



MG CAR CLUB

South Cape Centre

(Established February, 2007)

P O Box 58, Knysna. 6570
www.mgcarclubsc.co.za

CONSTITUTION

1. NAME

The name of the Club will be THE MG CAR CLUB – SOUTH CAPE CENTRE (hereinafter the Club).

2. STATUS

The Club operates under the direction of the MG CAR CLUB SOUTHERN AFRICAN COMBINED CENTRES and is affiliated to the MG CAR CLUB Ltd. (UK). The Club shall constitute a universitas having an existence independent of its members and capable of suing and being sued in its own name. The Club shall maintain in perpetuity a membership of not less than three members in good standing.

The Club has been approved for exemption from income tax with effect from 26th June, 2009, as it meets the requirements of a Recreational Club set out in section 30A(2) of the Income Tax Act No 58 of 1962 (the Act).

The Income Tax Exemption has been granted in terms of section 10(1) (c0) of that Act.

Annual receipts and accruals will therefore be subject to the provisions of section 10(1) (c0) of the Act and accruals and receipts from business activities which fall outside the parameters of that section will be subject to tax.

Donations made to or by the Club are exempt from Donations Tax in terms of section 56(1)(h) of the Act.

3. DOMICILE

The headquarters of the Club will be situated within the Western Cape.

4. OBJECTS

The object of the Club is to promote social and recreational amenities and facilities for members in a non-profit manner by:

- (a) assisting in the acquisition, preservation and maintenance of all MG cars. A register will be kept of all MG cars owned by members of the Club.
- (b) promoting, organizing and holding on a regular basis competitions, trials, displays, gymkhanas, excursions or other similar events for motor cars and to offer awards and prizes in respect thereof.
- (c) providing a club for owners and drivers of MG cars and their friends who share a common interest and which will facilitate the exchange of information among members with the purpose of fostering and maintaining the interest in MG cars. To assist in achieving this, regular

social meetings and events will be arranged. In addition, where possible, reciprocal relations will be cultivated with kindred clubs and associations.

- (d) The funds of the Club shall be utilized in furtherance of these objects and may be invested while being accumulated towards these objects. No portion of the profits, gains or funds of the Club may be distributed directly or indirectly to any person, other than in payment of *bona fide* expenses incurred for the benefit of the Club. The Club may make donations from time to time to only charitable Non-Profit Organisations.

5. INTERPRETATION

- (a) In this Constitution, the masculine shall be deemed to include the feminine and the singular include the plural when the context admits.
- (b) A member means a member of the Club whose application for membership has been approved by the Committee, whose subscription is not more than 3 months in arrears and who has not been suspended or expelled in terms of this constitution.
- (c) “In writing” hereinafter refers to distribution by email where available, or by post, at the last address supplied by the member.

6. MANAGEMENT

- (a) The affairs and activities of the Club shall be governed by the Committee (as defined in Clause 9) which shall have full powers and authority to do and perform all acts within the scope of the objects of the Club as defined in this Constitution.
- (b) The Committee shall be assisted in its management of the Club by any member or by any other committee(s) which may be deemed necessary to be formed as and when determined by the Committee.
- (c) Three persons who are nominated by the Committee and who are not connected persons in relation to one another will accept the fiduciary responsibility of the Club.
- (d) No single person will directly or indirectly control the decision making powers of the Club.

7. MEMBERSHIP

- (a) Any person who owns or drives a MG car or any person who subscribes to the Objects of the Club may apply for annual membership by submitting an application form together with the entrance fee and first subscription as prescribed by the Committee. The Committee may thereupon, by resolution, elect the applicant to membership or reject the application in their absolute discretion and without being obliged to give any reason for rejection. The Fees shall be returned in the event of rejection.
- (b) On the election of a new member, the Secretary shall notify him of his election, send him a copy of the Constitution of the Club, issue a club

membership number and enter his name on the Membership Register. The member shall then be entitled to vote.

Payment of the subscription shall be a distinct acknowledgement on the part of any member that he is bound by the Constitution of the Club.

- (c) A member may be elected by the Committee into one of the following classes which are defined forthwith:
 - (i) **FULL MEMBERSHIP:** will be open to those who fulfill the requirements in Clause 7(a) above.
 - (ii) **HONORARY MEMBERSHIP:** may be proposed at the discretion of the Committee for any person who has rendered outstanding service to the Club. This proposal shall be voted on by members at a General Meeting and shall be approved by a two-thirds majority of those present.
- (d) Any member deliberately infringing the rules of the Club or of any competition or event connected with the Club or whose conduct appears likely to bring the Club into ridicule, contempt or disrepute may be:
 - (i) Suspended forthwith by notice in writing, or verbally given, by the Chairman duly authorized by virtue of a resolution to suspend such member passed by the Committee. The suspended member shall not be entitled to participate in Club affairs and shall have no voting right until such time that the suspension is revoked by the Committee;
 - (ii) Expelled from the Club by a majority vote of the Committee after an enquiry at which the member shall have been invited to be present.
- (e) Any person shall, on ceasing to be a member of the Club, forfeit all rights to and claims upon the Club and its funds and shall return any Club property which may be in his possession.
- (f) Members are not allowed to sell or otherwise transfer their membership rights or any entitlement in terms thereof.

8. SUBSCRIPTIONS AND ENTRANCE FEES

- (a) Entrance fees and subscriptions shall be determined and revised from time to time by the Committee. This will be done at a Committee Meeting by a majority vote and members shall be informed of any changes following that meeting.
- (b) The Club shall be entitled to raise an annual subscription from each of its members for the purpose of meeting the expected expenses of managing and administering the Club. Annual Subscriptions shall be due and payable on the 1st January each year. Any payment by any member to the

Club shall be exclusive of bank charges and no refunds shall be considered under any circumstances.

- (c) Any person joining the Club after 1 July and up to 31 October in any year shall be liable for only half the annual subscription. Thereafter a full subscription would be accepted and taken as payment for the following year.
- (d) Any member whose subscription is three months or more in arrears shall not be entitled to vote and will be liable to have his membership cancelled by the Committee.
- (e) Any member wishing to resign shall give notice in writing to the Secretary.
- (f) A person whose application for membership has been rejected or a member who has been expelled under Clause 7(d) shall not again apply for membership within 6 months of the rejection or expulsion.

9. COMMITTEE

- (a) The Committee shall consist of the following positions:
 - Chairman
 - Vice-chairman
 - Secretary
 - TreasurerAdditional members elected in terms of Clause 9(b) hereof or co-opted in terms of Clause 9(e) hereof.
- (b) The Chairman and the other members of the Committee shall be elected at the Annual General Meeting and will retire annually but may offer themselves for re-election. The various portfolios will be allocated to the elected members of the Committee at the first Committee Meeting following an Annual General Meeting and the members shall be informed of these details.
- (c) A Newsletter Editor who may or may not be a member of the Committee shall be appointed in accordance with Clause 6(b).
- (d) Members of the Committee shall be full members of the Club or spouses or partners of such members.
- (e) Members of the Committee shall be entitled to co-opt other members to the Committee should they in their discretion deem this to be necessary.
- (f) If, during the period between successive Annual General Meetings and the election of members to the Committee, one or more of those Committee members including the Chairman become unable to fulfil their obligations to the Club, and should the remaining Committee members not fulfil the requirement of a minimum of four Committee members in terms Clause 10(d)(ii), then the remaining Committee members shall be obliged to co-

opt to the Committee, other persons eligible in terms of Clause 9(e) hereof to fill the vacant positions subject to ratification by the members at the following General Meeting. Any Committee member not present in person at two consecutive Committee Meetings without good reason acceptable to the Committee shall be deemed as not fulfilling his obligations to the Club and to have resigned as a Committee member. This vacancy may be filled by any member elected by the Committee.

- (g) The Chairman shall represent the Club in all matters but may delegate this responsibility to an alternative Committee member where appropriate.

10. MEETINGS

(a) Annual General Meeting:

- (i) Shall be convened by the Committee once in every calendar year before the end of March. No less than fourteen (14) days' notice thereof shall be given to the members in writing. The notice shall be accompanied by the agenda for the Meeting and a call for nominations for Chairman and Committee. A signed acceptance of nomination shall be lodged with the Secretary of the Club before commencement of the Annual General Meeting.
- (ii) The business of an Annual General Meeting shall be to approve the minutes of the previous Annual General Meeting, to approve the Annual Financial Statements of the Club for the previous financial year, to review any report of the outgoing Chairman or Committee, to elect a new Chairman and Committee and to award the Club trophies. Any other business, approved by the Committee and included in the notice, shall also be transacted.
- (iii) Matters for discussion and requiring a resolution must reach the Secretary not later than twenty-one (21) days before the meeting.

(b) Special General Meeting:

- (i) Shall be called at any time by the Committee for the purpose of conducting any special business, the urgency of which is such that, in the opinion of the Committee, it cannot be delayed until the following Annual General Meeting.
- (ii) A Special General Meeting shall be called by the Committee within 21 days of a request by not less than 5 members who must state their reason for a meeting.
- (iii) The Committee shall forthwith give not less than fourteen (14) days' notice of a Special General Meeting in writing to the members stating the venue and the reason for the meeting.
- (iv) The business of a Special General Meeting shall be restricted to the matters detailed in the notice convening it. The Chairman of the meeting may allow amendments to such resolutions if, in his

opinion, they are necessary or desirable in order to clarify the resolutions or render them more practicable.

- (c) Committee Meeting:
Shall be held as and when circumstances so demand at the Chairman's discretion or at the request of two Committee members.
- (d) Quorums:
Subject to the provisions of Clause 10(j) hereof, quorums shall be constituted as follows:
 - (i) Fifteen (15) members, present or by proxy, at General Meetings.
 - (ii) 4 Committee members present at Committee Meetings
- (e) The Chairman of the Club shall be entitled to take the chair at any meeting. If he is not present at the stipulated time of the meeting, then subject to the provisions of Clauses 10(d)(i) and (ii), the members present shall elect another member as Chairman of the meeting.
- (f) Voting:
 - (i) Each member entitled to vote in terms of Clause 7 (b) shall have one vote. All decisions shall be by majority vote unless otherwise stipulated by the Chairman. The Chairman of the meeting shall have an ordinary vote which he must exercise simultaneously with the other members, as well as a casting vote which he may if he wishes, exercise in the event of an equal vote. Spouses or partners of members elected to the Committee shall have a vote in respect of Committee matters only.
 - (ii) Unless otherwise specified by the Chairman on good cause shown and at his sole discretion, voting shall be confirmed by a show of hands.
 - (iii) Proxy.
Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing and lodged with the Chairman of the meeting prior to commencement thereof. A proxy may be appointed in writing by a Committee Member to vote at a Committee Meeting on his behalf provided that the said proxy shall be a member of the Club.
 - (iv) At the Committee's discretion, resolutions, other than those applying to a change in the constitution, may be approved by the Club other than in General Meeting, provided they are approved in writing or by email by a simple majority of all members.
- (g) The declaration of the Chairman as to the passing or defeat of a resolution shall be conclusive unless a recount is immediately demanded.
- (h) The accidental omission to serve any notice on any member before the meeting shall not invalidate any resolution passed at any meeting of members.

- (i) The Committee shall cause minutes of their meetings and of General Meetings to be recorded, and such minutes, when signed by the Chairman of the meeting, or the Chairman of a subsequent meeting, shall be conclusive evidence of the transactions at that meeting. Such minutes shall be made available to members on request.
- (j) Adjournment:
 - (i) If within half an hour of the time appointed for the holding of a General Meeting, a quorum is not present, the Meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum. All members of the Club shall be forwarded notice of such adjourned Meeting by email.
 - (ii) If within half an hour of the time appointed for the holding of a Committee Meeting, a quorum is not present, the Meeting shall stand adjourned to a convenient place and time within one week, and if at such adjourned Meeting, a quorum is not present within half an hour from the time appointed for holding the Meeting, the members present shall call a Special General Meeting to elect a replacement Committee and the existing Committee shall be dissolved.

11. FINANCE

- (a) The Club's Financial Year shall run from 1st January to 31st December each year.
- (b) The Treasurer shall collect and be responsible for all monies due to the Club and shall place the same to the credit of the Club in a Bank without reasonable delay. The Treasurer shall activate an internet banking link to the Club bank account to facilitate the Club's banking business and shall provide a monthly financial report to the Committee at each Committee Meeting. The monthly financial report shall be signed by the Treasurer and countersigned by the Chairman or Secretary.
- (c) The annual Financial Statements, reviewed by a suitably qualified independent person, shall be submitted at each Annual General Meeting.
- (d) The ownership of all property and assets which the Club may acquire, both moveable and immoveable, shall be vested in the Committee.

12. INDEMNIFICATION

- (a) No member shall receive any remuneration for services rendered to the Club other than in respect of the refunding of bona fide expenses. No member to whom any aspect of the management and administration of the Club has been delegated by the Committee or a member thereof shall be liable to the Club or to any member thereof

or to any other person whomsoever for any act or admission or omission by such member acting in good faith and without gross negligence on the member's behalf.

- (b) The Club shall in no way be liable for, or for the recovery of, damages in respect of loss or injuries sustained by members.
- (c) Members and their guests shall sign the official SAMCA indemnity forms.

13. AMENDMENT OF CONSTITUTION

- (a) No amendment or addition to this Constitution shall be made except at an Annual or a Special General Meeting. Members shall be notified of the details of any proposed amendments or additions in writing not less than fourteen (14) days prior to the meeting at which they will be discussed.
- (b) An amendment to this Constitution shall require the acceptance of seventy-five (75) percent of members present, or by proxy, at a General Meeting. All members shall be notified of any changes following that General Meeting.
- (c) Any change to this constitution shall be submitted to the Commissioner of the South African Revenue Services within thirty (30) days of the adoption of such change.
- (d) The recreational club is not or was not knowingly a party to, or does not knowingly permit or has not knowingly have permitted itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have been become payable by any person under the Income Tax Act or any other Act administered by the Commissioner for the South African Revenue Service.
- (e) The recreational club will submit the required returns for income tax together with the relevant supporting documentation.

14. WINDING UP

Upon the winding up or liquidation of the Club, the Committee shall be obliged to transfer the assets remaining, after the satisfaction of all liabilities of the Club, to another club having objects similar to those in Clause 4 above provided that such club has been approved by the Commissioner for the South African Revenue Services in terms of section 10(1)(cO) of the Income Tax Act, 1962 (Act 58 of 1962). If such a club cannot be found to the satisfaction of the Committee, then the guidance of the Chairman for the time being of the MG CAR CLUB COMBINED SOUTHERN AFRICAN CENTRE shall be requested for this purpose.

Approved at AGM 9 March 2023

Chairman.....date.....

Treasurer.....date.....

Secretary.....date.....