

CONSTITUTION OF
THE PRETORIA OLD MOTOR
CLUB

1. NAME AND HEADQUARTERS

The name of the club is: “**PRETORIA OLD MOTOR CLUB**” (POMC) or “**PRETORIA OUMOTOR KLUB**” (POMK) in Afrikaans and the headquarters of the club shall be in Pretoria.

2. AIMS, OBJECTIVES AND POLICIES

- 2.1. The restoration, preservation and operation of suitable vehicles as defined by *Southern African Veteran and Vintage Association (SAVVA)* and the promotion of any activities in the furtherance of these aims.
- 2.2. The encouragement of motoring activities, road courtesy and good driving.
- 2.3. The creation and maintenance of a recreational facility for all members and their families to show-case their vehicles, promote interest, share knowledge and stimulate talks, lectures and debates relating to aspects mentioned in clause 2.1.
- 2.4. Arrange activities such as social meetings, car shows, fun-runs as well as reliability and time trails to encourage display and use of historic vehicles.
- 2.5. In order to fulfil the aims and objectives as stipulated in clauses 2.3 and 2.4 above, the club shall ensure the obtaining of a club liquor licence.
- 2.6. Co-operation by affiliation or otherwise with all other bodies, institutions or clubs concerned or involved directly or indirectly with motoring in any of its many facets.
- 2.7. Generally to do all or any of the foregoing things that may seem to be fit to the Committee hereinafter referred to.
- 2.8. Not to be or become involved in anything that has a political, race, gender or religious connotation.

3. LEGAL MATTERS AND DEFINITIONS

3.1. Legal Entity

- 3.1.1 The POMC is a voluntary association, 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, including the right to acquire property in its own name, both moveable and immoveable.

3.1.2 All legal proceedings by and against the POMC may be brought and defended in the name of the POMC. The Chairperson, Vice-chairperson and/or the Secretary of the POMC, shall have the power to sign all documents pertaining to the execution of decisions of the POMC from time to time.

3.1.3 The liability of the members of the POMC and/or Committee is limited to the unpaid amount, if any, of their subscriptions.

3.2. Chairperson

The Chairperson, Vice-chairperson and/or the Secretary of the POMC, being duly authorised by the Committee, shall have full power to sue and defend all legal proceedings instituted by or against the Club - and for that purpose, shall have power to sign all powers of attorney, legal authorities and documents required.

3.3. Vice-Chairman

In the event that the Club Chairman is not available to fulfil any of his functions, the Vice-Chairman will take his place, failing which, the Committee shall appoint a member to take his place.

3.4. Constitution

Members may alter, repeal, vary or amend the Constitution of the Club in whatever manner they think fit, by majority of two thirds at a General Meeting of the members; provided that at least 30 days' written notice of the intended amendment(s) is given to the members, provided further that the notice convening the meeting shall contain a copy of every proposed amendment, rescission or addition.

3.5. Interpretation

The Committee shall be the sole authority for the interpretation of this Constitution and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club shall be final and binding upon members.

3.6. Indemnification

Committee members and other officials shall be indemnified by the members of the Club in respect of all responsible contracts and undertakings for the benefit of the Club made by such persons with the sanction of the Committee.

3.7. Liability

The Club shall in no way be liable for any damages suffered by whomsoever or

any other compensation in respect of injuries sustained by, or damage caused to property of its members, their relatives or guests/friends or any visitors on Club premises or at any Club activities.

3.8. Code of Conduct

Payment of membership fees shall be a distinct acknowledgement by any member that he is bound by the current Constitution of the Club.

3.9. Definitions

In this Constitution, save where specifically noted inconsistent with the context, the masculine shall include the feminine, the singular shall include the plural, the plural shall include the singular, and the reference to member or members shall be interpreted as member(s) in good standing i.e. as having paid his membership fees to date.

4. ELEGIBILITY, TYPES OF MEMBERSHIP AND TERMINATION OF MEMBERSHIP

4.1. Membership shall be open to any person or body corporate, deemed by the Committee to be in sympathy with the aims, objectives and policies of the Club. Applications for membership must be on the prescribed form, which shall be signed by two members as proposer and a seconder and forwarded to the Secretary with the appropriate fees.

4.2. On the approval of a new member, the Secretary shall notify him of his acceptance and shall send him a copy of the Constitution of the Club.

4.3. There will be various classes of members of the Club, namely:

4.3.1 Founding members, being those who were present at the first meeting on 4th April 1966.

4.3.2 Ordinary members, being those who have paid their annual membership fees.

4.3.3 Country members, being those residing 100 kilometres or more from POMC clubhouse in Pretoria.

4.3.4 Junior members, who shall be between the ages of 16 and 25 years, and who have to be full-time students. They shall not be entitled to take part in the management of the affairs of the Club, nor shall they be entitled to vote, but shall be eligible for points and awards. Junior members will annually provide documentary proof of still being a full time student or by default become ordinary members.

4.3.5 Honorary members, who shall be any person who has in the unanimous opinion of the Committee, rendered outstanding service to the Club. They may

be elected for life or for such period as the Committee may decide.

4.3.6 Family members, being spouses, life partners and dependent children of members who shall enjoy all privileges of members, except the right to vote at meetings and the right to receive separate communications. Dependent children will have to re-apply annually.

4.3.7 Life members, who have purchased Life Membership before 30 June 1993, will retain their Life Membership, but no further Life Memberships will be sold after this date.

4.3.8 Body Corporate Members, where only one member of the body corporate shall be entitled to vote but other members shall enjoy all other privileges. Communications, including the newsletter shall be sent to the body corporate.

4.3.9 Social Members, being persons applying for social membership who shall do so by completing a prescribed form. The Committee will approve those applications on merit. A social member will have no voting powers or any other privilege, other than using the bar facilities

4.4. Membership can be terminated by:

4.4.1 Resignation. Written communication by the member to that effect.

4.4.2 Cancellation. Any member, being two months in arrears with membership fees shall be liable of having his membership cancelled by the Committee without prejudice to the right of the Committee to take such action as they may deem advisable to recover the amount due.

4.4.3 Expulsion. Any member, who by a majority vote of the Committee, shall have been found guilty of conduct rendering it desirable that he should cease to be a member, may be expelled from the Club by the Committee after an enquiry to whom the member shall have been invited, in writing, to be present, provided, however, that such member shall have a right of appeal against the decision of the Committee to a special General Meeting.

4.5. **Return of Club Property:**

Any member whose membership terminates for whatever reason, will forfeit all rights and claim upon the Club and its funds, and shall return immediately any Club property which may be in his possession.

5. SUBSCRIPTIONS

5.1. An entry fee and annual membership fee will be levied. Such entry fee and membership fee will be determined at the discretion of the Committee, provided that any such determination or alteration shall always be confirmed by an Annual General Meeting on a yearly basis.

- 5.2. The annual membership fee shall become due on the 1st September each year. Anyone accepted as a member of the club after the 1st September of a particular year, shall be liable for a pro rata membership fee in the sole discretion of the Committee.
- 5.3. Country members shall pay full entry fee, junior members, spouses, dependent children and family members will not pay an entry fee.
- 5.4. Country members shall pay fifty per cent of the annual membership fees and junior members as determined by the committee. Membership fees for country, junior, and family members will be rounded up to the nearest multiple of five Rand if required.
- 5.5. The Committee may waive or reduce entry or membership fees in deserving cases.

6. MANAGEMENT AND ADMINISTRATION

- 6.1. The body of members has a responsibility for the management and administration of the affairs of the Club and delegates this to the Committee for implementation and execution.

- 6.2. The financial year of the Club shall be from the 1st September to the 31st August of the following year.

6.3. General meeting

- 6.3.1 Notice in writing shall be given at least 14 days before the General Meeting to every member by sending such notice to the member's preferred address, which could be his postal, e-mail (or any electronic medium) or fax address; provided that in the event of a motion for the amendment, rescission or an addition to the Constitution, 30 days written notice to members is compulsory.

- 6.3.2 Fifteen per cent of the members of the club, physically present, shall form a quorum for each General Meeting. If no quorum of members is present at any meeting, then such a meeting stands adjourned to the same time and day in the following week at such place as the Committee may determine and, notwithstanding anything herein below contained, the number of members present at such adjourned meeting shall constitute a quorum for such meeting, but only the business of the original meeting shall be discussed.

- 6.3.3 Every member of the Club shall have one vote at a General Meeting except in the case of equality of votes, when the Chairman shall be allowed an extra or casting vote. A member may appoint another member as a proxy in writing, provided that a member may only have a maximum of two proxies of other members entitled to vote at a General Meeting. Voting will be by a show of hands unless any member present requests voting in secret, in which case the meeting will be adjourned for a maximum of thirty minutes to make the required arrangements.

6.4. Annual General Meeting

6.4.1 A general meeting of the members shall be held within three months from the end of the financial year, which meeting shall be called the Annual General Meeting.

6.4.2 The business of the Annual General Meeting shall be to receive and consider the Statement of Comprehensive Income, the Statement of Financial Position and the Report of the Committee, the Budget for the ensuing year and any business arising there from. If the club was directly or indirectly involved in any other business, or any business arising there from, the financial statements, as well as an activity report by the responsible person(s) of that entity shall also be received and considered.

6.4.3.1 The standard agenda for an Annual General Meeting will be:

- Welcome and Apologies
- Reading the notice convening the meeting, quoting the number of members present and if such number equals or exceeds the required quorum, declaring the meeting properly constituted.
- Adoption of minutes of previous Annual General Meeting and any Special Meeting minutes
- Matters arising from the previous minutes not dealt with elsewhere in the agenda.
- Chairman's report.
- Report on activities of any club venture.
- Table Financial Statements of the club and adoption thereof.
- Table accounts of any other venture if applicable and adoption thereof.
- Determination or confirmation of all fees for ensuing year.
- Determination of spending limit of Committee.
- Motions.
- Election of new Committee members,
- General.
- Close of meeting.

6.4.3.2 Written nominations for Committee members must be submitted at least 14 days prior to the date of the Annual General Meeting to the Secretary, signed by the nominee and the nominator.

6.4.3.3 Election takes place by secret ballot.

6.4.3.4 The newly elected members of the Committee shall convene immediately after the conclusion of the Annual General Meeting for purposes of election of a Chairperson and discussing any other matter the Committee deems fit.

6.4.3.5 The Committee Secretary and Treasurer (if elected members of the new Committee) are to remain in office until the office bearers for the ensuing year have been elected by the Committee.

6.5. Special General Meeting

A Special General meeting of the Club shall be called by the Secretary if demanded by a written requisition signed by at least 15 members. Any such requisition shall set out clearly and concisely the reason why the signatories require a meeting to be held, and the text of all motions to be proposed at such meeting. Such meeting shall be called within twenty one days after the presentation of such requisition to the Secretary.

7. OPERATION OF THE COMMITTEE

The management and control of the Club shall be delegated to a Committee consisting of not more than ten members, except as provided for under 7.6 below.

7.1. Composition of the Committee

7.1.1 The Committee shall elect from its members at least a Chairman, Vice-chairman, Secretary, Treasurer and a SAVVA delegate.

7.1.2 In the event that a Club Chairman is not available to fulfil any of his functions, the Vice-Chairman will take his place, failing which, the Committee shall appoint a member to take his place.

7.1.3 If a Secretary and/or Treasurer cannot be appointed from Committee members, such office bearers will be additionally appointed at the discretion of the Committee from outside the Committee. If these co-options exceed the ten positions, they will have no voting rights.

7.1.4 Should a member of the Committee resign or be absent for more than three consecutive meetings without reason, the remaining members of the Committee shall be entitled to co-opt a member of the Club to act in the place of the retired member for the remainder of such retired member's term of office.

7.1.5 The outgoing Committee shall appoint four Committee members who will remain on the Committee for the ensuing year. The remaining members shall retire, but shall be eligible for re-election.

7.1.6 The retiring Chairman, if not re-elected as a member of the Committee, may become and *ex officio* eleventh member of the Committee with voting rights for one year.

7.1.7 A Chairman can be elected for three consecutive terms after which he has to step down as Chairman. After one year he will once again be eligible for election as Chairman.

7.1.8 A quorum for a Committee Meeting shall be five of the serving members or all Committee members should serving Committee members be less than five.

7.1.9 Any member of the Committee found to have used the name of the Club for his personal gain and/or financial benefit, shall be liable to have his membership suspended or terminated.

7.2. Duties of the Committee:

7.2.1 Implementation and upholding the Constitution of the Club.

7.2.2 Arrange General Meetings and implement the resolutions.

7.2.3 Consider applications for membership.

7.2.4 Arrange events of interest to members.

7.2.5 Maintain liaison with SAVVA and other regulatory bodies and ensure compliance to their requests and applicable instructions.

7.2.6 Determine fees.

7.2.7 Enhance facilities and image in the interests of the Club, including braai and bar facilities. In the interest of good governance, at least one committee member must supervise the bar facility.

7.2.8 The business and resolutions of any General Meeting or Committee Meeting shall be recorded by the Secretary in a minute book, which shall be signed by the Chairman as correct after adoption by the next meeting.

7.2.9 The Treasurer shall ensure that true and correct books of account of the affairs of the Club are kept, which he shall submit to all Committee Meetings. He shall also ensure the annual stock taking of all assets of the club and ensure the preparation of the Final Accounts and may, through the Committee, solicit suitable assistance to prepare these Final Accounts, or perform an audit.

7.3. Powers of the Committee:

The Committee shall have the following powers provided at least 80% of the Committee members with voting rights are in favour:

7.3.1 To acquire/dispose of any movable or immovable property for/of the Club, calculated to benefit its members or to advance its objectives, providing that the approval of a General Meeting be obtained regarding the acquisition or disposal of such property above a specified amount limit per transaction. Such amount limit will be reviewed annually at the Annual General Meeting.

7.3.2 To appoint and remove or suspend such attorneys, agents, secretaries, auditors, handicappers, referee, officers, stewards, starters, clerks and servants for the payment of services as they think fit, and to invest them with such powers to determine their duties and fix, vary, suspend and stop their

remuneration (if any) as they think fit.

- 7.3.5 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.
- 7.3.6 To invest any funds of the Club at their discretion, but without being personally responsible for losses incurred through investments made, except when grossly negligent.
- 7.3.7 To open banking accounts in the name of the Club, and to operate thereon. Payments shall be facilitated by the Treasurer or Secretary and one other Committee member.
- 7.3.8 To refuse membership without having to supply reasons.
- 7.3.9 To refuse access to Club premises or attendance at Club events without having to supply reasons.

8. HONOURS AWARD

- 8.1. The highest honour the POMC can bestow upon a member for dedicated and loyal service to the POMC will be the POMC Club Honours.
- 8.2. POMC Club Honours may be awarded only to a Member in any class of Membership, who has been a member of the club for a minimum uninterrupted period of 10 years.
- 8.3. The following rules shall apply to the nomination and awarding of POMC Club Honours:
 - 8.3.1 A nomination seconded by two members shall be presented to the Chairman on or before the end of March annually for consideration by the Committee before their term expires.
 - 8.3.2 Nominations shall only be made or seconded by a member who has been a member in good standing for an uninterrupted period of two years preceding the nomination.
 - 8.3.3 Nominations shall be submitted to the Chairman who will notify committee members of the nominations received at the April committee meeting, table it for discussion during the May committee meeting and for approval at the June committee meeting annually.
 - 8.3.4 POMC Club Honours shall only be awarded by a two thirds majority vote.
 - 8.4.5 Voting shall be by secret ballot. The Honours award consists of an Honours Name Badge and an Honours Certificate.

8. INCOME

- 8.1. The income and property of the POMC, when so ever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Club; provided that nothing therein shall prevent the payment in good faith for remuneration to any employee or person acting on behalf of the Club in return for any service actually rendered to it.
- 8.2. The mentioned preferential tax treatment relates to a special tax dispensation in terms of Section 10(1)(c0) of the Income Tax Act (the Act); donation tax exemptions in terms of section 56(1)(h) and certain capital gains tax concessions.
- 8.3. No surplus funds will directly or indirectly be distributed to any person unless the remuneration is reasonable and for work done or for services rendered or for materials supplied to the POMC.
- 8.4. No remuneration will be paid to any person, which is excessive having regard to what is generally considered reasonable in the sector and in relation to the service rendered, nor may any remuneration be determined as a percentage of any amounts received or accrued to the POMC.
- 8.5. The sharing of expenses by various members does not generate additional taxable income for the League and it is to this extent that the POMC enjoys preferential tax treatment as set out hereunder.
- 8.6. The Committee is obliged to submit a copy of the financial statements and an annual income tax return.
- 8.7. In order to qualify for preferential tax treatment, the POMC will submit the necessary application form and also annual income tax returns together with the relevant supporting documents thereto to the Commissioner for the South African Revenue Service.
- 8.8. The POMC shall not knowingly be a party to, or shall not knowingly permit itself to be used as a part of any transaction, operation or scheme of which the sole or main purpose is or will be the reduction, postponement or avoidance of liability for any tax, duty or levy that would have been or would have become payable by any person under the Income Tax Act or any other act administered by the Commissioner for the South African Revenue Service.
- 8.9. The POMC shall appoint a place in the Republic of South Africa at which any notices or instruments under the Income Tax Act may be served or delivered on the POMC. The Committee shall inform the Commissioner for the South African Revenue Service of such address.

- 8.10. The Committee shall inform the Commissioner for the South African Revenue Service within 14 days of the change in representative or service address.

9. WINDING UP AND DISSOLUTION

- 9.1. The POMC may be wound up, dissolved or amalgamated with another body by a two third majority consent of the members of the Club represented in a special or annual meeting convened for that purpose. The meeting shall decide on the disposal of assets. Assets, or their proceeds, may however only be distributed to:
- 9.1.1 Any other association, league or club that enjoys a tax exempt status as a recreational club in terms of Section 30A of the Income Tax Act and then only if the assets are divided *pro rata* amongst all such member leagues; and or
- 9.1.2 Any public benefit organisation as envisaged in paragraph (a)(l) of the definition of a 'public benefit organisation' in Section 30(l) which has been approved in terms of Section 30(3) of the Act, and which has similar purposes as the League; and or
- 9.1.3 Any institution, board or body which is exempt from tax in terms of Section 10(1)(cA)(i) of the Act which has as its sole or principal object the carrying on of any public benefit activity.

Amended at the POMC Annual General Meeting held on 6 November 2019.