

PORSCHE CLUB OF SOUTH AFRICA CONSTITUTION

Amended at AGM 22 February 2026

PREAMBLE

The Porsche Club South Africa - Central is a sports car club, a Marque club for Porsche owners, Porsche enthusiasts and persons interested in the Porsche Marque.

1. DEFINITIONS

In this constitution:

- 1.1 The Club shall mean the Porsche Club South Africa – Central
- 1.2 The masculine shall include the feminine.

2. NAME

The Club shall be known as the Porsche Club South Africa – Central

3. OBJECTIVES

The objectives of the Club are:

- 3.1 To promote the highest standards of courtesy and safety on the roads by Porsche owners and enthusiasts:
- 3.2 To promote goodwill and fellowship amongst Porsche owners and enthusiasts by engaging, inter alia, in social and other events.
- 3.3 The maintenance of the highest standards of operation and performance by the Marque by sharing and exchanging technical and mechanical information.
- 3.4 The establishment and maintenance of mutually beneficial relationships with the Porsche factory, Porsche dealers and other service sources: to the end that the Marque shall prosper and continue to enjoy its unique leadership and position in automotive annals.
- 3.5 To exchange ideas and suggestions with other Porsche clubs throughout the world.
- 3.6 The establishment of mutually co-operative relationships with other sports car clubs, particularly through Motorsport South Africa, the Automobile Association of SA and SAMCA, so that all sports car enthusiasts may enjoy the interchange of ideas and competition in shared events with owners of other marques.
- 3.7 To maintain a register of club members and Porsche vehicles owned by club members.
- 3.8 To obtain and maintain such premises as may be suitable for use as a clubhouse.
- 3.9 To raise such funds as may be necessary to cover the costs of operating the Club and the running of its affairs.
- 3.10 To promote originality in Porsche engined vehicles and encourage interest in any other Porsche related matter.
- 3.11 The Club shall not carry on any business undertaking or trading activity that unfairly competes with taxable entities.”

4. MEMBERSHIP

- 4.1 Membership of the Club shall be open to all people who own or drive a Porsche and/or who are Porsche enthusiasts. Membership of the Club with respect to non-Porsche owners shall be limited to 10% of the total members of the club.
- 4.2 The Committee, in its sole discretion, shall have the power to reject any application for membership without disclosing its reasons for so doing, provided that no application for membership shall be rejected purely on the basis of the applicant's race, colour, creed or sex;
- 4.3 Membership to the Central region of the Porsche Club South Africa automatically includes membership to the National Club. Membership to the National Club is divided into membership to the different regions and is determined by the region in which a member resides.
- 4.4 Membership of the Club shall run from date of registration to the Club (known as the anniversary date) for a period of one year and membership shall include the member's spouse, provided that a member and his spouse shall

jointly be entitled to only one vote. Voting rights of members will be restricted to members that own or have access to a Porsche. Access is defined as: Spouses/partners of members, members with access to company cars and members in between cars, qualifying at the discretion of the committee. For spouses/partners to qualify for a second vote, an additional subscription, as determined by the Committee, is payable.

- 4.5 Each member of the committee and member of the Club, upon attaining membership, hereby undertakes to accept and abide by the Constitution of the Club and undertakes not to do anything which would bring the Club and/or the Marque and/or any of its members into disrepute.
- 4.6 Members of the Club undertake and agree that neither the Club, nor any of its office bearers or members shall be liable for any injury, loss or damage of whatsoever nature and howsoever caused, whether or not such injury, loss or damage is due to the negligence of the Club or any of its office bearers or members and irrespective of whether or not such injury, loss or damage is sustained on premises used, leased or owned by the club, or whether such injury, loss or damage is sustained during any event organised by the Club or held under its auspices. Members hereby indemnify the Club, its Committee, Office Bearers and Members against any legal action by their dependents, heirs, assigns, Executors, Trustees or Administrators for any injury, loss or damage as aforementioned;
- 4.7 Student membership criteria and subscription payable on application for Student membership, shall be determined by the Committee from time to time.

5. SUBSCRIPTIONS

- 5.1 Entry fees and membership subscriptions, payable on application for membership, shall be determined from time to time by the Umbrella Body of the National Club. Subscriptions shall be due on the anniversary date of each year.
- 5.2 Should any member fail to pay his membership six months after the anniversary date of any given year, his membership shall automatically lapse and he shall have to make a fresh application for membership on the same terms and conditions as those pertaining to new members.

6. COMMITTEE

- 6.1 The Club shall act and conduct its business through a Committee which shall consist of a President, Vice President, Secretary, Treasurer and no more than 10 more members. The number of Committee members should be uneven.
- 6.2 Meetings of the Committee shall be held at least ten (10) times annually. The President, if he deems necessary, may call an extra-ordinary meeting in addition thereto. The quorums for meetings of the Committee shall be 50% of all the members of the Committee plus one member.
- 6.3 The Committee shall be elected at the Annual General Meeting of the Club. The quorum of members required at the Annual General Meeting shall be 30. Members shall be notified in writing of the date of the Annual General Meeting. Such notification is to be posted electronically to members no less than 21 days before the date of the Annual General Meeting.
- 6.4 Nominations for the Committee shall be in writing and shall be addressed to the Secretary of the Club, to reach the Club at least fourteen days before the Annual General Meeting. Each nomination shall state the names of the Proposer and Secunder, together with the nominee's written consent to being nominated. The nominations receiving the highest number of votes shall form the Committee for the incoming year.
- 6.5 To ensure continuity, the outgoing President may attend Committee meetings in an 'ex Officio' capacity with full voting rights for a period of twelve months.
- 6.6 The new Committee shall meet within two weeks of being elected and shall, at that meeting elect a President, Vice President, Secretary and Treasurer. For the sake of continuity, the President and Secretary shall hold office for a period of two years.
- 6.7 No member may qualify to be elected to the position of President unless he has served on the Committee for a period of one year immediately preceding the year that he is nominated for the position of President.
- 6.8 No member may serve as President for a period in excess of two consecutive years, provided that the new Committee may, by unanimous agreement, extend the period of office of a President who has served for two consecutive years by a maximum period of one year.
- 6.9 It is recommended not to exchange all Committee members in the same year, in order to guarantee a certain degree of consistency and continuation of the Committee's work.
- 6.10 The Committee shall have the power by co-option to fill any vacancy amongst its members for the unexpired portion of that member's term of office and/or to invite by co-option specific members who are not Committee members to assist in specific projects from time to time. These co-opted members shall, however, have no voting rights during the period in which they have been co-opted onto the Committee.

- 6.11 Every member of the Committee, including the President shall be entitled to one vote at each Committee/Extraordinary/Special meeting, but in the event of a tie, the President shall be entitled to a casting vote, in addition to his ordinary vote.
- 6.12 The Committee shall have the sole and discretionary power to appoint ex-officio, a patron and any other such honorary member as they deem fit. In particular, visitors from other Porsche clubs worldwide may be eligible as temporary honorary members. Proposals for the appointment of honorary members must be submitted to the Committee for approval and such appointments shall be ratified at each Annual General Meeting of the Club.
- 6.13 The Committee may, from time to time and at its discretion, obtain insurance of whatever nature for and on behalf of the Porsche Club South Africa – Central, as it deems fit.
- 6.14 The Club shall obtain public liability insurance to cover any possible public risk arising from Club activities.
- 6.15 The Committee may at its discretion invest the funds of the Club, as it deems fit, with any banking institution or any other similar financial institution.
- 6.16 Any matter not provided for in the constitution shall be dealt with and resolved by the committee whose decision shall be final.
- 6.17 The President and Treasurer or any two members appointed by resolution shall be authorised to sign all contracts of whatsoever nature entered into by the club.
- 6.18 The Club shall be able to litigate in any Court of Law in the Republic of South Africa or in a Foreign Country.

7. SUB-REGIONS

- 7.1 The Committee acknowledges the existence of approved sub-regional branches of the Porsche Club South Africa - Central which will be answerable to the Committee.
- 7.2 The sub-regional branches will have the power to elect their own Committee members annually and determine the number of portfolios as the need arises. The sub-regional Committees will consist of a Chairman, Secretary, Treasurer and the total Committee shall have no more than ten (10) elected Committee members.
- 7.3 The Committee members of the different sub-regional branches shall consist of fully paid-up members of the club from the specific sub-region and shall comply with the same conditions of election as that laid down for the Committee.
- 7.4 The quorum for meetings of the sub-regional committees shall be fifty percent plus one of the elected Committee members present in person. The quorum for members required at the Annual General Meeting of the sub-regional branch is ten (10).
- 7.5 A certain percentage of the annual subscription fees emanating from a sub-region will be determined annually, after regional committee consultation with the different sub-regional committees, and will be paid over and made available for use by the different sub-regional committees in that region.
- 7.6 The Treasurer of every sub-regional committee will keep record of the financial status of the sub-regional branch and report at least annually or as and when required to the regional Committee in connection with the income and expenditure of the sub-regional branch.
- 7.7 If deemed necessary by the regional Committee, the regional Committee shall meet with the sub-regional committees to discuss the percentage of the annual subscription fees emanating from the members of each sub-regional branch that will be retained by the regional Committee to finance the administration and related matters of the regional Club. Each sub-regional branch shall be entitled to have one representative with voting power present for every 100 members in that region, provided that where a region has 10 members or less, that region shall be entitled to send a representative to each meeting but such representative shall have no voting powers.
- 7.8 Members of Committees of sub-regional clubs registered with the Porsche Club South Africa – Kwazulu Natal, may attend meetings of the regional Committee, but the voting rights of such members are limited to one Committee member from each sub-regional club. The Porsche Club South Africa – Central, may at its discretion, reimburse the travel and accommodation costs (pay the equivalent of an air ticket, economy class, annually) to the Committee members of each sub-regional club, in order that they may attend, if they so desire, the meetings of the regional Committee of the Porsche Club South Africa – Central or any Special General Meeting thereof.

8. DUTIES OF SECRETARY

- 8.1 The Secretary shall keep minutes of all meetings of the Club and its Committees and shall, in consultation with the President, deal with correspondence. The nature of the minutes taken by the Secretary shall either be in writing and/or by tape recording. In the event of a tape recording, such tape recording shall not be edited, but shall include

the entire recording of the meeting and such recording shall be sealed after the meeting.

- 8.2 The Secretary shall ensure that the records of the Club, including the minute book and register of members and vehicles are up to date.

“9.A Compliance with Section 30A and Annual Submission to SARS

- 9A.1 The Club shall at all times comply with the provisions of Section 30A of the Income Tax Act, 58 of 1962 (as amended), and any regulations issued thereunder, in order to qualify for and maintain its approval as a recreational club by the South African Revenue Service (“SARS”).
- 9A.2 *The Club shall submit all required returns, declarations, financial statements, and supporting documentation to SARS annually, or as otherwise required by law, within the prescribed time periods.*
- 9A.3 The Committee shall ensure that:
- The Club’s funds are used solely for the objects for which the Club has been established;
 - No portion of the Club’s income or property is distributed directly or indirectly to any member, office-bearer, or other person, except as reasonable compensation for services rendered or reimbursement of expenses incurred.
 - The Club carries on activities in a manner consistent with the requirements of Section 30A;
 - Proper books of account and records are maintained in accordance with applicable legislation.
- 9A.4 The Committee shall take all reasonable steps necessary to ensure ongoing compliance with all statutory and regulatory obligations applicable to recreational clubs approved under Section 30A.”

9. DUTIES OF THE TREASURER

- 9.1 The Treasurer shall keep proper books of account relating to the funds of the Club. Such books of account shall be ledger, receipt book, addresses of all members, outstanding membership and any other books of account, as the Treasurer may deem necessary.
- 9.2 The Treasurer shall deposit all Club funds to a banking account with a financial institution approved by the Committee.
- 9.3 Accounts pertaining to the usual running of business shall be paid by the Treasurer after consultation with the President. All other accounts shall be referred to the Committee for payment authorisation. The Treasurer shall at every committee meeting submit a statement of expenditure for approval by the committee.
- 9.4 All cheques drawn on the banking account of the Club shall be signed by the Treasurer and the President.
- 9.5 The Treasurer shall collect all subscriptions and monies due to the Club.
- 9.6 The Treasurer shall prepare annual accounts which shall be duly audited by an auditor (being a member of the Institute of Chartered Accountants) and approved by the Committee. The Treasurer shall present these accounts to the Annual General Meeting for inspection and comment every year.

10. GENERAL MEETINGS

- 10.1 The Club shall hold an Annual General Meeting, as soon after 15 February each year as is reasonable. The President, or in his absence, the Vice-President, shall chair the meeting.
- 10.2 An Annual General Meeting and a Meeting, at which a special resolution is to be passed, shall be convened on not less than 21 days notice. The notice period for a General Meeting shall be exclusive of the day on which it is served or deemed to be served and of the date of the meeting. The notice of a General Meeting will specify the day and hour of the meeting and the business to be transacted thereat. Such notice may be served either by post or by

email.

- 10.3 Should a quorum of 30 of the members of the Club not be attained, the Meeting shall be postponed for a period of 3 weeks, and the Secretary shall advise all members of such postponement, but no quorum shall be required at any such postponed General Meeting.
- 10.4 A member not able to attend an Annual General Meeting may be represented by another member, provided it is for BONA FIDE illness, health, out of area business, holiday reasons, who will hold his proxy vote provided that a proxy will be entitled to represent only one principal. Such proxy shall be in writing, duly signed and publicly announced at the start of the Meeting. These proxies must be submitted in writing to the Secretary 14 days prior to the meeting.
- 10.5 The business of an Annual General Meeting shall be:
- 10.5.1 To receive members' credentials and proxy authorities
- 10.5.2 To approve the agenda
- 10.5.3 To confirm and otherwise deal with the Minutes of the previous AGM
- 10.5.4 To receive Annual Reports from the President, Secretary and Treasurer
- 10.5.5 To receive and adopt the audited financial statements
- 10.5.6 To elect a committee for the ensuing year
- 10.5.7 To approve any proposal to repeal, replace or amend the constitution, which due notice shall have been given
- 10.6 The President may, in his sole discretion, call any Special General Meeting of members.
- 10.7 The President shall call an Extra-ordinary General Meeting of members upon receipt of written application to do so, signed by at least 30 of the members of the club.

11. INCOME AND PROPERTY OF THE CLUB

- 11.1 The Committee shall, in its discretion, apply the income and property of the Club in such a manner as to, generally speaking, further the objectives of the Club as set out above. The Committee shall be accountable to the Club for any excessive expenditure incurred during its term of office
- 11.2 No member shall directly or indirectly receive any of the income or assets of the club, except as reasonable compensation for services rendered or reimbursement of expenses incurred in the furtherance of the Club's activities

12. DISCIPLINARY ACTION

- 12.1 The Committee shall be empowered to take disciplinary action against any member of the Club whose conduct is deemed to be prejudicial to the Club, its members, or the marque, or which is in the opinion of the Committee likely to bring the Club, its members or the marque into disrepute.
- 12.2 In taking such disciplinary action, the Committee shall be empowered to fine, suspend or to expel any member and the decision of the Committee shall be final.
- 12.3 The offending member shall be required to place before the Committee a written explanation within 14 days of him being notified of such in writing, and in the event that the Committee reject such explanation, it may make such decision as it deems fit in the circumstances.
- 12.4 The decision of the Committee members present at the meeting shall be final and the member shall not be entitled to resort to any legal action and/or arbitration in respect of such Committee's decision. Such penalised member shall be bound to accept the Committee's decision as final and binding.

13. AMENDMENTS TO CONSTITUTION

- 13.1 Any amendments, alterations or additions to this constitution shall be made at the Annual General Meeting or Extraordinary General Meeting after notice of such alternations or additions have been submitted, in writing, to the Secretary, at least 30 days prior to the meeting.
- 13.2 Any alteration, addition or amendment to the constitution shall require a two-thirds majority of members present at the meeting, whether personally or by proxy.

14. Winding Up

- 14.1 On winding up, or dissolution of the Club any remaining assets of the club must be transferred to another Porsche Club in South Africa.
- 14.2 On winding up or dissolution the duly appointed President (Chairman) of Porsche Club South Africa - Nationally

(National President) will be provided with a complete inventory of remaining assets and will divide and distribute the Club's remaining assets between the remaining Porsche Clubs in South Africa according to his sole discretion, provided *that any Porsche Club to whom a distribution is made must be a SARS-approved recreational club or PBO.*

- 14.3 In the alternative to paragraphs 14.1 and 14.2 above, and only in the event that there is no remaining Porsche club in South Africa that is a SARS-approved recreational club or PBO to whom a distribution can be made, then and in that event the assets may be distributed to any another SARS-approved recreational club or PBO in the sole discretion of the National President."