

# CONSTITUTION LAND ROVER OWNERS NAMIBIA (initially adopted by the founding members on 9th April 2015)

## 1. NAME

There is hereby established a voluntary association to be known as LAND ROVER OWNERS NAMIBIA (hereinafter referred to as “the club”), which is a legal person with limited liability and an existence separate from its members, and thereby a body corporate with perpetual succession which may own property, enter into contracts, and sue and be sued in its own name.

## 2. OBJECTIVES

2.1. The club shall have the following objectives;

2.2. To bring together owners of Land Rover vehicles.

2.3. To promote and enjoy Land Rover products.

2.4. To create a platform from where Land Rover owners can arrange, connect, and utilise Land Rover vehicles.

2.5. To arrange outings, trips, technical forums and whatever else will be of interest to Land Rover owners.

2.6. To conserve and protect the natural environment, and undertake where possible, activities which assist other clubs or organisations in its objective .

## 3. MEMBERSHIP

Membership of the Club shall be open to all ladies and gentlemen who are interested in the objectives of the Club and who shall be the registered owners, or by written agreement, the part owners of a Land Rover which will be maintained in a roadworthy condition. A copy of the written agreement for part ownership shall be lodged with the Executive Committee.

3.1. MEMBERSHIP CLASSES; These shall be eight classes of membership, namely founding, ordinary, family, junior, country, overseas, life, honorary, associate and corporate.

3.1.1. FOUNDING MEMBER; Founding members is members who is responsible for forming the club, Founding Members may Veto any decision by the executive committee, if the decision made is not in line with the objectives of the club.

3.1.2. ORDINARY MEMBER; Ordinary members shall be entitled to vote at Annual General Meetings and Special General Meetings, and be elected as officers of the Club. They shall enjoy all facilities of the Club as officers of the Club. They shall

enjoy all facilities of the Club as may exist from time to time. Ordinary members shall be entitled to participate in driving events provided they are in possession of a valid driving license.

**3.1.3. FAMILY AND JUNIOR MEMBER;** A Family Member shall be the spouse of an Ordinary Member.

The membership shall be free of any further entrance fee or subscriptions and shall include children up to the age of 17 years as Junior Members. Family Members shall have the same rights and privileges save that the children shall not be entitled to vote at Annual General Meetings and Special General Meetings. Every Junior Member shall on attaining the age of 18 years, cease to be a member of the Club, but may present himself/herself for election in conformity with section 3 and 3.2. Any Junior Member who joined the Club before the age of eighteen shall not be required to pay an entrance fee. NB For the purpose of interpretation of Rule 3.1.3 full time scholars and University students over the age of eighteen, may be deemed, should they so wish, to be Junior Members. He/She shall be permitted to drive subject to regulations pertaining thereto, as laid down and as amended by the Executive Committee.

**3.1.4. COUNTRY MEMBER;** Any person who qualified for Ordinary Membership but who resides outside a radius of 50km from the Club headquarters or any other centre designated by the Executive Committee may become a Country Member. A Country Member shall enjoy the same privileges as an Ordinary Member.

**3.1.5. HONORARY MEMBER;** Honorary Membership shall be conferred by the Executive Committee on a person and/or an organisation for fostering goodwill towards the Club and/or rendering service towards the Club. The terms, conditions and privileges shall not exceed one year, nor shall they exceed the terms, conditions, rights and privileges extended to Associate Members, save that the payment of subscriptions will be exempt

**3.1.6. ASSOCIATE MEMBER;** Any person who is interested in the activities of the Club, but who does not qualify for any other membership, may be invited by the Committee to become an Associate Member. An Associate Member shall have no voting rights, but shall enjoy all the facilities of the Club except that he/she may not participate in the driving events, unless invited to do so by the Executive Committee.

**3.1.7. CORPORATE MEMBER;** Any business/organisation who operates within the objectives of the club, within the borders of Namibia

**3.2. APPLICATION FOR MEMBERSHIP.** An application for membership shall be forwarded to the Club and shall be on a form provided by the Club. The applicant must comply with requirements for membership as laid down by the Executive Committee from time to time. The Executive Committee may accept or reject any application and refund any monies which may have been paid. A member approved up to 31 July will pay full subscriptions. The subscription payable after 31 July will be determined by the Executive Committee but shall not exceed half the annual subscription.

3.3. Removal; The Executive Committee may revoke an individual's membership by majority vote if the Committee finds that the member's behaviour or conduct is detrimental to the interest of the club.

3.4. Non-discrimination; The Club will not discriminate in membership on the basis of race, colour, religion, national origin, ancestry, citizenship, sex, gender, sexual orientation, age or disability.

#### 4. GENERAL MEETINGS AND ELECTION OF COMMITTEE

4.1. An Executive Committee consisting of Chairman, Vice-Chairman, Treasurer and Secretary shall be elected by secret ballot at an Annual General Meeting or a Special General Meeting. In addition to his vote, the Chairman shall have a casting vote at an Annual or Special General Meeting.

4.1.1. ELIGIBILITY. A member shall only be eligible for election to the Executive Committee if he/she has been a member of the Club for a period of not less than one year immediately preceding nomination.

4.1.2. NOMINATION. Nominations shall be in writing and shall bear the signature of the nominee and the proposer and shall be handed to the Chairman before the election commences.

4.1.3. CONDITIONS. One year after the first election, half of the Executive Committee members, decided by drawing lots, shall retire. Thereafter members shall retire in rotation after holding office for a period of two years. Retiring members shall be eligible for re-election.

#### 5. ANNUAL GENERAL MEETING

5.1. An Annual General Meeting shall be held three months after the club's financial year end, in order to transact the following business:

5.1.1. To approve the minutes of the preceding Annual General Meeting.

5.1.2. To receive the Chairman's report on the Club's activities.

5.1.3. To receive the Treasurer's report and approve the Club accounts.

5.1.4. To elect an Executive Committee.

5.1.5. To attend to any matter of which previous notice has been given.

5.1.6. To attend to new business

5.2. At least fifteen full days' notice of the meeting must be given to members. Any decision taken at an Annual General Meeting must be approved by the majority of

the members present. A quorum shall be 15% of the total membership in good standing. The presiding Chairman shall have a casting vote. In the event of there being no quorum the meeting shall be adjourned to a date not more than 30 days later. A notice of such adjourned meeting shall be posted not less than 10 days before the date of the meeting. The members present at an adjourned Annual General Meeting shall constitute a quorum.

## 6. SPECIAL GENERAL MEETING

The Executive Committee or any 15 members of the Club may call a Special General Meeting in order to discuss any matter(s) pertaining to Club affairs. The notice of such a meeting shall state the venue, date and time of the meeting; the matter(s) to be discussed at the meeting and the names of the members who called the meeting. Such notice shall be posted at least 15 days before the meeting. The quorum and provision for postponement shall be as for an Annual General Meeting. The Executive Committee shall be obliged to comply with any resolution passed at a Special General Meeting provided that such an act is not unlawful or against the objects of the club.

7. VETO VOTE The founding members have the authority to VETO any decision made by the Executive Committee, if that decision is not in line with the objectives of the club. A veto vote must be at least (66%) of founding members present.

## 8. MANAGEMENT

8.1. The management and control of the Club shall be vested in the Executive Committee consisting of Chairman, Vice-Chairman, Treasurer and Secretary. The Executive Committee will provide everything that it considers necessary for carrying on the Club's activities in accordance with its Objectives, Rules and Regulations and will be solely responsible for the management of the Club and all matters involving income and expenditure. The Executive Committee shall meet once a month and 50% of the members of the Executive Committee shall form a quorum. In addition to his normal vote the Chairman of the Executive Committee shall have a casting vote.

8.1.1. DUTY OF THE CHAIRMAN The duty of the Chairman is to preside at the meetings of the Club, to promote generally its objectives and to assist in the harmonious working and co-operation of its members and to report to members at the Annual General Meeting on the activities of the Club for the past year.

8.1.2. DUTY OF THE VICE-CHAIRMAN The duty of the Vice-Chairman is to plan and control all matters related to entertainment and rallies and to coordinate any work relating to these activities and any sub-committee he/she may set up for a specific event. To issue or have issued monthly newsletters of the Club activities. To act as Chairman in the absence of the Chairman.

8.1.3. DUTY OF THE SECRETARY The duty of the Secretary is to record and keep minutes of all meetings of the Club; to receive and reply to all correspondence as directed by the Executive Committee; to keep all letters received and copies of those sent; to keep all official documents and archives in safe custody.

8.1.4. DUTY OF THE TREASURER The duty of the Treasurer is to hold the funds of the Club, banking them as soon as possible in the bank determined by rule 10.7; to produce a bank certificate at the monthly meetings, to produce a quarterly statement of accounts; to give receipts for monies received; to make payments as directed by the Executive Committee; to sign cheques in conjunction with the Chairman or other duly appointed officer; to report to members at the Annual General Meeting on the financial matters of the past year.

## 9. EXECUTIVE COMMITTEE

9.1. The Executive Committee shall be responsible for the overall control and management of the club.

9.2. At the Annual General Meeting, the members of the club shall elect by majority vote five members to serve on the Executive Committee until the next AGM. Both full members and associate members are eligible to serve on the Executive Committee. Each member present at the AGM will have five votes for purposes of this election.

9.2.1. The Executive Committee shall comprise:

9.2.2. the Chairperson

9.2.3. the Vice-Chairperson

9.2.4. the Secretary

9.2.5. the Treasurer and

9.2.6. one additional member.

9.3. Each member of the Executive Committee may serve up to three consecutive terms.

9.4. Thereafter, additional terms of service may be authorised by a majority (15%) vote of all members in good standing present at the AGM.

9.5. Executive Committee members will be deemed to have resigned if they fail to attend three (3) consecutive meetings without a suitable reason.

9.6. If any member of the Executive Committee resigns or is repeatedly unavailable to carry out his/her responsibilities, the Chairperson may convene a meeting of the full membership of the club in order to remove that Executive Committee member and to elect a replacement. The Chairperson of the Executive Committee, in

consultation with the rest of the Executive Committee, may alternatively decide to continue to the next AGM without selecting a replacement.

9.7. The Executive Committee or general membership of the club may convene meetings throughout the year as necessary. The time, date, and place of such meetings must be announced to all members of the Executive Committee at least one week prior to the meeting.

## 10. GENERAL POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

10.1. The Executive Committee shall manage the club and work to achieve the aims and objectives of the club. The Executive Committee will have the duty to translate any policy decisions made by the membership into practice.

10.2. Decisions of the Executive Committee shall be by majority vote of members present at any meeting where there is a quorum. A quorum will be half the members plus one (1).

10.3. Subject to the terms of this Constitution and any directions contained in resolutions passed by the members in general meetings, the Executive Committee shall have the necessary powers and authority to manage the club and shall exercise its powers as it considers appropriate to achieve the objectives of the club.

10.4. The Executive Committee shall not be personally liable for any acts and/or omissions, provided only that the said committee shall have acted in good faith.

10.4.1. The general duties of the Executive Committee shall include the following:

10.4.2. to act as a communication channel for and on behalf of its members;

10.4.3. to ensure that the objectives of this Constitution are being fulfilled and maintained at all times;

10.4.4. to create programs and activities that serve to fulfil the objectives of the club;

10.4.5. to control the club's finances and to guarantee the performance of contracts or obligations of the club.

10.5. Chairperson: The Chairperson shall be responsible for the following:

10.5.1. convening of meetings on a regular basis and whenever required to do so by members;

10.5.2. chairing and providing overall direction to all the meetings of the club and of the Executive Committee;

10.5.3. compiling of an annual report for the Annual General Meeting;

10.5.4. any other function necessary for the success of the club.

10.6. Secretary: The Secretary shall be responsible for the following:

10.6.1. issuing notices concerning all meetings of the members to be forwarded to the members at least 1 week prior to the meeting;

10.6.2. recording minutes of all meetings of the members of the club and of the Executive Committee;

10.6.3. conducting all correspondence on behalf of the club;

10.6.4. ensuring the safekeeping of all relevant documents of the club.

10.7. Treasurer: The Treasurer shall be responsible for the following

10.7.1. maintaining a record of all income received and expenditure incurred by the club;

10.7.2. opening and control of the club bank account;

10.7.3. issuing receipts for money received by the club;

10.7.4. ensuring that the Organisation's funds are utilised in accordance with the club budget;

10.7.5. submitting financial reports to the Executive Committee and the general membership as needed, but at least once per year;

10.7.6. safeguarding and management of all the assets of the club;

10.7.7. ensuring that no funds are made available to members as personal loans;

10.7.8. overseeing the financial compiling of the accounts of the club;

10.7.9. preparation of the annual budget of the club; and

10.7.10. presentation of an annual financial report and a budget for the following year at the AGM.

10.8. All other responsibilities of the Executive Committee may be delegated by the Committee to any Executive Committee member.

10.9. SUB-COMMITTEES. The Executive Committee shall have the power to create sub-committees for specified purposes. These sub-committees shall be disbanded after the completion of their work. Sub- committees shall have no say in the management and control of the Club.

10.10. Members of the Executive Committee shall not receive remuneration for their service as Executive Committee members.

## 11. POWERS OF THE CLUB

11.1. The club shall have the power to do the following things in furtherance of its objectives:

11.1.1. to apply for and receive funds, donations and gifts of money or property of any description;

11.1.2. to provide, furnish and fit out offices and other premises as necessary, and to manage and maintain such premises;

11.1.3. to purchase, lease or otherwise acquire or hold movable or immovable property and to sell, sublease or otherwise dispose of such property;

11.1.4. to enter into any contract of insurance in respect of any matter in which the club has an insurable interest;

11.1.5. to purchase, subscribe to or otherwise acquire books, publications and other resource material;

11.1.6. to open and operate a bank account in the name of the club;

11.1.7. to apply the funds of the club in any reasonable manner in furtherance of the objectives of the club; and

11.1.8. to do any other lawful things that will further the objectives of the club.

11.2. These powers may be carried out on behalf of the club by the Chairperson or another member of the Executive Committee, with the prior approval of the entire Executive Committee.

## 12. FINANCES AND NON-PROFIT CHARACTER

12.1. The club shall be organised as a non-profit club. The income and the property of the club shall be applied solely towards the promotion of the mission of the club as set forth in this Constitution and shall not be used for the personal benefit of any of the members of the club.

12.2. No portion of the income or property of the club shall be paid or distributed directly or indirectly to any person (otherwise than for services rendered to the club by persons other than members or in the ordinary course of undertaking any public benefit activity) or to any member of the club or Executive Committee except as contemplated in Section 10.7.

12.3. The club shall open a bank account in the name of the club at a registered commercial bank in Namibia.



12.4. Funds may be received on behalf of the club by any member of the club with signing powers on the club's bank account. All funds received shall be deposited in the club's bank account.

12.5. Cheques issued by the club shall be signed by the Chairperson of the Executive Committee and countersigned by one other member of the Executive Committee.

12.6. All services performed for the club shall be purely voluntary. Members, including members serving on the Executive Committee, shall not receive any remuneration for services performed, except that they may be reimbursed for reasonable expenditures made on behalf of the club with the prior approval of the Chairperson of the Executive Committee.

12.7. The financial year of the Club shall run from 1st August to 31st July.

### 13. DISSOLUTION

13.1. The club may be dissolved by the decision of a majority of members present at a meeting convened for this purpose, provided that notice of this meeting has been directed to all members (both associate and full) at their last-known telephone number, email address or postal address at least two weeks prior to the date of the meeting.

13.2. In the event of dissolution, all assets of the club remaining after the payment of all outstanding debts and liabilities shall be donated to a Namibian club with aims and objectives similar to those of the club. The club which is to receive such assets shall be selected by a majority vote of all members present at the meeting at which dissolution occurs.

### 14. CONSTITUTIONAL AMENDMENTS

The Constitution of the club may be amended only by a two-thirds majority of those present at a meeting open to all members (both associate and full), or by agreement of two-thirds of all those members who respond (both full and associate) after circulation of written notice of proposed amendments to each member's last known email or postal address.