

¹SOUTH AFRICAN MODEL POWER BOAT ASSOCIATION



(“The Association”)
(“S.A.M.P.B.A.”)

CONSTITUTION 2008 AS AMENDED

1. TITLE AND BADGE

The name of the Association shall be the SOUTH AFRICAN MODEL POWER BOAT ASSOCIATION and its badge shall be that currently registered under the name of the Association in terms of ACT NO 23 of 1935 as amended.

2. LEGAL NATURE OF THE ASSOCIATION

- 2.1 The Association shall have a legal personality of its own separate from members.
- 2.2 The Association shall continue to exist as a separate legal personality irrespective of any change in its membership which may occur.
- 2.3 The Association shall be an unincorporated Association not for gain.
- 2.4 Only a duly authorised member of the Committee shall have the power to bind the Association, provided also that any such authorised committee member shall be indemnified from the funds and assets of the Association for any loss, costs or damages which may be suffered by him personally in the bona fide exercise of the authorised duties.

3. AIMS AND OBJECTIVES

The Aims and Objects of the Association shall be:

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- 3.1 The promotion and co-ordination of model power boating throughout the Republic of South Africa.
- 3.2 The organisation and control of International Championships to be held in the Republic of South Africa.
- 3.3 The organisation and control of National Championships in the Republic of South Africa.
- 3.4 The organisation of tours of the Republic of South Africa by overseas experts.
- 3.5 The organisation and control of tours by members to compete in overseas competition.
- 3.6 Co-operation with other Model Power Boat Associations, both national and foreign.
- 3.7 The sanctioning of Affiliated Provincial events at the discretion of the committee, when such sanctioning is applied for.

4. ACHIEVEMENT OF OBJECTIVES

- 4.1 In addition to these main objectives, the Association shall have ancillary objectives to these main objectives and the committee shall have plenary powers necessary for or incidental to the achievement of these main and ancillary objectives.
- 4.2 Without detracting from the Committee's said plenary powers the Committee shall have the power to:
 - 4.2.1 Determine, revise, increase and collect membership subscriptions.
 - 4.2.2 Receive donations.
 - 4.2.3 Arrange, hold, contribute to, or control fund raising schemes.
 - 4.2.4 Purchase, hire or acquire movable and immovable property in the name of the Association.
 - 4.2.5 Sell, lease, mortgage, pledge or otherwise deal with any property belonging to the Association.
 - 4.2.6 Borrow money with or without security in the name of the Association, on terms which it may determine.
 - 4.2.7 Open and operate a banking account in the name of the Association, provided that the Committee shall not be entitled to overdraw the said account unless the committee members so resolve.

4.2.8 Prescribe rules for the conduct of the affairs of the Association which do not conflict with the terms of this Constitution.

4.2.9 Institute and/or defend legal proceedings in the name of the Association.

5. AFFILIATION OF PROVINCIAL ASSOCIATION

5.1 Any Provincial Model Power Boat Association may apply for affiliation to the Association, provided that :

5.1.1 The Provincial Association has a written constitution.

5.1.2 The initial application for the affiliation shall be accompanied by a copy of the Provincial Association`s constitution, a list of its members and the prescribed affiliation fees in respect of each registered member of the Provincial Association.

5.1.3 Provincial Association members must have at least 2 years membership to SAMPBA prior to being elected as a SAMPBA committee member.

5.2 A duly affiliated Provincial Association shall keep SAMPBA informed of any changes to its constitution and, if requested, provide the Association with an up to date membership list by the 28th February of each year.

5.3 In the event of any conflict or ambiguity arising between the constitution of the Association and that of any Provincial Association, the constitution of the Association shall prevail.

5.4 An affiliated Provincial Association shall elect at least two representatives to SAMPBA, one of whom shall be a member of the Committee of that Provincial Association. The function of the representative(s) shall be to represent the Provincial Association at any General Meeting of SAMPBA.

6. MEMBERSHIP AND PARTICIPATION

6.1 The members of the Association shall be all those persons who are members of a duly affiliated Provincial Association and who have not been suspended from membership of the Association or from membership of the relevant Provincial Association.

6.2 Each member shall be allocated an Association number on registration as a member (e.g. RSA 999). This number must be displayed on the member`s boats to enable them to participate in any SAMPBA sanctioned event.

6.3 Only persons who are members of the Association and whose subscriptions are fully paid up shall be permitted to participate in any event or activity directly or indirectly held under the authority of the Association. Only such members shall be entitled to attend any general meeting of the Association.

6.4 New members may not participate in any SAMPBA sanctioned events until they are affiliated to SAMPBA and receive their registration number and copies of the constitution and the racing rules.

6.5 Honorary and/or life membership may be bestowed upon members at any annual general meeting.

7. AFFILIATION FEES

7.1 The affiliation fees of members belonging to Provincial Association shall be paid by the member directly to SAMPBA by the 28th February of each year.

7.2 Members joining during a year shall pay the full fee for that year.

8. MANAGEMENT

8.1 The Association shall be managed by a committee and the committee shall be vested with the power to do all things reasonable and lawful to give effect to the aims and objects of the Association.

8.2 The committee shall consist of the following:

8.2.1 Chairman

8.2.2 Secretary

8.2.3 Treasurer

8.2.4 Competition Manager

8.2.5 Public Relation Officer (optional)

8.2.6 The position of the Public Relation Officer is optional and shall be filled only if sanctioned by the majority of the other committee members.

8.2.7 The positions of Secretary and Treasurer may be combined.

8.3 The committee shall serve for a period of 2 years.

8.4 The members of the committee shall resign every second year at the Annual General Meeting after which new committee members are elected in the manner provided for herein. The resigning members of the committee shall be eligible for re-election to the committee. Only representatives from the affiliated PROVINCIAL ASSOCIATION shall be eligible to serve on the Committee.

8.4.1 The nomination of members for election or re-election to the committee shall be by means of a Ballot paper system. Each Provincial member shall receive a ballot paper indicating the names of all nominated members and the positions to be filled in the SAMPBA committee. Ballot papers to be forwarded to the Secretary in a sealed envelope marked "BALLOT PAPER". Ballot papers to be posted to each member at least one calendar month before the AGM and may be returned to the Secretary by pre-paid registered post. Completed postal ballot papers to reach the Secretary not later than 7 days prior to the AGM. Ballot papers may be handed to the Secretary at the AGM.

8.4.2 The Committee shall be elected by the counting of the votes as per the ballot papers which will only be opened in front of the AGM. A person could omit names for any of the positions and/or he could vote for himself.

8.4.3 The result of election shall be made known during the Annual General Meeting and the committee members shall be deemed to have been elected at the end of the Annual General Meeting. In the event of a tie of votes, the outgoing Chairman shall have a casting vote in addition to the vote to which he may be entitled as a committee member.

9. DUTIES OF THE OFFICERS

9.1 Chairman - The Chairman shall conduct and preside over the meeting of the Association and shall submit and read a report at the Annual General Meeting, giving a summary of proceedings of his year in office. In the event of his non-availability, the members present shall elect a Chairman.

9.2 Secretary - The Secretary shall attend the meeting of the Association and keep minutes of all meetings. He shall conduct the correspondence and general business of the Association and shall give notice of meeting and of nominations for election to the Committee. He shall manage the RSA number registration register.

9.3 Treasurer - The Treasurer shall have charge of all funds, keep suitable accounts and render a financial statement at the Annual General Meeting. All books and documents relevant to the Association's bank account shall be under the control of the Treasurer. He shall receive the annual membership fees.

9.4 Competition Manager - The Competition Manager shall arrange the organisation of all International, National events held in the Republic of South Africa and shall keep records and statistics of all International and National events and shall issue all necessary certificates. He shall keep record of trophies in the Association.

9.5 Public Relations Officer - The Public Relation Officer shall liaise between the Association and outside bodies and be responsible for advertising.

10. APPOINTMENT OF NON-COMMITTEE MEMBERS

The Committee shall be entitled to appoint non-committee members to assist with the management of the Association subject to the consent of the appointed member.

11. BANKING ACCOUNT

11.1 The banking account of the Association shall be kept in the name of the Association at a bank to which the Treasurer has reasonable access.

11.2 All deposits shall be made by the Treasurer. Withdrawals shall be made of crossed cheques made out and signed by the Treasurer and which shall be countersigned by

one other nominated member of the Committee who shall be recorded as authorised signatories in the records of the bank.

12. MEETINGS

- 12.1 The Annual General Meeting shall be in conjunction with the National Championships, or not later than the last day of April of each year, for the purpose of election of Committee members for the ensuing 2 year period and for the transaction of general business. At least 28 days notice of venue, date and time, together with a copy of the agenda and nomination forms, shall be given to each affiliated member.
- 12.2 The Committee shall have power to call a special general meeting at any time and shall do so on receiving a written request to that effect, specifying the object of the special meeting and submitted by not less than 4 affiliated members, whereupon such meeting shall be convened for a date not more than 28 days from the date of receipt of the request. No business other than for which the meeting is convened or any amendments which in the opinion of the Chairman of the meeting shall bear directly thereon, shall be transacted at a special general meeting. Notice convening a special general meeting shall be given to members not less than 21 days prior to the date of such meeting and shall specify the nature of the business to be transacted.
- 12.3 Committee meetings shall take place as frequently as necessary for the attainment of the objects of the Association, but not less than three meeting shall be held during a year. At least 28 days notification of the venue, date and time of the meeting shall be given.
- 12.4 A quorum at any general meeting shall consist of not less than 51 % of the affiliated members and/or proxies duly appointed in writing. If within 30 minutes from the time appointed for the holding of any general meeting the quorum of members is not present, the meeting if convened by the request of members shall be dissolved. In any other case it shall stand adjourned until the same hour of the following day. Those affiliated members present at such adjourned meeting shall constitute a quorum, irrespective of the number of members present.

13. VOTING

- 13.1 The voting at all general meetings and committee meetings except as otherwise provided herein, shall be decided by a show of hands of affiliated members and/or their proxies duly appointed in writing and in the event of an equality of votes, the Chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as an affiliated member. A simple majority shall prevail in all cases except where otherwise provided.
- 13.2 The voting at committee meetings, except as otherwise provided herein, shall be decided by a simple majority of committee members and/or their proxies duly appointed in writing. In the event of an equality of votes, the chairman shall have a casting vote in addition to the vote to which he may be entitled as a committee member.

- 13.3 The Chairman of any meeting shall have the power, with the consent of the meeting, to adjourn the meeting from time to time, whereupon the adjourned meeting shall deal solely with the unfinished business carried forward from the adjourned meeting. Minutes of every meeting shall be signed at the succeeding meeting by the Chairman.

14. AMENDMENTS

Amendments to this constitution shall be effected by a fifty one per centum (51 %) majority vote of affiliated members and/or their proxies duly appointed in writing.

15. INDEMNITY

All Committee members of the Association shall be indemnified by the Association against all losses, costs and damages which any of them may suffer by reason of the bona fide activities under this constitution.

16. DISSOLUTION AND PROPERTY

- 16.1 The Association may be dissolved by a resolution passed by a fifty one per centum (51 %) majority vote of affiliated members and/or their proxies duly appointed in writing, at any General Meeting called for that purpose and the same meeting shall have the power to pass a resolution regarding the disposal of the surplus funds of the Association after liquidation, by the same majority vote of affiliated members and/or their proxies duly appointed in writing.

17. RESIGNATION

A member may resign at any time by giving one month's notice in writing to the Secretary but shall be subject to the constitution in regard to any matters which occurred while he was a member and shall be liable for outstanding subscriptions and/or expenses due by such member.

18. EXPULSION AND SUSPENSION

- 18.1 If any member, intentionally, by act or omission breaches any express or implied terms of this constitution, or renders him otherwise undesirable as a member then the Committee shall have the power to suspend or expel the offending member or to withdraw certain privileges of membership without expulsion.
- 18.2 Written notice of the Committee's intention to consider the expulsion or suspension or withdrawal of privileges of a member must be given to that member not less than 28 days prior to the meeting stating:
- 18.2.1 The date on which the Committee will meet to consider the charge brought against the member.

18.2.2 That the member shall be entitled to make written submission opposing his expulsion, which shall be submitted to the secretary of the Association not later than 7 days prior to the date specified in 18.2.1 above.

18.2.3 That the member may appear at the Committee meeting either in person or that he may be represented by his legal representative.

19. GENERAL

19.1 Every member on becoming a member shall be bound by the rules and regulations of the Association and shall not be entitled to any right or redress at law or otherwise.

19.2 Every member shall notify the Secretary of an address, E-Mail or postal, or any change thereof, which he requires to be used for any notice or communication or other documents which shall be sent to him by the Association, and shall name his preferred method of communication.

19.3 All notices or communications to members shall be sent to that member at the address nominated in 19.2 above and shall be deemed to have been received 7 days after it has been sent.

19.4 All notices or proceeds required to be served on the Association shall be regarded as sufficiently served on the Association if served upon the Secretary.

19.5 The omission to give notice of any meeting to any persons entitled to be present thereat shall not invalidate the proceedings of that meeting.

19.6 A copy of this constitution shall be sent to each member of the Association upon initial affiliation or when amended or upon request.

DATE: 21 August 2009