



**South African  
Formula "M" Racing Club**

## **THE CONSTITUTION**

**OF THE**

**SOUTH AFRICAN FORMULA "M" RACING CLUB**

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1. This Constitution has been adopted at a special general meeting of the Club held at **RIVERPARK COUNTRY CLUB** on the **11<sup>TH</sup> OF OCTOBER 2000**.
2. This Constitution replaces all and every previous Constitutions and any amendments thereto, that may have existed as on date of acceptance of this Constitution as well as all resolutions taken at meetings of the **CLUB** which may be in conflict with any stipulation hereof.

**NAME OF CLUB**

3. The name of the Club is:  
**SOUTH AFRICAN FORMULA "M" RACING CLUB** (herein referred to as the **CLUB**).

**OBJECTS**

4. The objects of the **CLUB** shall be to operate and function as a body corporate for the purpose of promoting, fostering and encouraging Formula "M" racing, consisting of open wheel single seater racing cars propelled by motor cycle engines primarily in the region Witwatersrand / Vereeniging / Pretoria (Gauteng), but also throughout South Africa, and for that purpose to do and / or cause to be done any such act or thing as the committee of the **CLUB** shall deem fit to futher the aforesaid object. The existing Western Province club does not form part of the **CLUB**.
5. In particular to promote the **CLUB** as a vehicle for competitors under the age of 16 (sixteen) years to compete in motor racing and to develop their racing driving skills.
6. To operate as an affiliated member of the body controlling South African Motor Sport.
7. To act as a disciplinary body with the guidance and assistance of South African Motor Sport Control.

**INDEPENDENT LEGAL PERSONALITY**

8. The **CLUB** is, through its Constitution, and by its objects and its activities, acting as a separate legal persona with perpetual succession, and with the capacity to acquire and hold property for itself and apart from its members, and likewise to acquire other rights and incur obligations, and to sue and be sued, for and by itself and apart from its members.  
hold such assets for itself as distinct from its individual members, and the individual members shall have no right in / or to any property or other assets of the **CLUB**.

10. Any obligations incurred by / or on behalf of the **CLUB** shall be incurred for the **CLUB** itself, and to the exclusion of the individual members.
11. Under no circumstances shall the assets of the **CLUB** or any part thereof be distributed to members in the form of a dividend or a share out of profits or remaining funds and in the event of the **CLUB** being dissolved the assets shall be handed over to such other body having similar objects to that of the **CLUB**, as the committee may decide.
12. The **CLUB** may sue or be sued in its own name and the decision to sue or defend any suit shall vest in the committee of the **CLUB**.

### MEMBERSHIP

13. Those who are existing members of the **CLUB** and those who shall in future be admitted as members on payment of such entry fee and annual subscription as the committee shall from time to time decide, if applicable, shall be the members of the **CLUB**.
14. Anybody interested in Formula "M" Racing, whether as a competitor or otherwise, shall be entitled to apply for membership of the **CLUB**.
15. The committee of the **CLUB** is empowered to consider such applications, and to accept or decline them in their discretion.
16. Only members of the **CLUB** shall be entitled to compete in Formula "M" events.
17. Where a member is a minor under the age of 16 (sixteen), his / her voting rights shall vest in his / her parent / guardian, such parent / guardian also be deemed to be a member of the **CLUB** without having to pay any extra entry or annual subscription fee, and without having any separate voting rights.
18. Except as otherwise provided for in this constitution any member who fails to pay his due entry and / or annual subscription fee on or before the due dates as determined by the committee, shall automatically be suspended as a member until such fees are paid, during which period such member shall not inter alia have any right to vote or to compete at any meeting.
19. Any payment made by cheque is received subject to the acceptance and payment thereof by the drawer's bank. Any **CLUB** membership or participation in an event / meeting is subject to such cheque being honoured, in default of which it shall be deemed that such person did not become a member or did not participate in such event / meeting.
20. The committee shall be entitled to elect honorary or life members, based on exceptional service to the **CLUB**, such members having full voting rights but absolved from having to pay any fees.

### ANNUAL SUBSCRIPTION

21. An annual subscription shall be payable by paying members of the **CLUB** on or before the **31<sup>ST</sup> of January** in each year, subject thereto that no member shall be entitled to compete in any event in a calendar year before such annual subscription has been paid.
22. No member shall be entitled to a refund of an entry or annual subscription fee lawfully levied.

### MANAGEMENT OF THE CLUB

23. All the business and affairs of the **CLUB** shall be managed and controlled by the committee. The committee in office from time to time shall act as trustees of the property, assets and other rights of the **CLUB**, which property, assets and rights shall be held for and on behalf of the **CLUB** itself and to the exclusion of the individual members.
24. The committee shall exercise its authority in the best interests of the **CLUB**.

### COMMITTEE

- 25.1 Committee members are to be elected by members of the **CLUB** as provided for in this constitution;
- 25.2 Committee members need not be existing members of the **CLUB**;
- 25.3 Non-members of the **CLUB** becoming members of committee automatically become members of the **CLUB** with full voting powers;
- 25.4 Committee members are absolved from paying entry / annual subscription fees only for such period/s that they serve on the committee.
26. The number of members on the committee shall be determined from time to time by the members at an annual general meeting, subject thereto that the committee itself, during its term of office, shall be entitled to add additional members or decide not to fill vacancies.
27. The committee shall consist of at least the following members:  
A Chairman, Vice-Chairman, Secretary, Technical Chairman, Senior Driver Representative, Junior Driver Representative, Timekeeper.
28. The committee shall be entitled to elect sub-committees to assist it in its duties, but shall have no voting power. Sub-committee members need not be members of the **CLUB**.
29. The committee shall hold office until the next annual general meeting, subject to 36.4, whereupon they shall retire but shall be eligible for re-election.

30. The members of the committee, in the capacities in which they shall serve, shall be elected at each annual general meeting.
31. During their term of office the committee may fill any vacancy in their number. Any member so appointed shall hold office until the next annual general meeting when he / she shall retire and be eligible for re-election.
32. The committee may appoint another person to act as an alternate committee-member during the absence or inability of any member, such alternate committee-member having the powers and be subject to the duties of the absent member.
33. An alternate member shall cease to hold office if the absent member ceases to a member of the committee, or when he returns to office.

#### **VALIDITY OF ACTS OF COMMITTEE-MEMBERS AND INDEMNITY**

34. Any act performed by any committee-member shall, notwithstanding that if it is after the performance of the act discovered that there was some defect in the appointment or continuance of such member, be as valid as if such member has been duly appointed or had duly continued in office.
35. Every member of the committee shall be indemnified by the CLUB against all costs, losses, expenses and claims which the CLUB may incur or become liable for by reason of any act done by him in the discharge of his duties, unless such costs, losses, expenses or claims are caused by the mala fides or grossly negligent act or omission of such person.

#### **RESIGNATION OR DISQUALIFICATION OF COMMITTEE-MEMBERS**

36. A committee member shall cease to hold office as such-
  - 36.1 If by notice in writing to the committee he resigns his office;
  - 36.2 If, by majority resolution, the committee claims his resignation;
  - 36.3 If he is convicted of an offence which involves dishonesty;
  - 36.4 If, by resolution of a general meeting of the CLUB, he is removed from his office, provided that the intention to vote upon the removal from office has been specified in the notice convening the meeting, in which event the general meeting may appoint another committee member in place of any member so removed.

#### **POWERS GRANTED TO THE COMMITTEE**

37. The committee shall have all such powers and authorities as are allowed in law, and shall be entitled, on behalf of the CLUB, to do any act of which a natural person is capable except such acts as are expressly prohibited in terms of this Constitution.

38. Without limiting its general powers as aforesaid the committee shall-
- 38.1 Determine the annual subscription payable by members, and collect such subscriptions;
  - 38.2 Approve or reject all applications for membership, and determine the entry fee to be paid;
  - 38.3 Acquire, hold, encumber, or dispose of property, assets or other rights on such terms as it may decide;
  - 38.4 Resolve whether to sue or to defend any suit, and take all steps to implement any such resolution;
  - 38.5 Pay affiliation and capitation fees to the controlling authority of Motor Sport;
  - 38.6 Issue membership cards;
  - 38.7 Keep and maintain the **CLUB** records;
  - 38.8 Arrange the purchase and supply of club insignia.
  - 38.9 Issue supplementary regulations as defined in the general competition rules of the Motor Sport division of AASA;
  - 38.10 Act as a disciplinary body to, and in the event of misconduct, take such disciplinary action against a member, including expulsion, as it may deem fit;
  - 38.11 Continually scrutinise the constitution and propose amendments if the necessity arises;
  - 38.12 Borrow monies required by it in the performance of its functions or the exercise of its powers and to secure the repayment of monies borrowed;
  - 38.13 Invest any monies of the fund not immediately required;
  - 38.14 Open a running banking account or accounts in the name of the **CLUB** and to operate thereon;
  - 38.15 Determine the signatories of cheques;
  - 38.16 Represent the **CLUB** at such committees of the Motor Sport Division of AASA as may be required or be in the interest of the **CLUB**;
  - 38.17 Co-ordinate and allocate dates for closed, regional or other events approved by South Africa Motor Sport Control;
  - 38.18 Do all such other acts as it may decide to be in the interest of the **CLUB** deal with the **CLUB** assets in such manner as it shall deem fit.

### MEETINGS OF COMMITTEE

39. The committee shall meet at least 8 (eight) times per year, which meetings may co-inside with monthly member meetings. Consideration shall be taken of the racing calendar as well as the yearly school holidays.
40. Proper minutes of all committee meetings shall be kept and an attendance register shall be signed by all those present at each meeting.
41. A quorum for any meeting of the committee shall be 30% (thirty percent) of elected and co-opted members, subject thereto that such meeting shall be chaired by either the chairman or co-chairman, or in the absence of both, by a member elected as chairman by the committee-members present.
42. Any elected member of the committee who, unless granted formal leave of absence, fails to attend three consecutive meetings of the committee, shall automatically cease to be a member of the committee, but this shall not debar him from being re-elected or nominated or co-opted to the committee.
43. Members of the committee may resign at any time during their term of office, such resignation to be in writing.
44. Subject to 46., all matters at any meeting of the committee shall be determined by a majority of the votes of the committee members present and voting.

### CHAIRMAN

45. A Chairman shall be elected annually at the annual general meeting of the **CLUB**, and shall hold such office until the end of the next annual general meeting of the **CLUB**.
46. The Chairman shall, at both committee and member meetings, have a casting as well as a deliberative vote.
47. The **CLUB** may at a special general meeting, in respect to which the requisite notice of special business has been given, remove the chairman from his office as such in which event the provision of 36.4 shall apply.
48. Should any chairman vacate his office during his term of office, the remaining members of the committee shall elect a chairman who shall hold office as such for the remainder of the period of office of the first-mentioned chairman, and who shall have the same rights of voting. The appointed chairman need not come from the existing committee members.
49. Should any chairman vacate the chair during the course of a meeting or is not

present or is for any other reason unable to preside at any meeting, the co-chairman shall take his place. Should the co-chairman also be absent, the committee members present at such meeting shall choose another chairman for such meeting who shall have the same rights of voting as the chairman.

#### **MINUTES**

50. The committee shall through its secretary-
- 50.1 Keep minutes of all meetings of the committee as well as of members;
- 50.2 Include in the minute book a record of every resolution taken;
51. The committee shall keep all minute books in perpetuity.
52. The records of the CLUB shall be available for inspection by any member on a reasonable application.

#### **BOOKS OF ACCOUNT AND RECORDS**

53. The committee, through its [REDACTED], shall cause proper books of account and records to be kept so as fairly to explain the transactions and financial position of the CLUB, including –
- 53.1 A record of the assets and liabilities of the CLUB;
- 53.2 A record of all sums of money received and expended by the CLUB and the matters in respect of which such receipt and expenditure occur, together with supporting documents;
54. On the application of any member, the committee shall make all or any of the books of account and records available for inspection by such member.

#### **DEPOSIT AND INVESTMENT OF FUNDS**

55. The committee shall cause all monies received by the CLUB to be deposited to the credit of an account or accounts with a registered commercial bank in the name of the CLUB and, subject to any direction given or restriction imposed at a general meeting of the CLUB, such monies shall only be withdrawn for the purpose of payment of the expenses of the CLUB.
56. Any funds not immediately required for disbursement may be invested in a savings or similar account with any bank or registered deposit receiving institution approved by the committee from time to time.

#### **MONTHLY MEETINGS OF MEMBERS**

57. The committee shall arrange for at least 8 (eight) monthly meetings per year, taking into consideration the racing calendar and school holidays.



58. The purpose of the monthly meetings shall be to attend to the necessary administrative functions, furnishing of information to members, and obtaining guidance in relation to matters tabled by the committee or by any member.
59. The secretary shall keep minutes of the proceedings of each monthly meeting as well as an attendance register.

#### **ANNUAL GENERAL MEETING**

60. An annual general meeting shall be arranged by the committee during the month October of each year.
61. The agenda for each annual general meeting shall comprise at least the following:
  - 61.1 The election for the committee for the next year;
  - 61.2 The consideration and approval, with or without amendment, of the financial statements relating to the management, control and administration of the **CLUB** for the preceding year;
  - 61.2 The chairman's report relating to his term of office.

#### **NOTICE OF GENERAL MEETINGS**

62. At least 14 (fourteen) days notice of every general meeting specifying the place, date and time shall be given to all members by hand, post or telefax.
63. Inadvertent omission to give the notice referred to in paragraph 62 to any person entitled to such notice or the non-receipt of such notice by such person shall not invalidate proceedings at any such meeting.
64. A general meeting of the **CLUB** may be called on shorter notice than that specified in paragraph 62 hereof, provided it is so agreed by all persons entitled to attend.

#### **ATTENDANCE AT GENERAL MEETING**

65. No business shall be transacted at any general meeting unless a quorum is present in person or by proxy at the time when the meeting proceeds to business.
66. A quorum shall be deemed to be 25% (twenty five percent) of the total members of the **CLUB** in person or by proxy.

#### **VOTING AT GENERAL MEETINGS**

67. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless either prior to or on the declaration by the chairman of the result of the show of hands, a poll is demanded by any person entitled to vote at such meeting.

68. Unless a poll be so demanded, a declaration by the chairman that a resolution has on the show of hands been carried, shall be conclusive evidence of that fact without proof of the number of votes in favour of or against such resolution;
69. A demand for a poll may be withdrawn.
70. A poll, if demanded, shall be taken in such a manner as the chairman thinks fit, and the result of the poll shall be deemed to be the resolution of the meeting at which such poll was demanded.

### VOTES

71. On the show of hands each member shall have one vote, provided that the chairman shall be entitled, in his discretion, to change the manner of voting to one by poll and not by show of hands.

### PROXIES

72. Votes at a general meeting may be cast either personally or by proxy, whether on a poll or on a show of hands.
73. A proxy shall be appointed in writing under the hand of the appointer, or his agent duly appointed in writing, and shall be handed to the chairman prior to the commencement of the meeting.
74. A proxy need not be a member.

### SPECIAL GENERAL MEETINGS

75. A special general meeting shall be called by the secretary if requested by the committee or in writing signed by at least 25% (twenty five percent) of the members of the **CLUB** who state the purpose for which the meeting is to be called.
76. The provisions of 62 – 74 shall be mutatis mutandis applicable in the case of called.



### DISCIPLINE

78. It shall be a primary responsibility of the committee to ensure that each member conducts himself in such a manner that the image and status of the **CLUB** is not detrimentally affected.
79. Any member accused of misconduct (the **ACCUSED**) shall be entitled to a hearing by the committee in which he may state his case to the committee either personally or by written statement. The **ACCUSED** shall be entitled to call witnesses but must state his own case and shall not be entitled to legal representation.

80. The Committee shall, depending on the seriousness of the offence, have the power to suspend the membership of the **ACCUSED** for a period as determined, or to expel him from the **CLUB**.

**AMENDMENT OF CONSTITUTION**

80. This Constitution may be amended by a resolution by the majority of members at an annual general meeting, or at a special meeting convened for this purpose. An amendment shall only be considered if notice thereof as well as the contents of the proposed amendments is given in writing to all members when notice of the meeting is given.

**SIGNED at RIVERPARK COUNTRY CLUB as proof of acceptance thereof by the required majority on 11/10/2000.**

  
CHAIRMAN