



# Constitution of the Four Wheel Drive Club of Southern Africa

## Port Elizabeth

### 1. NAME AND LEGAL STATUS

- 1.1. The name of the Club is "THE FOUR WHEEL DRIVE CLUB OF SOUTHERN AFRICA", referred to in this constitution as "The Club."
- 1.2. The Club is a juristic person, with perpetual succession, having all the powers in law of a juristic person, together with such powers as may be specifically conferred on it by this constitution.
- 1.3. All legal proceedings by and against the Club may be brought and defended in the name of the Club. The Chairman and Secretary shall have the power to institute and defend any such proceedings on its behalf any such proceedings on its behalf and in its name when authorized thereto by the Committee.
- 1.4. The liability of the Club and Committee members expressly limited to the amount, if any, of their unpaid subscriptions.

### 2. MAIN OBJECTIVES:

The main objectives of the Club are to:

- 2.1. Promote and maintain the right of the Club members and other four wheel drive vehicle owners and users to enter and enjoy private, public and State land, and to achieve this, to negotiate with national and local government, other public authorities, and private landowners to facilitate entry to such areas, and to encourage the development, improvement and maintenance of suitable areas, especially in close proximity to urban areas;
- 2.2. Provide information, instruction and advice about four wheel drive vehicles and their use, and about any related subjects to members, vehicle manufacturers, and other appropriate organizations;
- 2.3. Provide a source of and clearing house for information and news about four wheel drive vehicles, camping, touring, and any other related subjects;
- 2.4. Provide a service to assist civil authorities and others in times of natural or man-made civil disaster or emergency where four wheel drive vehicles may be useful or necessary, and to promote and maintain such services on a regular basis.
- 2.5. Maintain a conservation interest group and provide such services to government, quasi-government, public and private conservation bodies as may be appropriate, particularly where the use of four wheel drive vehicles may be useful or necessary;
- 2.6. Maintain and enforce a code of conduct for Club members: without limiting the general terms of the above, the code of conduct may deal with standards of behaviour, the use of four wheel drive vehicles by members, driving proficiency and courtesy, standards of equipment and environmental preservation;
- 2.7. Encourage the participation in and development of off-road motor sport by its members, and to organize and control off-road motor sport events;
- 2.8. Maintain a positive public image of the Club, its members and its objectives through active participation in the public media;
- 2.9. Develop and maintain such other interest groups or services as may be appropriate to the attainment of any of the objectives set out in this constitution.

### 3. ANCILLARY OBJECTIVES

In addition to the objectives set out in paragraph 2 above, the Club has whatever ancillary objectives may be necessary to enable it to achieve its main objectives.

#### **4. MEMBERSHIP**

The Club and its branches shall consist of persons who have applied for membership on the prescribed form, have paid the prescribed entrance fee and annual subscription, and have agreed to subscribe to, uphold, and be bound by objectives, rules and code of conduct of the Club.

- 4.1. The Club shall have the following classes of subscribing members:
  - 4.1.1. Ordinary members;
  - 4.1.2. Family members, which includes the spouse of the person signing the application form and their dependent children. For the purposes of this Constitution, dependent child means any unmarried, non-self-supporting child of either spouse, under the age of 21 years, and whose principal place of residence is with the member signing the application form;
- 4.2. The Committee shall have the discretion to award Honorary Life Membership to anyone who, in the opinion of the Committee is deserving of such membership in recognition for distinguished service to the Club.
- 4.3. The Committee may alter, delete, or create classes of membership from time to time, and may vary the terms and conditions of membership as it may deem fit, provided that no such amendment may take effect until the commencement of the next ensuing subscription year.
- 4.4. The Committee shall from time to time, but not more frequently than annually, determine the membership fees to be paid annually, and the entrance fees to be paid upon application to join the Club by each class member.
- 4.5. The Committee shall have the power to amend, suspend, cancel or transfer any class of membership at any time. Such power shall not be exercised arbitrarily, and any members affected thereby shall be given the opportunity to be heard. The Committee shall not be required to make its reasons for any such decision public.
- 4.6. Annual subscription shall be payable on or before the first day of January each year. The Committee shall be entitled to charge interest on overdue subscriptions, but any member whose subscriptions are more than three months in arrears shall automatically cease to be a member, and may only be re-instated as such on payment of the then current entrance and subscription fee, and with the express approval of the Committee.
- 4.7. The members present at the Annual General Meeting at which this constitution is adopted shall determine the date for payment of membership fees in the first year following its adoption.

#### **5. MANAGEMENT OF THE CLUB**

The administration, control and management of the affairs of the Club shall be vested in a Committee, constituted in terms of 6.1 below. The Committee shall be vested with all such powers as may be necessary or requisite to enable it to fulfil its task. Without limiting such general powers, the Committee shall have the following additional powers:

- 5.1. To administer, control and manage the affairs of the Club;
- 5.2. To open and operate accounts with any registered financial institution, to issue any negotiable instruments in any form for the purposes of the Club, and to invest and reinvest funds of the Club as it may deem fit;
- 5.3. To borrow money not exceeding 75% of the value of the Clubs' then current assets on reasonable commercial terms for the purposes of the Club;
- 5.4. Subject to ratification by the members of the Club in ordinary or special general meeting, for the purposes of the Club to secure the borrowing of funds by the pledge or mortgage of the Club's moveable or immovable property, to acquire or to sell, rent, hire, (or otherwise encumber or alienate any rights to) immovable property;
- 5.5. To frame such by-laws, rules and codes of conduct as may be necessary for the proper functioning of the Club;
- 5.6. To engage and remunerate administrative staff (including an administrative secretary) to assist in the administration of the Club, either on a part time or full time basis;
- 5.7. To approve and admit branches of the Club;
- 5.8. To hold enquiries and to take disciplinary action against any member or branch of the Club for any infringement of the objectives, rules, by-laws, and code of conduct of the Club.

- 5.9. To form such subcommittees as it may deem necessary, and to delegate to such sub-committees any of the powers with which it is vested; and to co-opt members of the Club to the Committee, either to fill casual vacancies on the Committee, or for the purposes of any specific task or function; and;
- 5.10. To form or permit the formation of special interest groups or sections of the Club, if the committee is satisfied that it is in the interests of the Club for such section to be formed. (In future, referred to as "Section/s") The Committee may require any Section to prepare and operate in accordance with rules of procedure or its own constitution which shall be subject to, and may not be in conflict with, the provisions of this constitution.

## **6. COMPOSITION AND ELECTION OF COMMITTEE**

- 6.1. The Committee shall consist of:
  - 6.1.1. Not less than three and no more than nine members of the Club, elected as set out below;
  - 6.1.2. Ex officio members appointed in terms of 6.7 below; and
  - 6.1.3. Any members of the Club co-opted in terms of 5.10 above.
- 6.2. Elected members of the Committee shall be elected at the Annual General Meeting of the Club, and shall hold office for a period of two years. At the end of each year, one half of the elected members of the Committee shall retire, but may make themselves available for re-election. The members retiring shall be those who have held office the longest, or shall be decided by lot, where necessary.
- 6.3. Co-opted members may be available for election to the Committee if properly nominated, but otherwise retire from the Committee at the end of the year, or on completion of the task for which they were co-opted, whichever occurs first.
- 6.4. Nominations for the Committee shall be signed by the Proposer and a Secunder, and by the nominee, and must reach the Secretary not less than seven days before the date of the Annual General Meeting. The Committee shall be entitled to allow nominations to be made at the Annual General Meeting, provided that no person may be nominated for the Committee unless his or her specific consent to the nomination has been obtained.
- 6.5. The election of Committee members shall be conducted by the Chairman, or any non-retiring member of the Committee, and shall be by show of hands.
- 6.6. The Chairman, manager, or other person responsible for the management of the affairs of each Section of the Club ("Section Leader") is automatically an ex officio member of the Committee. Such person shall hold office on the Committee for so long as he or she is the Section Leader for that Section.
- 6.7. The Section Leader shall appoint a member of his section as his deputy to attend meetings of the Committee in his stead whenever he is unavailable for any meetings, the Section Leader must ensure that this deputy is fully conversant with the affairs of his Section, and is properly empowered by the Section to take decisions on its behalf and to represent it at committee meetings.
- 6.8. No person/member of this Club, FWDCSA-PE, including all past, present or future members, may be elected to stand on the Committee of this Club while being a member or a Committee Member of any other four wheel drive club or any other club of similar interests.

## **7. ELECTION OF OFFICE BEARERS:**

At its first meeting after its election the Committee shall:

- 7.1. Subject to 7.5 below, elect from amongst its members (described in 6.1) a Chairman, a Vice-Chairman, a Meetings Secretary (referred to in this constitution as "the Secretary"), a Treasurer, and such other officers as may be necessary. A Committee member may hold more than one office, if so agreed to by the Committee.
- 7.2. Appoint from members of the Committee and the Club such standing committees and sub-committees for special purposes as it may deem necessary.
- 7.3. The Chairman may be elected to office for a maximum period of three years, where after he or she may not again be elected to that position during the next ensuing two years, provided that a Chairman may be removed from office at any time by special resolution of the Committee or the Club.
- 7.4. A committee member can stand three two year consecutive periods and then needs to stand down for at least one year.

7.5. To qualify for election to the office of Chairman, a candidate shall have been a member of this Club for not less than 12 months at the time of the election. This provision may be waived by Special Resolution of the Club.

## **8. PROCEEDINGS OF THE COMMITTEE**

- 8.1. The Committee shall meet whenever necessary, but not less than six years per year. The Secretary shall ensure that at least ten days written notice of each meeting is given to every member of the Committee. The notice shall be accompanied by the agenda for the meeting, and a copy of the minutes of the previous meeting. The Committee may dispense with or condone short notice of any meeting.
- 8.2. A quorum shall consist of one half of the members of the Committee. Each member of the Committee shall have one vote, and the Chairman shall have both a deliberative and a casting vote.
- 8.3. If a member of the Committee fails, without having obtained leave of absence, to attend three consecutive meetings of the Committee of which proper notice has been given, he or she shall be deemed to have vacated his or her seat and shall be so informed in writing by the Chairman. The Committee shall be entitled to condone absence from meetings on good cause shown by the member, and may grant a member leave of absence for a period not exceeding one year.
- 8.4. A special resolution of the Committee shall require a two thirds majority of the quorum present to adopt the motion. All other decisions of the Committee shall be by simple majority.
- 8.5. The Chairman, or in his or her absence, the Vice-Chairman, shall preside at all meetings of the Committee. If both the Chairman and the Vice-Chairman are absent, the members then present shall elect a chairman for the meeting from amongst them.

## **9. RECORDS AND ACCOUNTS**

- 9.1. The financial year end of the Club is from 1 January to 31 December of each year, or such other dates as the members in Annual General Meeting may determine. Any reference to a year in this constitution means the Club's financial year.
- 9.2. The Secretary shall ensure that proper minutes of all meetings of the Committee are maintained, and are kept in a suitably accessible and secure form. Any member of the Committee shall be entitled to inspect such records upon giving reasonable notice to the Secretary.
- 9.3. The Treasurer shall ensure that proper books and accounts of the business and affairs of the Club are kept in accordance with general accepted accounting practices applicable to a Club. Such books and records shall be available for inspection by any members of the Committee upon giving reasonable notice to the Treasurer.
- 9.4. The Treasurer shall prepare and present to each Committee meeting financial reports in a form reasonably required by the Committee. Such reports shall be made at least once a quarter.
- 9.5. The financial records of the Club shall be audited by a registered auditor at the end of each financial year. The audited accounts shall be tabled and presented to the members at each Annual General Meeting.
- 9.6. The Section Leader of each Section of the Club shall (unless excused therefrom by the Chairman) report to each Committee meeting on the affairs of the Section represented by him/her, and shall provide the Committee with proper and regular financial reports in the form required by the Committee.

## **10. AFFILIATION**

- 10.1. The Club may admit as affiliates any other club, society or organization having objectives essentially similar to our commensurate with those of the Club, as expressed in this constitution. Such admission shall be on such terms, including the payment of any affiliation fees, as the Committee may from time to time decide.
- 10.2. The Committee may decide by special resolution to apply for the affiliation of the Club to any other club, society or organization having objectives essentially similar to or commensurate with those of the Club, or if in the opinion of the Committee, such affiliation will further the aims and objectives of the Club.

## **11. ANNUAL GENERAL MEETING**

- 11.1. The Annual General Meeting of the members of the Club shall be held not later than three months after the end of the year, at such time and place as the Committee may determine. The first Annual General Meeting following the adoption of this constitution shall be held on a date to be determined by the members at the meeting at which this constitution is adopted.
- 11.2. Members shall be given not less than 21 (twenty one) days' notice in writing of the Annual General Meeting. The notice shall stipulate the time and venue of the meeting, and shall contain an agenda for the meeting. In addition, the notice shall contain a list of all current Committee members, together with their retirement dates, and in the case of retiring or co-opted members, whether they are available for re-election or election, as the case may be.
- 11.3. The business of the Annual General Meeting shall be to:
  - 11.3.1. Adopt, with or without modification, the minutes of the previous Annual General Meeting;
  - 11.3.2. Receive and consider the Annual Report of the Chairman and Committee on the activities of the Club during the preceding year;
  - 11.3.3. Consider and approve the audited financial statements for the preceding year;
  - 11.3.4. Consider any notices of motion submitted in writing to the Secretary not less than 14 (fourteen) days before the meeting;
  - 11.3.5. Elect auditors for the next financial year. Any proposal to nominate alternative auditors shall be submitted in writing to the Secretary not less than 14 (fourteen) days before the meeting;
  - 11.3.6. Transact any other business with the approval of the Chairman;
  - 11.3.7. Elect members of the Committee.
- 11.4. The quorum for the Annual General Meeting shall be the number of members with full voting rights present at the moment, provided that the number of members present exceeds the number of members of the Committee present. If a quorum is not present, the Committee shall adjourn the meeting for a period not exceeding 30 (thirty) days, to such time and place as it may determine. The number of members present at such adjourned meeting shall form a quorum.
- 11.5. The Chairman, or in his or her absence, the Vice-Chairman, shall preside at the Annual General Meeting. If both the Chairman and the Vice-Chairman are absent, the members then present shall elect a chairman from amongst them for the meeting.

## **12. SPECIAL GENERAL MEETING**

- 12.1. A Special General Meeting of the Club may be called by a special resolution of the Committee, or by a petition signed by no less than 25 (twenty five) members of the Club in good standing with voting rights.
- 12.2. Within 14 (fourteen) days of the special resolution of the Committee, or receipt of the petition referred to above, the Secretary shall convene a Special General Meeting on not less than 21 (twenty one) days written notice. The notice shall state specifically the purpose of the meeting, and shall contain the terms of the resolutions proposed for consideration at the meeting;
- 12.3. The provisions of clauses 11.4 and 11.5 shall apply to a Special General Meeting, mutatis mutandis;
- 12.4. Any resolution, except a resolution to annul or amend this constitution, or to dissolve the Club, shall be decided by a simple majority.

## **13. AMENDMENT OF THE CONSTITUTION**

- 13.1. The constitution may only be amended by a two-thirds majority of the members of the Club present in a Special General Meeting convened for that purpose in accordance with the provisions of clause 12.

## **14. DISSOLUTION OF THE CLUB**

- 14.1. The Club may be dissolved by a two-thirds majority of the members of the Club present in a Special General Meeting convened for that purpose in accordance with the provisions of clause 12. The meeting shall decide on the disposal of assets, provided that no assets may be distributed to the members of the Club.

## **15. VOTING RIGHTS**

The following are the voting rights of members whose subscriptions are not in arrears (members in good standing)

- 15.1. Ordinary members have one vote per member;
- 15.2. Family members have one vote per family.

## **16. ADOPTION AND RATIFICATION OF CONSTITUTION**

This constitution may be adopted by a two-thirds majority of the members of the Club present at the Annual General Meeting, provided that the notice convening the meeting also gave notice of the intention to present the constitution for adoption and ratification.

Once this constitution has been so adopted and ratified, it shall supersede all previous constitutions of the Club, which shall thereupon become of no further force or effect.

## **17. VALIDATION OF PRIOR ACTS**

- 17.1. Anything done by the Committee in good faith in terms of any previous constitution shall be deemed to have been in terms of this constitution. The adoption of this constitution by the Club members in Annual General Meeting shall ratify any such act or acts, notwithstanding any defect, procedural or otherwise, in the performance thereof;
- 17.2. Nothing done by the Committee in good faith shall be invalid merely because adequate or proper notice thereof has not been given as required by this constitution. The members of the Club in Annual or Special General Meeting shall have the power to rectify any prior act of the Committee, and in particular shall be entitled to waive proper or adequate notice of any meeting.

## **18. SETTLEMENT OF DISPUTES**

Any dispute as to the application or interpretation of this constitution shall be settled by resolution of the Committee, whose decision on such matters shall be final and binding on all members.

## **19. COPIES OF CONSTITUTION**

Each member of the Club shall be entitled to a copy of this constitution.

## **20. DATE OF CONSTITUTION**

This constitution may be referred to as the 2016 constitution.