

TRIUMPH SPORTS CAR CLUB OF SOUTH AFRICA

CONSTITUTION OF THE NATIONAL BODY

30th April 2022.

Chapter 1 – Name and objectives

1.1 Name

The name of the Club shall be the Triumph Sports Car Club of South Africa (formerly the Triumph Sports Car Club of Southern Africa, and The TR Register of S.A.), hereinafter referred to as the TSCC of SA, or “The Club”. The TR Register will continue to exist under the umbrella of the Club, and other appropriate registers may be formed under the umbrella of the Club.

1.2 Objectives

The Triumph Sports Car Club of South Africa is a democratic organization established to promote the preservation of Triumph cars, the sport, interest and pastime of motoring and of the Triumph Marque by collectively representing the interests of all members regionally, nationally and internationally.

To encourage social activity between the members engaged in club activities, and to extend to enthusiasts, owners and drivers of Triumph cars and their friends all the usual hospitalities, privileges, advantages, conveniences and accommodation enjoyed in connection with a club, and that it shall cultivate reciprocal relations with kindred clubs and associations.

Chapter 2 – Club Structure

2.1 National Body

The Club shall have a National Body which shall be governed by the National Committee under this constitution, and shall consist of Regional Centers located in the region of Southern Africa. The National Body is responsible for functions on a national level and its powers and areas of competency are outlined in this constitution. Decision-making and governance on this level is entrusted to the National Committee.

2.2 Regional Centers

Regional Centers are recognized as the primary operational level of club activity. They shall be formed and properly constituted in accordance with the provisions of this constitution as well as their own regional constitutions. Application for the establishment of new Regional Center may

be made with a full motivation and after careful consideration may approve or decline the establishment of a new Regional Center.

Each Regional Center shall draw up a constitution within six months of its establishment, or within six months of the effective date of this constitution. The constitution of each Regional Center shall be submitted to the committee of the National Body for ratification and acceptance, which will only be granted provided no part of its contents are in conflict with the provisions, objectives or spirit of this constitution.

2.3 Division of Powers

The powers, functions and areas of competency of the National Body are provided for in this constitution. Some of these provisions (as partly contained in chapters 1, 2 and 3) also refer to the Regional Centers. The provisions contained in chapters 4-7 concern the National Body only.

The body of rules and regulations pertaining to the operational needs, requirements and objectives of the Regional Centers are contained in their own constitutions. In so far as these regional constitutions are ratified by the National Committee as being in line with the National Constitution, such constitution shall be regarded as extensions of this constitution but their jurisdiction shall be limited to that particular Regional Centre only and will have no authority over the National Body or over any other Regional Centre.

This Constitution provides for a clear division of powers, functions and competency between the National Body and the Regional Centers. The National Body has no authority to prescribe to the Regional Centers, nor to exercise any authority over matters pertaining to the domestic affairs of a Regional Centre, save for those provisions contained in this constitution. Regional Centers may likewise not prescribe or exercise any authority over any matters pertaining to the national Body as outlined in this constitution.

It is incumbent on all Regional Centers to clearly structure their own powers, functions and areas of competency in their own constitutions before they are submitted to the National Body for ratification. Ratification by the National Body serves as recognition that the National Body will at all times observe and respect the autonomy of a Regional Centre to function in accordance with the provisions of its own constitution.

2.4 Control of Regional Centers

Should the National Committee decide that a Regional Centre is not acting within the provisions of the National Constitution or within the provisions of its own Regional Constitution, it may approach the Regional Centre to address the matter. Likewise, should any member of a Regional Centre feel its Center is acting contrary to the provisions of the National or Regional Constitution; he/she may approach the National Committee to have the matter addressed.

2.5 Disbandment of National Body

The National Body may be disbanded by reason of inactivity or other cause by a two thirds majority vote at a Biennial General Meeting of the National Body following recommendations by the National Committee. In the event of the National Body being disbanded, all remaining assets of the TSCC of SA shall be liquidated and shall be distributed to charitable, educational or ecclesiastic institutions of a public character and which are themselves exempt from tax, provided no remaining Regional Centre becomes a successor body. In such an event the National Committee in office at time of disbandment shall determine the institution/s to which the distributions are to be made.

Chapter 3 – National Body Membership

3.1 Automatic Membership

Automatic membership of the National Body shall be obtained and maintained through membership of the Regional Centers. It shall be compulsory for members of Regional Centers to become members of the National Body. There will be two types of membership applicable to the National Body:-

3.2 Ordinary Members

Ordinary membership of the National Body shall be available through the Regional Centers to those who own a Triumph car or to those who share in the interests of Triumph car owners even if they do not themselves own a Triumph car. Such members shall pay subscriptions of the National Body in addition to the Regional Centers. Voting rights in the National Body are granted to all ordinary members of good standing, which may also be exercised by proxy vote.

3.3 Honorary Members

A member of good standing may propose a person for the above class of membership. Such a proposal must be made in writing to the National Chairman with a full motivation. The nominee must be a person who has rendered an exceptional service on a national level. Honorary members shall be entitled to all the rights and privileges of the club for life without payments of subscriptions. A register of Honorary members shall be kept.

Proposals must reach the National Chairman at least three months prior to the date of the next Biennial General Meeting. The National Chairman, in consultation with the National Committee, will decide if the nominee's name should be put forward for confirmation as an Honorary member at the next following Biennial General Meeting. In coming to their decision the National Committee will consult with the proposer.

3.4 Rights of Members

Members in good standing shall have full rights to nominate candidates for the National Committee, elect them, and hold office if duly elected. All members in good standing shall be entitled to attend and participate under applicable rules in meetings, programs, and other activities of the National Body. They shall be entitled to receive all ordinary publications of the club and shall have the privilege of borrowing, subject to applicable regulations, books, publications, slides etc. belonging to the club. All members shall be entitled to purchase any publications.

Membership of the Club, in whichever category, does not and shall not give to any member any right, title, interest, claim or demand in any of the cash funds, property or assets of the club, but only confers upon such members the right and privilege of entering the club, and subject to such restrictions and changes as the Committee may from time to time impose, and subject to the rules of the club from time to time in force.

The liabilities of the members of the club is limited to the payments of any amount owing by them to the club under these rules.

3.5 Indemnities

Upon joining the Club, members shall indemnify fellow members and committee members against all claims for damage or injury which may arise at a function or event organized or sponsored by the Club. This indemnity shall be extended by members to include their spouses, partners, family and friends participating in such events.

A clause to this effect must be included in the application for membership forms and in the annual application for the renewal of membership forms. Members shall indemnify fellow members and committee members against any claim arising through financial loss to the Club as a result of negligence or other causes out of members' control in the management of the financial affairs of the Club. Members shall undertake to sign any appropriate declaration of indemnity form issued by the Club or by the South African Motor Club Association or SA Motorsport or whichever controlling body may be in authority from time to time and to which the Club may be affiliated.

3.6 Subscriptions

Ordinary members shall pay an annual subscription fee to the National Body. Such fees will be determined by the National Committee and shall fall due on the 1st January and payable before 1st April each year. All membership fees for the National Body shall be collected by the Regional Centers, and shall be forwarded on their behalf to the National Body. Members whose subscriptions are in excess of three months in arrears shall cease to enjoy the privileges of membership which shall lapse automatically. Thereupon, it shall be obligatory upon that person

immediately to return to the club any floating trophies, badges or other club property in his possession at the time of lapsing.

3.7 Termination of Membership

After due enquiry and after due notice has been sent to the member concerned, the National Committee shall, in consultation with the Regional Centre affected, have the power to terminate the membership of the National Body of any member whose activities are found to be inconsistent with the objectives and interests of the club or who are no longer paid-up members in good standing.

Chapter 4 – Management of the National Body

4.1 National President

The National President shall represent the club on a national and international level in pursuance of the objectives of the club. The National President is an honorary appointment and his office shall have no executive powers to save those listed hereunder. He shall be voted in office by the majority of members of the National Body in good standing at the Biennial General Meeting and shall hold office for a period of four years, and shall be eligible for re-election.

Should the National Chairperson resign or not be in a position to hold office for whatever reason, the National President shall, after consultation with the National Committee, appoint an acting National Chairperson who shall preside until the next Biennial General Meeting.

The National President shall preside over the election of a new National Committee at each Biennial General Meeting.

4.2 National Committee

Management of the National Body of the TSCC of SA shall be vested in the National Committee, which shall consist of the Elected Members, being the National Chairperson, Registrar, Treasurer, Editor, Secretary and SAMCA Representative and ex-officio Regional Representatives, being the Chairpersons of all the Regional Centers. Any vacancy occurring in any office during the year shall be filled by the National Chairperson with all reasonable promptitude, by way of a temporary appointments until the next Biennial General Meeting, save for the provisions contained in paragraph 4.1.

4.3 Terms of Office

Elected Members of the National Committee shall be nominated, seconded and elected at the Biennial General Meeting for a period of two years and shall be eligible for re-election. Regional Representatives of the National Committee shall be elected by the Regional Centers. Office bearers shall be members of good standing of the National Body.

4.4 Minutes

Minutes shall be kept of all the proceedings of every National Body meeting and shall be circulated to all the Regional Centers and National Committee members. Such minutes shall record the names of all members present, and shall be regularly entered in a book to be kept for that purpose. Such minutes shall be signed at the same time or at the next ensuing meeting by the chairperson at such meeting.

4.5 Control of Expenditure

No liabilities may be incurred on behalf of the National Body, otherwise than upon a resolution signed by each member of the National Committee or upon a resolution of the National Committee taken at a duly convened meeting. In this context a resolution will be deemed to be signed if members of the National Committee approve of the resolution by way of electronic means or by facsimile.

4.6 Financial Year

The financial year of the National Body shall commence on the first day of January and end on the 31st day of December ensuing.

4.7 Financial Books

As soon as possible after closing off each financial year, but not later than the 31st January ensuing, the financial books of the National Body shall be balanced and an income and expenditure account shall be prepared. Such account shall be published in the Club newsletter annually, and the National Committee shall lay before the Biennial General Meeting a report of the affairs of the National Body for the preceding two years, together with a statement of income and expenditure and a balance sheet shall be signed by the National Chairperson.

Should the National Committee deem it necessary, they may appoint Auditors (qualified to practice as such) whose duty it shall be to audit the books of the Club as often as may be deemed necessary or as often as the National Committee may direct.

4.8 Banking

All moneys received shall be deposited in accounts approved by the National Committee to the credit of The Club, and all cheques for deposit shall be recorded by the Treasurer or other nominated person. All cheques for withdrawal shall be signed by any member nominated in writing by the National Committee and all vouchers for payment shall be certified by the nominee.

4.9 Investments

The National Committee may invest any funds temporarily or for a fixed period in any leading first class banking institution registered in the Republic of South Africa.

4.10 Trustees of Club Property

Any property, estate and effects shall be vested in at least two trustees, being the National Chairperson and at least one other appointed member of the National Body, provided that the control and management of such property, estate and effects shall be by the National Body. Financial control of the Trust shall be vested in the appointed Trustees of the fund.

4.11 Signature of Club Documents

All powers of attorney, contracts, cheques and other documents to be executed on behalf of the National Body shall be signed by any two members nominated by the National Committee.

Chapter 5 – National Committee Meetings

5.1 Frequency of Meetings

The National Committee shall meet for the dispatch of business as often as may be necessary, but not less than once in every two years. At each meeting the National Chairperson shall preside. In his absence, the members present shall elect a Chairperson amongst themselves.

5.2 Quorum and Voting

A quorum shall consist of not less than half of the members of the National Committee. Decisions shall be made by a show of hands of those members present at the meeting. In the case of equality of votes, the Chairperson of the meeting shall have a costing vote as well as a deliberative vote.

5.3 Special Committee Meetings

The National Chairperson, or at the request in writing of at least two members of the National Committee, may call a Special Meeting of the National Committee provided that a notice of the time and place of the intended meeting be served on every Committee member. Such notice shall specify the object of the intended meeting and shall be signed by the National Chairperson or the Secretary.

5.4 Sub-Committee Appointments

The National Committee may appoint sub-committees from its own members which may also be members not of the National Committee, to deal with matters of a general or special nature. The National Chairperson shall be an ex-officio member of all such sub-committees. Every sub-

committee may meet from time to time, and may adjourn from place to place. No business shall be transacted unless at least two members of the sub-committee are present.

Chapter 6 – General Meetings of the National Body

6.1 Club Year

The Club Year shall begin on the 1st January and end on the 31st December of the ensuing year.

6.2 Quorum and Adjournments

At all Biennial General Meetings of the National Body ten percent of the registered members of the National Body shall form a quorum. In the absence of a quorum within 30 minutes of the time appointed for the meeting to commence, the meeting shall stand adjourned for the meeting to commence, the meeting shall stand adjourned for no longer than six weeks when the members present will form a quorum.

6.3 Chairperson to Preside

The National Chairperson, or in his absence, a member of the National Committee appointed, shall preside at all General Meetings.

6.4 Notice of General Meetings

The Biennial General Meeting of members of the National Body shall take place every alternate year. At least one calendar month notice shall be given of all General Meetings of the National Body, setting out the date, hour and place of such meeting.

6.5 Business of Biennial General Meeting

The Business of the Biennial General Meeting will consist of at least the following items:-

- a. Register of members present.
- b. Presentation of National Committee reports on the affairs of the National Body.
- c. Presentation of Accounts for the preceding two years.
- d. Election of Officers of the National Committee.
- e. Details of any further item specified in writing before the meeting.

6.6 Special General Meetings

Special General Meetings of the National Body may be called by the National Committee, or by written request and signed by at least ten percent of the members of the National Body. The nature of the business of which the meeting is called must be clearly stated and no other business may be transacted. Any such meeting is to be held no later than six weeks after the date of receipt of such request.

6.7 Voting

At any General Meeting of the National Body a resolution put to the vote of the meeting shall be decided by a show of hands or by secret ballot. In the event of an equal vote, the National Chairperson shall have a casting vote in addition to his deliberative vote. Each member present and entitled to vote, shall have only one vote. Any member of good standing not present shall be entitled to a proxy vote.

Chapter 7 – Constitutional Matters

7.1 Effective Date

The Effective Date of this constitution shall be the date of the year 2000 Biennial General Meeting.

7.2 Alterations to the National Constitution

No constitutional rule of the National Body shall be repealed or altered, and no new constitutional rule shall be made, save by a resolution of majority of two thirds of the votes cast at the Biennial General Meeting of the National Body, of which due notice has been given in terms of this constitution. Such notice shall set forth clearly the new constitutional rule or the alteration to any existing rule, which it is intended to propose at such meeting.

Any amendments proposed to this constitution shall be proposed by the National Committee or by written petition of at least ten percent of the members of the National Body made to the National Committee, including a full motivation thereof, who will publish such proposals at least three months prior to the next Biennial General Meeting where the proposals will be tabled and voted on by all members present and by way of proxy votes.

7.3 Interpretation of the Constitution

Where any doubt or dispute shall arise as to the proper construction or interpretation of the foregoing Constitutional Rules, or should any question arise which is not provided for in these Rules, then the matter shall be referred to the National Committee whose decision shall be final.

7.4 Club Affiliation

The TSCC of SA may be affiliated to other clubs or organizations, motoring or otherwise, provided that this affiliation is not in conflict with the spirit and objectives of the club, nor in conflict with the provisions set out in this constitution. Such affiliation will be decided on by the National Committee, and any membership fees which may be payable will be recovered from

the members of the club. Termination of such affiliation will likewise be decided on by the National Committee.

Regional Centers may choose to be affiliated to other appropriate bodies provided that this affiliation is limited to that regional centre only, and is not in conflict with the provisions of this constitution.

(The above includes all amendments up to and including those made at the biennial general meeting held on 30th April 2022, at the time of the Club's National Gathering held at the Golden Gate National Park, Clarens).