



CONSTITUTION

Of the

Old Wheelers Club of Namibia

CONTENTS

	PAGE
1. NAME	3
2. REGISTERED OFFICE	3
3. INTERPRETATION AND DEFINITIONS	3
4. CLUB OBJECTIVES	4
5. CLUB POWERS	5
6. CLUB MEMBERSHIP	6
7. MISCONDUCT OF A CLUB MEMBER(S)	8
8. MEMBERSHIP RESIGNATION / CANCELLATION	9
9. CESSATION OF CLUB MEMBERSHIP	9
10. MEMBERSHIP FEES AND JOINING FEES	9
11. CLUB EVENTS	9
12. THE CLUB'S COMMITTEE	9
13. POWERS OF THE COMMITTEE	11
14. GENERAL MEETINGS	12
15. AMENDMENT OR ALTERATION TO THE CONSTITUTION AND CLUB RULES	14
16. INDEMNIFICATION	14
17. MEDIATION AND ARBITRATION	14
18. USE OF CLUB'S NAME	15
19. INTERPRETATION OF RULES	15
20. DISSOLUTION AND WINDING UP OF CLUB	15

THE CONSTITUTION OF “THE OLD WHEELERS CLUB OF NAMIBIA”

(As adopted and approved in the year 1986, and now further amended and ratified on this the 29th day of May in the year 2018)

1. NAME

The name of the organisation shall be the “THE OLD WHEELERS CLUB OF NAMIBIA”, referred to in this Constitution as the “Club”.

The Club shall be a legal entity and persona in law having an existence distinct from its members and shall have all the powers, rights, and privileges, which are normally applicable to legal entities and shall be liable in law.

2. REGISTERED OFFICE

The registered office of the Club shall be at such place as determined from time to time by the Club Committee.

3. INTERPRETATION AND DEFINITIONS

- 3.1 "OWC" means "THE OLD WHEELERS CLUB OF NAMIBIA".
- 3.2 "Club" means "THE OLD WHEELERS CLUB OF NAMIBIA", located in the city of Windhoek, located in the Republic of Namibia.
- 3.3 "Member" means a person 18 years or older or an affiliated club, whose application for membership has been accepted by the Committee of THE OLD WHEELERS CLUB OF NAMIBIA and whose membership fees and any other charges or dues to the Club are not more than three months in arrears and who has not been suspended or expelled from the Club in terms of Club rules
- 3.4 "Committee" means the elected management Committee of the Club.
- 3.5 "Committee Member" is a Member of the Management Committee duly elected at the Annual General Meeting and a Full member in good standing.
- 3.6 Club "Secretary" shall be the person elected to administer the secretarial affairs of the Club.
- 3.7 "Chairperson" shall mean the person elected by the Club Members at the Annual General Meeting as the Chairperson of the Club.
- 3.8 "AGM" means the Annual General Meeting held by The Old Wheelers Club of Namibia as herein defined.
- 3.9 "Normal Vote" means one vote on any Club issue, as defined under paragraph 6.5 herein below.

- 3.10 "Casting Vote" means one additional vote being cast by the Chairperson or any such other Committee Member appointed to vote in the absence of the Chairperson, in the event of a tie in votes, once counted by the Committee.
- 3.11 "Joining Fee" means the fee determined at the sole discretion of the Club Committee, payable by new applicants wishing to join the Club.
- 3.12 "Motor vehicle" means a self-propelled wheeled vehicle that does not operate on rails, such as trains or trolleys. The vehicle propulsion is provided by an engine or motor, usually by an internal combustion engine, or an electric motor, or some combination of the two, such as hybrid electric vehicles and plug-in hybrids. For the purpose of this Constitution, motor vehicles include automobiles or cars, buses, motorcycles, off highway vehicles, light trucks or light duty trucks, and trucks or lorries.
- 3.13 The masculine shall also be deemed to be the feminine when the context so admits.
- 3.14 "Gender". Where any word, words, or phrases, in these Rules indicate a gender, both genders are applicable.
- 3.15 "Notices". For the purpose of the Club Rules and any Regulations, any notices required to be given to any Member hereunder, shall be deemed to be properly given if posted to such Member at his last known address recorded in the Club Register of membership.

4. CLUB OBJECTIVES

The aims and objectives of the Club are;

- 4.1 To encourage the interest, ownership, use, restoration and preservation of motor vehicles older than twenty-five (25) years and of motor vehicles deemed by the Committee to be worthy of preservation and to promote any competitions, exhibitions or other activities in the furtherance of these aims. The categories to be determined as follows:
- 4.1.1 Motor Vehicles constructed prior to 31st December 1904, such vehicles to be known as Ancestor Vehicles.
 - 4.1.2 Motor Vehicles constructed between January 1905 and the 31st December 1918, such vehicles to be known as Veteran Vehicles.
 - 4.1.3 Motor Vehicles constructed between 1st January 1919 and 31st December 1930, such vehicles to be known as Vintage Vehicles.
 - 4.1.4 Motor Vehicles constructed between 1st January 1931 and 31st December 1945, such vehicles to be known as Post Vintage Vehicles.
 - 4.1.5 Motor Vehicles constructed between 1st January 1946 and 31st December 1960, such vehicles to be known as Post War Vehicles.
 - 4.1.6 Motor Vehicles constructed from 1st January 1961 and 31st December 1970, such vehicles to be known as Post 1960 Vehicles.
 - 4.1.7 Motor Vehicles constructed after 1st January 1971 but that are older than 25 years, such vehicles to be known as Young Timer Vehicles
- 4.2 To actively foster the preservation of all records, literature, data, objectives and miscellanea pertaining in any way to the above and or any associated matters.
- 4.3 To maintain the status as the official body regulating the motor vehicle fraternity in Namibia, as defined under paragraph 4.1 herein.
- 4.4 The organisation and / or promotion of competitive and/or non-competitive events for the enjoyment of all owners of any of the motor vehicles described under paragraph 4.1.

- 4.5 The point of view that motor vehicles and motoring are both a hobby and a sport, and that all activities of the Club and of its Members should reflect these basic concepts. The Club objectives shall therefore extend into promoting social interaction among members, prospective members and persons sympathetic to the objectives of the Club and motoring in general.
- 4.6 To promote the importance and value of Historic Vehicles so that appropriate legislation continues to ensure the free use of such vehicles on all Namibian roads.
- 4.7 To foster road courtesy and safe driving and to advocate and lobby on behalf of all members of the Club to protect and advance all the Club's objectives and aims in general.

5. CLUB POWERS

That the Club shall have power to do all acts and things necessary for the furtherance of its objects and in particular may exercise the following powers and ancillary objects;

- 5.1 The Club may have a headquarters or a clubhouse and other facilities at such places as will from time to time be determined by the Committee.
- 5.2 The Club may liaise with any organisation whose aims are similar to, or compatible with those of the Club.
- 5.3 The Club may *purchase, take on lease* or otherwise acquire upon such terms as it may think fit, any real and personal property, and any rights and privileges, either necessary or convenient, for the purpose of the Club, and may erect, maintain, improve or alter any building, premises, works, as it may require.
- 5.4 The Club shall be entitled to *borrow money* from time to time, which may be required for the furtherance of its objectives or for building purposes. Any decision to borrow or raise money shall however at all times be subject to a majority vote of the Club members, as defined, prescribed and determined under paragraph 14 "GENERAL MEETINGS" herein below.
- 5.5 The Club may *invest* and deal with the funds of the Club or in such manner and upon such terms and conditions, as the Committee may think fit.
- 5.6 The Club may *sell, lease, exchange, mortgage*, or otherwise deal with all or any of the real financial and personal property of the Club. Any decision to sell, lease, exchange, mortgage, or otherwise deal with any of the real financial and or personal property of the Club, shall however at all times be subject to a majority vote of the Club members, as prescribed and defined under paragraph 14 "GENERAL MEETINGS" herein below.
- 5.7 The Club may join or affiliate with any other club or organisation, which has as one of its objects the advancement of motoring and the preservation of motoring in general.
- 5.8 The Club may accept or affiliate any other constituted club, which has one of its objectives the advancement of motoring in general.
- 5.9 The Club may receive fees, funds and sponsorships.
- 5.10 The Club may organise fund raising activities for the purpose and aims of the Club or for any purpose which the Club deems fit.

- 5.11 The Club may take any gifts or property, whether subject to any special trusts, or not, for any one or more of the objectives of the Club.
- 5.12 The Club may print, publish and sell any newspapers, journals, periodicals, books, bulletins, leaflets, videos, computer disks (CD/DVD) and other electronic media, Internet connection, or other literature that may from time to time be deemed desirable for the promotion of any one or more of the objectives of the Club, subject to the terms and conditions of the Privacy Act.
- 5.13 The Club shall open accounts with a savings or trading banks as shall be agreed upon and all moneys received on account of the Club shall be paid into such accounts and all payments made by the Club will be made in either cash payments against verifiable invoices being remitted for payment, and or by cheque or EFT (the Electronic Funds Transfer internet banking system) linked directly to on the Club's bank accounts, or use other banking systems as appropriate.
- 5.14 The Club may employ staff and engage the services of personnel and organisations to assist and advise the Club. These services may include but are not limited to professional services such as accounting and legal services rendered to the Club and its Members where or whenever applicable.
- 5.15 The Club may establish committees and delegate its power to those committees.
- 5.16 The Club shall discipline any of its Members when deemed necessary.
- 5.17 The Club may determine By-laws, policies and procedures to administer the Club.
- 5.18 The Club shall pursue any course of action which will further the aims and objectives of the Club.

6. CLUB MEMBERSHIP

Membership of the Club shall comprise of individuals or clubs who subscribe, accept and promote the objectives of the Club and whom the Club accepts as its Members. The following shall apply to all membership applications, membership itself and Club Members;

- 6.1 Membership shall be open to all persons of any race, sex, colour or creed.
- 6.2 The following classes of membership shall exist:
- 6.2.1 **Full Members:** Full membership is restricted to members who are residing in Namibia and who are either
- in the possession of a motor vehicle as per paragraph 4.1, and/or
 - actively participate in official club events, at least four times per annum and/or
 - Founder member, being responsible for the formation of the Club.

The Committee will annually revise the compliance of the Full Member of the definition above, and will revise the membership to social membership if the requirements are no longer met, effective 1st April annually.

Wives, husbands or life partners of Full Members as well as children of Full Members, who are still under the age of 18 years of age, are also recognised as Club Members in their own right and are not liable for additional joining fees and membership fees and do not have a voting right.

- 6.2.2 **Social Members:** Being persons residing in Namibia who use the Club facilities for its recreational facilities only. Wives, husbands or life partners of Social Members as well as children of Social Members, who are still under the age of 18 years of age, are not recognised as Club Members in their own right and do not have a voting right.
- 6.2.3 **International Members:** Being members residing outside of Namibia. Wives, husbands or life partners of International Members as well as children of International Members, who are still under the age of 18 years of age, are also recognised as Club Members in their own right and are not liable for additional joining fees and or membership fees and do not have a voting right.
- 6.2.4 **Affiliated Club Members:** Being constituted clubs with the main interest to encourage the ownership and use of motor vehicles and motorcycles younger than 25 years. A Member belonging to an Affiliated Club is automatically affiliated to The Old Wheelers Club of Namibia. Wives, husbands or life partners of Affiliated Club Members as well as children of Affiliated Club Members, who are still under the age of 18 years of age, are not recognised as Club Members in their own right and do not have a voting right.
- 6.2.5 **Honorary Members:** Being Members who have rendered notable service to the Club may be elected to become Honorary Club Members for life. A decision to elect a Member as an Honorary Member shall be made at the sole discretion of the Committee with a majority vote. Honorary Club Members shall be exempt from paying club membership fees. Wives, husbands or life partners of Honorary Members as well as children of Honorary Members, who are still under the age of 18 years of age, are also recognised as Club Members in their own right and are not liable for additional joining fees and membership fees and do not have a voting right.
- 6.3 Persons who subscribe to the objectives of the Club may apply for membership by submitting a prescribed application form together with the required joining fee and membership fee as prescribed by the Committee. Applicants must be proposed and seconded by two members of the Club. No person shall be admitted as Member of the Club within less than 14 days after nomination or without his/her name having been posted on the notice board at the Club's premises for a period of at least 14 days.
- The Committee may then, after calling for reports, if so desired, from the applicant's proposer and/or seconder, elect him to membership, or reject the application in their absolute discretion, without being obliged to give any reason to anyone for rejection. In the event of the application not being accepted the membership fee will be refunded.
- 6.4 On election to membership, the Committee shall notify him / her of their election and may send the applicant a copy of the Constitution together with a membership card. Payment of the joining fee and membership fee shall be distinct acknowledgement on the part of any member that he/she is bound by the Constitution of the Club. An electronic copy of the Club's constitution shall at all times be made available on the Club's official website.
- 6.5 The Members shall be entitled to a **vote** at Annual General Meetings of the Club and or Special Meetings of the Club, provided they have not resigned or been suspended as Members of the Club and that their membership fees are paid up to date as follows:
- 6.5.1 Full Members: Full voting right
- 6.5.2 Social Members: No voting right
- 6.5.3 International Members: No voting right

6.5.4 Affiliated Club Members: The affiliated club with a minimum of twenty (20) members will be represented by any appointed executive committee member who will have 1 (one) vote.

6.5.5 Honorary Members: Full voting right

6.6 Wives, husbands or life partners of all Members as well as children of all Members, who are still under the age of 18 years of age do not have a voting right.

7. MISCONDUCT OF A CLUB MEMBER(S)

7.1 No Member's conduct or activities shall be injurious to the welfare or character of the Club or by their actions be in breach of any of the prescribed rules of the Club. Any Member infringing on the rules of the Club, Club competitions or events or those competitions and or events associated with the Club, or whose conduct appears likely to bring the Club into disrepute, or who causes strife or dissension in the Club, shall be:

7.1.1 Suspended instantly and verbally by any two members of the Committee or any two officials appointed by the Committee in respect of any outing or event or competition sponsored by the Club.

7.1.2 Expelled from the Club by a majority vote of the Committee after a full investigation has been conducted.

7.2 Any participants from another club in any event of any kind held under the auspices of The Old Wheelers Club will be subject to the same rules of conduct as a member. Should he/she be found in breach of these rules, such participant shall be dismissed from that event without the right to appeal.

7.3 In the case of misconduct of a Committee Member or a Committee Member bringing the Club into disrepute or making public statements on behalf of the Club which are regarded as incorrect / false by a majority decision of the Committee, such Committee Member may be suspended or expelled as decided by the Committee. Such suspended or expelled committee member may lodge an appeal as provided for in paragraph 7.4 below.

7.4 Any member that has been suspended or expelled from the Club as indicated in paragraphs 7.1 and 7.3 above, may lodge an appeal in writing to the Committee against his/ her suspension. Any appeal lodged by a suspended member or his/ her legal counsel, must follow the Club's appeals procedures. Information on the Club's appeal procedures shall be made available within seven (7) calendar days as of the date of such request having been received by the Club or one of its Committee Members in writing. Requests for the appeal procedures can be obtained from any Committee Member and/or the Club Secretary.

7.5 Upon receipt of a written appeal by the Committee, the Committee shall deliberate the matter in hand and vote as to whether to uphold or dismiss any applicable suspension. The outcome of the decision at this meeting will be final and the member will have no further recourse.

7.6 Should a Committee member be suspended, and appeal his or her suspension, such appeal may only be heard and considered by the Chairperson of the Club together with a Honorary Members and a Full Member other than a Committee Member as nominated by the Honorary Member, unless the Chairperson is the suspended party, in which case the Vice Chairperson shall fulfill this function.

8. MEMBERSHIP RESIGNATION / CANCELLATION

- 8.1 Any Member may discontinue their membership upon delivering to the Club Secretary or a Committee Member notice in writing of their intention to do so.
- 8.2 Any Member being over three months in arrears with their membership fees may be liable to have their membership either suspended or cancelled by the Committee. Cancellation of a membership as a result of unpaid membership fees, shall however not result in the Member be discharged from liability for any monies owed to the Club. Upon payment of all monies owed to the Club, the member shall be reinstated (with original membership number) and be considered in good standing.

9. CESSATION OF CLUB MEMBERSHIP

Any person shall, on ceasing to be a member of the Club for whatever reason, forfeit all rights to and claim upon the Club and its property and or floating trophies in their possession.

10. MEMBERSHIP FEES AND JOINING FEES

- 10.1 Membership Fees and club joining fees shall be determined for the ensuing year at a Committee Meeting. Annual membership fees are payable on or before the 1st April of each year.
- 10.2 Wife, husband or life partner of members are not required to pay an joining fee for membership, and shall enjoy normal Club membership privileges.

11. CLUB EVENTS

No Member will be permitted to participate in any event arranged by the Club without;

- 11.1 Paying the entry fee for that particular event.
- 11.2 Paying any other monies owed to the Club including annual membership fees still outstanding. Three month's grace for membership does not apply in this instance.
- 11.3 Being in possession of a valid driver's license, indemnity and all necessary insurances where these are required for any particular event. This shall apply to the entrant, driver, navigator and any passengers.
- 11.4 The participant's vehicle being in a roadworthy condition, having an approved fire extinguisher in working order in an accessible place in the vehicle.

12. THE CLUB'S COMMITTEE

- 12.1 The management of the Club shall be vested in a Club "Committee" which shall consist of the following;
- Chairperson
 - Vice-Chairperson
 - Secretary
 - Treasurer
 - Three (3) additional members

Only Full Members in good standing are eligible to be elected to the Committee at an Annual General Meeting of the Club.

The official duties are as follows:

- 12.1.1 *Secretary*: The Secretary shall keep correct minutes of the proceedings of all meetings of the Club and Committee meetings in a suitable form which shall be produced at every meeting. The Secretary shall conduct all correspondence in the name of the Club as the Club may determine in an expeditious manner, and issue notice of meetings of the Club and Committee and, with the Chairperson, shall annually prepare and lay before the Club a report of the Club's work for the year under review.
- 12.1.2 *Treasurer*: The Treasurer shall deposit to the credit of the Club at an approved Bank all moneys received, and shall keep a correct account, in the proper books and, with the Secretary, shall annually lay before the Club provisional financial statements, which shall be duly audited by a qualified auditor, a copy of which shall be available to all members.
- 12.2 The Committee shall convene on a monthly basis.
- 12.3 The Committee should provide audited financial statements annually to its Members on request by the 30th September after of the following year.
- 12.4 Any member of the Committee or Sub-Committee who fails to attend two consecutive meetings of his Committee of which due notice has been given and failing to provide an explanation satisfactory to the Committee or Sub-Committee shall cease to be a Member of such Committee.
- 12.5 *Conduct at Committee Meetings* - The Chairperson of the Club will be the Chairperson of the "Committee" and may be, ex-officio, a Member of all club appointed Sub-Committees. In the absence of the Chairperson the Vice Chairperson shall be Chairperson of the "Committee". The Chairperson shall be entitled to exercise a "normal" vote, and in the event of a tie, shall be entitled to a "casting" vote, which need not be exercised, or if exercised, need not be cast to preserve the "status quo".
- 12.6 *Committee voting protocols* - All decisions and resolutions of the Committee shall be passed by a vote of a majority of Committee Members in attendance at the Committee Meeting. A majority vote or "quorum" at a Committee Meeting shall consist of at least fifty percent (50%) of the Committee Members present at such meeting, provided that no less than four (4) Members shall form a quorum.
- 12.7 No Committee Member or Club Member shall be entitled to receive a monthly salary or remuneration for serving the Club in an official or appointed capacity. Committee Members or Club members may be eligible to receive reasonable compensation from time to time for special services rendered or products procured for the Club, provided that such services were recognised and or products procured approved by the Committee. Payments made to Members or Committee Members for any such services rendered or products procured, must remit acceptable invoices and or proof of expenses incurred on behalf of the Club. Any and all financial claims therefore submitted by Committee Member or Club Member as herein defined, shall therefore at all times require Committee approval, prior to any payments made therefor.
- 12.8 A Club Committee Member having a conflict of interest or conflict of responsibility on any matter involving the Club and any business entity or person, shall refrain from voting on such a matter. No Member of the Club Committee shall use his/her position for his / her own direct or indirect financial gain.

13. POWERS OF THE COMMITTEE

The Club Committee shall have the following powers;

- 13.1 To plan, manage, administer and report on the affairs and finances of the Club.
- 13.2 The financial year of the Club shall start on the 1day of April each calendar year, and end on the 31st day of March the following year.
- 13.3 To delegate to any members any of its powers and duties, and or to establish **Event Committees or Sub Committees** as it considers necessary to assist with the administration and functioning of the Club and / or Club events.

The Event Committee or person may without confirmation by the Club Committee, exercise or perform the delegated powers or duties in the same way and with the same effect as the Committee could itself have done. Any Committee or person to whom the Committee has delegated powers or duties will be bound by the charitable terms of the Club and any terms or conditions of the delegation set by the Committee. The Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Committee. It will not be necessary for any person who is appointed to be a Member of any such Committee, or to whom such delegation is made, to be a Member of the Club.

- 13.4 The Committee shall fill any vacancy occurring in any office or itself by co-option. Such co-option shall be valid for the remainder of the term of such office.
- 13.5 To make and carry out rules, regulations and objectives of the Club provided these are not at variance with the constitution.
- 13.6 The Committee shall be empowered to appoint any person to perform the functions of a Clubhouse Manager for such consideration and upon such terms and conditions as shall be agreed upon in writing with such person.
- 13.7 The Committee should ensure that all rules are adhered to as required to maintain the Club liquor license
- 13.8 To co-opt, appoint and or engage the assistance of any persons or organisations to assist or advise the Club as and when required. These persons or organisations appointed at the Committee's sole discretion may or could be auditors, attorneys and / or legal advisors, a Motor Vehicle Dating Officer, Newsletter Editor, an Events Secretary / Organiser, a Librarian, a Disciplinary Committee, a Club Historian, a Club Photographer or any such other appointment the Committee might deem appropriate or required from time to time.
- 13.9 To collect, invest in a registered bank only and spend the funds of the Club in terms of its objects. No long-term financial commitment enduring beyond the term of office of the committee may be entered into without prior approval at a General Meeting of the Club.
- 13.10 To open Banking, Investment and Savings Accounts in the name of the Club. All withdrawals on the Clubs account shall be on the joint signature and / or EFT password of any of the following Committee Members:
 - Treasurer or Chairperson and co-signed by any other Committee Member
- 13.11 Minutes shall be recorded at every Committee or General Meeting of the Club. The Chairperson of that meeting, or the following Chairperson shall sign these minutes, which shall be conclusive evidence of the business transacted at the meeting.

- 13.12 To settle disputes between members insofar as club matters are concerned, the Committee's decision being final.
- 13.13 To discipline any member where and when applicable and in accordance with the terms and conditions of this Constitution.
- 13.14 To decide on any Club related matter, which is not provided for in the Club Constitution.

14. GENERAL MEETINGS

- 14.1 An **Annual General Meeting** of the Club shall be held every year no later than the 31st day of May, of each calendar year and at such venue as the Committee shall determine at their sole discretion.
- 14.2 A **Special General Meeting** may be called by the Chairperson, the Committee or if requested by notice in writing to the Secretary and signed by no less than 15% of Full Members of the Club. All matters to be considered at the Special Meeting shall be forwarded to the Secretary in writing at least thirty (30) days before such meeting. A special General Meeting will only consider business related to the reason for which it is called, as notified to Members.
- 14.3 **Notice of Meetings:** All Members of the Club shall be convened by a notice in writing or by advertisement from the Secretary and not less than thirty (30) calendar days notice for Annual General Meetings and fourteen (14) days notice for Special General Meetings. The calculation of day's notice shall reckon from the day after the posting of the notice.
- 14.4 **Agenda:** Any members wishing to have any matter placed on the Agenda of any meeting of the Club shall advise the Secretary of the Club in writing clearly and fully setting out therein the nature of such matter to be placed on the Agenda of any meeting shall reach the Secretary at least seven (7) days prior to the commencement of such meeting except at a Special General Meeting when such matter shall reach the Secretary thirty (30) days before such meeting.
- 14.5 **Proxy Votes:**
- 14.5.1 The use of proxy votes at meetings shall be considered as an entrenched article of this constitution and shall only be dispensed with if decided by a majority vote at a General Meeting.
- 14.5.2 Proxy votes must reach the Secretary at least seven (7) days before the meeting at which they are to be used.
- 14.6 **Quorum:**
- 14.6.1 At all Annual General or Special General Meetings of the Club, a quorum at said meetings shall be not less than 15% of the Full Members present, and entitled to vote and at least four (4) Committee Members present.
- 14.6.2 In the event of a quorum not being present at any meeting such meeting shall stand adjourned to a week later at the same time and place and such members then attending shall be deemed to form a quorum.
- 14.6.3 Proxies shall be counted as part of the quorum total if general, otherwise if they are specific, then they shall be part of the quorum for that proposal only.

14.7 **Business at Annual General Meeting:**

The business, which shall be discussed at the Annual General Meeting, includes:-

- approval of the minutes of the previous Annual General Meeting;
- the Chairperson's annual report;
- the provisional financial statements for the previous financial year as well as the budget, if so required, for the forthcoming year;
- items of business received at least seven days prior to the meeting and approved for inclusion by the Committee;
- election of Committee Members as per procedures listed in paragraph 14.8;
- any alterations to this Constitution.

The business of the Annual General Meeting shall be restricted to the proposed resolutions in the notice convening it. The Chairperson of the Annual General Meeting may allow amendments to such resolutions if, in his opinion, they are necessary or desirable, but only in order to clarify the stated resolutions or render them more practicable.

14.8 **Election of Committee Members:**

14.8.1 The Chairperson and one other Member shall be elected for a two-year (2) term of office commencing in an odd-numbered year. The Secretary and one other Member shall be elected for a two-year (2) term office commencing in an even-numbered year. All other Committee Members shall be elected at every Annual General Meeting.

14.8.2 The Chairperson shall be elected directly into his post. The remaining elected Members shall under the auspices of the Chairperson decide which Member is appointed to each of the remaining posts.

14.8.3 Members in good standing who wish to be considered for nomination as a Committee Member shall complete the prescribed Candidate for Nomination form. Such Candidate for Nomination form must reach the Secretary at least fourteen (14) days before the commencement of the Annual General Meeting.

14.8.4 Members in good standing shall submit names of Nominees for election as Committee Members on the prescribed nomination form. Such nomination form must reach the Secretary at least seven (7) days before the commencement of the Annual General Meeting.

14.8.5 The Secretary shall forward a list of candidates for Nomination to each Member, three (3) days before the commencement of the Annual General Meeting.

14.8.6 The temporary ballot coordinator shall be entitled to receive additional nominations and lobby for additional nominations during the elections if this is deemed necessary by the outgoing executive committee.

14.9 **Voting:**

14.9.1 At all Annual General Meeting or Special General Meetings only Members as defined under paragraph 6.5 herein above and whose membership fees are paid up to date shall be entitled to vote, which must be given personally.

14.9.2 Before any voting takes place, the Chairperson shall establish the voting strength of the meeting and make it known to the meeting.

14.9.3 All matters other than the election of Committee Members shall be decided by a show of hands.

14.9.4 The election of the Committee shall be held by secret majority vote.

14.9.5 The Chairperson of the meeting shall have his normal vote as well as a casting vote, which he may have in the event of a tied vote, but then only in the interest of retaining the status quo.

14.9.6 The vote of the majority shall in all cases bind the minority.

14.9.7 The declaration of the Chairperson as to the passing or defeat of any resolution shall be conclusive unless a recount is immediately called for.

15. AMENDMENT OR ALTERATIONS TO THE CONSTITUTION AND CLUB RULES

This CONSTITUTION may only be amended, altered, added to or repealed at an Annual General Meeting or a Special Meeting of the Club, where notice of such a meeting was given as per paragraph 14.3 and setting out the proposed amendments, and at which meeting 80% of Full Members shall be present in person or by proxy.

When it appears to the Committee that the objects of the Club may be furthered and its administration improved it may frame by-laws to this end provided that they are not at variance with the existing Rules and Regulations. Such by-laws shall have full force and effect until the next Annual General Meeting called for that purpose when they shall be submitted for review and if ratified incorporated in the Constitution of the Club. At such meeting 80% of Full Members shall be present in person or by proxy.

16. INDEMNIFICATION

16.1 Committee Members and any other officials of the Club shall be indemnified by the Members of the Club in respect of all reasonable matters undertaken for the direct benefit of the Club and in pursuance of its objects.

16.2 The Club shall in no way be liable for, or the recovery of, damage in respect of injuries sustained by Members or their passengers, whether to their person or vehicle. Any person participating in Club events of whatever nature does so at his / her own risk.

16.3 Members of the Committee, appointed Members of the Club, or any such other person having been duly authorized by the Committee in writing to do so, may make public statements on behalf of the Club and no such person, Member or Committee Member will be held liable for making any such statements.

17. MEDIATION AND ARBITRATION

Any dispute arising out of or relating to this Constitution may be referred to mediation and or arbitration, a non-binding dispute resolution process in which an independent mediator or arbitrator facilitates negotiation between parties. Either party writing to the other and identifying the dispute that is being suggested for mediation or arbitration may initiate mediation and or arbitration. The other party will either agree to proceed with mediation/ arbitration, or agree to attend a preliminary meeting with the mediator or arbitrator to discuss whether mediation or in fact arbitration would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator and or arbitrator, at each party's own costs.

18. USE OF CLUB'S NAME

The use of the name of the Club in any correspondence or in any other manner whatsoever, whether as between themselves or with any outside body or person, which may in any manner whatsoever, involve the Club in any possible unpleasant or contentious matter, is strictly prohibited. In any or all circumstances which may at any time arise necessitating the use of the name of the Club by any Member of the Club, whether as between themselves or any outside body or person, must in every instant be passed through the medium of the Committee to be dealt with as they shall deem fit.

19. INTERPRETATION OF RULES

Should any doubt arise as to the interpretation of any of the Constitution Articles, Rules and Regulations of the Club, the interpretation hereon by the Committee shall be final and binding.

20. DISSOLUTION AND WINDING UP OF THE CLUB

- 20.1 If the Club is in liquidation, or if at any Annual General Meeting or any Special General Meeting the majority of voting Club Members resolve that the Club shall be wound up, a further Special General Meeting shall be called and held not earlier than thirty (30) days after the date of the meeting at which the resolution was passed, to confirm or reject the resolution. A majority shall represent at least 80% of the Full Members present voting for such resolution to be passed, provided that at least ten (10) members are present at said meeting.
- 20.2 If a resolution to dissolve the Club is confirmed at the further Special General Meeting, the Club shall be wound up and the Committee shall be obliged to direct the disposal and transfer of all the Clubs assets to another club or non-profit organisation having the same objectives of the Club, as defined under paragraph 4 herein above. If such club cannot be found in Namibia to the satisfaction of the Committee, then the guidance of the Honorary Members and Founding Members shall be requested for this purpose.
- 20.3 The transfer of any assets as defined under sub-paragraph 20.2 above, shall only be made after all the liabilities of the Club up and until the date of it having been dissolved, has been settled in full. Once all debt payments were effected, none of the assets and or funds so transferred would be recoverable from the recipient of the Club's assets.
- 20.4 No Committee Member or any other Member shall benefit in any way from the dissolution of the Club or in anticipation of such dissolution.

This done at the **Annual General Meeting** held on the **29th May 2018** and signed by the Chairman and Secretary hereunder.

CHAIRPERSON

SECRETARY