty of the auditor to audit the books of the club as often as may be deemed necessary or as often as the Committee may direct and to report on his/her audit to the members of the Club.
- 4.13 COMMITTEE REPORT AND ACCOUNTS FOR ANNUAL GENERAL MEETINGS**  
The Committee shall present to the Annual General Meeting: -
- 4.13.1 a report of the affairs of the Club for the previous year;
- 4.13.2 a record of attendance of Committee members at Committee and General Meetings;
- 4.13.3 a statement of income and expenditure and a balance sheet at financial year-end duly certified by the auditor of the Club and signed by the Chairman.
- 5 COMMITTEE MEETINGS**
- 5.1 SCHEDULING OF COMMITTEE MEETINGS**  
The Committee shall meet for the despatch of business as often as may be necessary, but not less than once every month except between December and January when one meeting will suffice, at such date, time and place as may from time to time be decided upon.
- 5.2 QUORUM, VOTING AND CHAIRMAN**
- 5.2.1 A quorum for a Committee meeting shall be at least 50% its number, including ex-officio members, rounded up to the next whole number plus one.
- 5.2.2 All acts, matters or things authorised or required to be done by the Committee as such, and all questions that may come before it, shall be done and decided on a show of hands by a majority of the members personally present at any meeting.

5.2.3 At every meeting of the Committee, the Chairman if present shall preside and in the case of his absence the members present shall elect a chairman from amongst themselves to preside at such meeting.

### **5.3 CHAIRMAN – CASTING VOTE**

In the case of equality of votes, the Chairman of the meeting shall have a casting vote in addition to a deliberative vote.

### **5.4 ADJOURNMENTS OF COMMITTEE MEETINGS**

5.4.1 The members present at any meeting may from time to time adjourn such meeting.

5.4.2 If at any Committee meeting a sufficient numbers of members do not present themselves, the member or members present shall adjourn the meeting and if there are no members present then the Secretary shall adjourn the meeting.

5.4.3 The period of adjournment shall not exceed fourteen days.

### **5.5 SPECIAL COMMITTEE MEETINGS**

5.5.1 The Chairman may at any time, and shall at the request in writing of not less than three members of the Committee, call a special meeting of the Committee, provided that he shall cause a notice of the date, time and place of such intended meeting to be served on every Committee member personally at least twenty four hours before the commencement time of such meeting.

5.5.2 Such notice shall specify the object of the intended meeting and shall be signed by the Chairman or the Secretary.

5.5.3 Service of notice shall be capable of being delivered electronically provided that the Chairman or Secretary or their nominee verbally advises the intended recipients of such method of delivery.

### **5.6 SUB COMMITTEES AND PORTFOLIO ASSISTANTS**

The Committee may appoint: -

5.6.1 one or more sub-Committee deemed necessary to assist in the management of the Club. All acts done or decisions made by such sub-Committee in fulfillment of the purpose of its appointment, if adopted and minuted by the Committee but not otherwise, shall have like force and effect as if done by the Committee.

5.6.2 one or more members to assist Committee members in the execution of their portfolio duties decided under rule 3.3.2 provided that such an assistant shall not be a member of the Committee.

## **6 GENERAL MEETINGS**

### **6.1 QUORUM AND ADJOURNMENT**

6.1.1 A quorum shall comprise: -

6.1.1.1 for ordinary General Meetings, twenty five Full Members personally present;

6.1.1.2 for Annual or Special General Meetings, the greater of ten percent of paid-up Full Membership or twenty-five paid-up Full Members personally present.

6.1.2 Should there be an insufficient number of members present to form a quorum within fifteen minutes of the commencement time of the meeting, the meeting shall stand adjourned as follows: -

6.1.2.1 for ordinary General Meetings, until the scheduled date and time of the next following ordinary General Meeting;

6.1.2.2 for Annual or Special General Meetings, save for rule 6.1.2.3, the meeting shall be reconvened by the Secretary within fourteen days of adjournment, and the date, time and place of reconvention shall be advised to members upon at least seven days written notice when those present shall form a quorum;

6.1.2.3 for a Special General Meeting requisitioned by members in terms of rule 6.6.1, sine die.

6.1.3 No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

### **6.2 CHAIRMAN TO PRESIDE**

The Chairman or in his absence a member of the Committee shall preside at all General Meetings.

### **6.3 NOTICE OF MEETINGS**

6.3.1 At least fourteen days written notice shall be given of an Annual or Special General Meeting setting out place, date, commencement time and business of such meetings.

6.3.2 Ordinary General Meetings shall be held at a regular place, date and time each month. It shall not be necessary for specific notice to be given in respect of such meetings unless the place, date or time has for the time being been altered by the Committee in which event verbal notice at the preceding General Meeting shall suffice.

6.3.3 No member shall be entitled to object to any resolution taken at an ordinary General Meeting or to question the validity of it by reason of the fact that he was not personally present at the meeting at which notice thereof was given or at the meeting at which the resolution was taken.

### **6.4 DATE OF ANNUAL GENERAL MEETING**

The Annual General Meeting of the Club shall be held after the end of the preceding financial year but no later than three months thereafter.

### **6.5 BUSINESS OF ANNUAL GENERAL MEETING**

The following business shall be transacted at an Annual General Meeting: -

6.5.1 Presentation of financial statement comprising at least an income and expenditure statement for the preceding financial year and balance sheet at financial year end;

6.5.2 Report by the Committee on the affairs of the Club for the preceding year including the attendance register of Committee members at meetings;

6.5.3 Election of a new Committee for the ensuing year;

- 6.5.4 Election of Honorary Members, if applicable;
- 6.5.5 Any further business decided by the Committee and specified in the Notice convening the meeting;
- 6.5.6 Any other business of which special written notice, signed by at least five Full Members, has been given to the Secretary not less than seven days prior to the date of the meeting.

## **6.6 CALLING OF A SPECIAL GENERAL MEETING**

- 6.6.1 A Special General Meeting may be called by the Committee or by a written requisition signed by not less than ten Full Members delivered to the Secretary which sets forth clearly the nature of business such meeting is required to transact; no other business may be transacted at such a meeting.
- 6.6.2 The Secretary shall convene a meeting requisitioned by members no later than twenty-one days after the date of receipt of requisition.

## **6.7 VOTING**

- 6.7.1 Any resolution put to the vote at a General Meeting shall be decided by a show of hands unless a poll is demanded (before or at the declaration of the result by show of hands) by the Chairman or by not less than five Full Members personally present.
- 6.7.2 Unless a poll is demanded, a declaration by the Chairman that a resolution has, on show of hands, been carried, or carried unanimously, or by a particular majority lost, an entry to that effect in the book of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **6.8 CHAIRMAN - CASTING VOTE**

In the case of equality of votes at any General Meeting, the Chairman of the meeting shall be entitled to a second or casting vote in addition to a deliberative vote.

## **6.9 COUNT OF VOTES**

On a show of hands each Full Member personally present shall have one vote and on a poll or secret ballot each Full Member personally present shall have one vote.

## **6.10 ALTERATIONS TO CONSTITUTION**

- 6.10.1 The Constitution shall only be altered, whether by way of repeal, amendment, addition or otherwise, by a resolution passed by a majority of two-thirds of Full Members who are personally present at a General Meeting of which due notice has been given in terms of the Constitution.
- 6.10.2 Such notice shall set forth clearly and in detail the rule that is to be proposed for repeal, amendment, and addition or otherwise, at such meeting.

## **7 GENERAL**

### **7.1 INDEMNITIES**

- 7.1.1 Every office bearer and official appointed by the Committee shall be indemnified by the Club against all costs, loss and expense which he may incur or become liable for in the execution of his office unless such is incurred or occasioned by his own willful act or default. No office bearer or official shall be answerable for any act or default resulting in any loss, misfortune or damage to the Club or any of its members which may happen in the execution of his office or relating thereto unless such is incurred or occasioned by his own willful act or default.
- 7.1.2 Every office bearer and official appointed by the Committee shall be indemnified by every member in respect of any contract and undertaking made in good faith by such person with the sanction of the Committee for the benefit of the Club.

### **7.2 NON-RESPONSIBILITY FOR INJURY OR DAMAGE**

Every member participating in activities directly or indirectly organised or facilitated by the Club in pursuit of its Aims and Objects: -

- 7.2.1 holds the Club, its office bearers and officials harmless for any injury or damage howsoever caused to or sustained by him;
- 7.2.2 waives for himself, his successors, assigns and dependants any claim or claims which he or they might, save for this waiver, have against the Club, its office bearers and officials;
- 7.2.3 undertakes to conform to any legal requirements imposed from time to time by relevant authorities upon them in pursuing the Club's Aims and Objectives.

### **7.3 CAR BADGES**

Car badges, for which a deposit must be paid, are available to members. The badges remain the property of the Club and shall be returned to the Secretary upon cessation of membership when one half of the deposit will be refunded if the badge is in good condition. Such badges shall only be displayed on a MG motor car owned by or in the custody of a member. No member shall knowingly allow a car badge to leave his custody.

### **7.4 MEMBER INFORMATION**

The Club's membership list shall be confidential and may not be divulged, sold or otherwise publicised or disposed of without the prior approval of members in General Meeting, save that it may be disclosed by the Committee to members for the reasonable purposes of communication, assistance or otherwise.

**7.5 DISSOLUTION**

If upon winding up or dissolution of the Club there remains, after satisfaction of all debts and liabilities, any assets or property whatsoever, such assets or property shall be given or transferred, upon such terms and conditions as may be deemed fit, to or for the benefit of one or more of: -

- 7.5.1 the MG Car Club Combined Southern African Centres;
  - 7.5.2 other clubs or associations having aims and objects similar to the Aims and Objects of the Club;
  - 7.5.3 a public benefit charity;
- as determined by simple majority vote of Full Members personally present at a Special General Meeting called for this purpose in terms of rule 6.6, provided that a member who is also a member of or associated with a club, association or charity contemplated in rules 7.5.2 or 7.5.3 shall disclose his conflict of interest and abstain from voting.

**7.6 INTERPRETATION OF RULES**

- 7.6.1 In this Constitution, unless inconsistent with the context, the masculine shall include the other genders and vice versa, and the singular shall include the plural and vice versa.
- 7.6.2 If any doubt or dispute arises as to the proper construction or interpretation of any of the foregoing rules, or should any question arise which is not provided for in these rules, the matter or question shall be referred to the Committee whose decision shall be final and binding on all members. If the Committee cannot reach consensus, then the matter shall be referred to the committee of the MG Car Club Combined Southern African Centres for resolution and its decision shall be final and binding on all members.

**CONFIRMED A TRUE RECORD**

.....  
**CHAIRMAN**

.....  
**SECRETARY**

**DATE** .....

**DATE** .....