

1. NAME AND LEGAL STATUS

1.1 The name of the Club is "SuperHatch", referred to in this constitution as "The Club."

1.2 The Club is a juristic person, with perpetual succession, having all the powers in law of a juristic person, together with such powers as may be specifically conferred on it by this constitution.

1.3 All legal proceedings by and against the Club may be brought and defended in the name of the Club. The Chairman and Secretary shall have the power to institute or defend any such proceedings on its behalf and in its name when authorised thereto by the Committee.

1.4 The liability of the Club and Committee members is expressly limited to the amount, if any, of their unpaid subscriptions.

2. MAIN OBJECTIVES

The main objectives of the Club are to:

2.1 Provide competitive yet affordable motor-racing

2.2 Declare a champion at the end of each racing season

4. MEMBERSHIP

The Club and its branches shall consist of persons who have applied for membership on the prescribed form, have paid the prescribed entrance fee and annual subscription, and have agreed to subscribe to, uphold, and be bound by the objectives, and rules of the Club.

4.1 The Club shall have the following classes of subscribing members:

4.1 Ordinary members;

4.2 The Committee shall have the discretion to award Honorary Life Membership to anyone who, in the opinion of the Committee is deserving of such membership in recognition for distinguished service to the Club.

4.3 The Committee may alter, delete, or create classes of membership from time to time, and may vary the terms and conditions of membership as it may deem fit, provided that no such amendment may take effect until the commencement of the next ensuing subscription year.

4.4 The Committee shall from time to time, but not more frequently than annually, determine the membership fees to be paid annually, and the entrance fees to be paid upon application to join the Club by each class of member.

4.5 The Committee shall have the power to amend, suspend, cancel or transfer any class of membership at any time. Such power shall not be exercised arbitrarily, and any member affected thereby shall be given the opportunity to be heard. The Committee shall not be required to make its reasons for any such decision public.

4.6 Annual subscriptions shall be payable on or before the first race day each year. Any member whose subscriptions are more than three months in arrears shall automatically cease to be a member, and may only be reinstated as such on payment of the then current entrance and subscription fee, and with the express approval of the Committee.

4.7 The Club will refrain from manifesting racial, gender, political and religious discrimination in the course of its activities. Membership is open to all races and genders and will not discriminate on this basis.

5. MANAGEMENT OF THE CLUB

The administration, control and management of the affairs of the Club shall be vested in a Committee, constituted in terms of 6.1 below.

The Committee shall be vested with all such powers as may be necessary or requisite to enable it to fulfill its task. Without limiting such general powers, the Committee shall have the following additional powers:

5.1 to administer, control and manage the affairs of the Club;

5.2 to open and operate accounts with any registered financial institution, to issue any negotiable instruments in any form for the purposes of the Club, and to invest and reinvest funds of the Club as it may deem fit;

5.3 to borrow money not exceeding 75% of the value of the Club's then current assets on reasonable commercial terms for the purposes of the Club;

5.4 subject to ratification by the members of the Club in ordinary or special general meeting, for the purposes of the Club to secure the borrowing of funds by the pledge or mortgage of the Club's moveable or immovable property, to acquire or to sell, rent, hire, (or otherwise encumber or alienate any rights to) immovable property;

5.5 to frame the rules as may be necessary for the proper functioning of the Club;

5.6 to propose the calendar of events that count towards the championship to the Zwartkops Raceway (Pty) Ltd board of directors (ZBod) for approval. 40% of the events should take place at Zwartkops unless agreed otherwise with ZBod;

5.7 to engage and remunerate administrative staff (including an administrative secretary) to assist in the administration of the Club, either on a part-time or full-time basis;

5.8 to approve and admit branches of the Club;

5.9 to hold enquiries and to take disciplinary action against any member or branch of the Club for any infringement of the objectives, rules, by-laws, and code of conduct of the Club;

5.10 Zwartkops Raceway (Pty) Ltd board of directors (ZBod) shall have the following powers:

5.10.1 to approve all changes to the rules before submitted to MSA.

5.10.2 to approve the calendar of championship events before submitted to MSA.

5.10.3 to ratify the nominations for chairperson before each AGM.

5.10.4 to appoint a representative to the committee.

6. COMPOSITION AND ELECTION OF COMMITTEE

6.1 The Committee shall consist of:

6.1.1 A Zwartkops representative appointed by ZBod

6.1.2 The chairperson and not less than two and no more than eight members of the Club, elected as set out below;

6.2 Elected members of the Committee shall be elected at the Annual General Meeting of the Club, and shall hold office for a period of one year. At the end of each year, the elected members of the Committee

shall retire, but may make themselves available for re-election.

6.3 Co-opted members may be available for election to the Committee if properly nominated, but otherwise retire from the Committee at the end of the year, or on completion of the task for which they were co-opted, whichever occurs first.

6.4 Nominations for the Committee shall be signed by the proposer and a seconder, and by the nominee, and must reach the Secretary not less than seven days before the date of the Annual General Meeting. The Committee shall be entitled to allow nominations to be made at the Annual General Meeting, provided that no person may be nominated for the Committee unless his or her specific consent to the nomination has been obtained. All nominations for Chairman must be ratified by ZBod before the Annual General Meeting.

6.5 The election of Committee members shall be conducted by the Chairman, and shall be by secret ballot.

7. ELECTION OF OFFICE BEARERS

At its first meeting after its election the Committee shall:

7.1 subject to 7.5 below, elect from amongst its members (described in 6.1), a Vice-Chairman, a Meetings Secretary (referred to in this constitution as "the Secretary"), a Treasurer, and such other officers as may be necessary. A Committee member may hold more than one office, if so agreed to by the Committee;

7.2 The committee shall appoint from members of the Committee and the Club such standing committees and sub-committees for special purposes as it may deem necessary.

8. PROCEEDINGS OF THE COMMITTEE

8.1 The Committee shall meet whenever necessary, but not less than three times per year. The Secretary shall ensure that at least ten days written notice of each meeting is given to every member of the Committee. The notice shall be accompanied by the agenda for the meeting, and a copy of the minutes of the previous meeting. The Committee may dispense with or condone short notice of any meeting.

8.2 A quorum shall consist of one half of the members of the Committee. Each member of the Committee shall have one vote, and the Chairman shall have both a deliberative and a casting vote.

8.3 If a member of the Committee fails, without having obtained leave of absence, to attend three consecutive meetings of the Committee of which proper notice has been given, he or she shall be deemed to have vacated his or her seat and shall be so informed in writing by the Chairman. The Committee shall be entitled to condone absence from meetings on good cause shown by the member, and may grant a member leave of absence for a period not exceeding one year.

8.4 A special resolution of the Committee shall require a two thirds majority of the quorum present to adopt the motion. All other decisions of the Committee shall be by simple majority.

8.5 The Chairman, or in his or her absence, the Vice-Chairman, shall preside at all meetings of the Committee. If both the Chairman and Vice-Chairman are absent, the members then present shall elect a chairman for the meeting from amongst them.

9. RECORDS AND ACCOUNTS

9.1 The financial year of the Club is from 1st January to 31st December of each year, or such other dates as the members in Annual General Meeting may determine. Any reference to a year in this constitution means the Club's financial year.

9.2 The Secretary shall ensure that proper minutes of all meetings of the Committee are maintained, and are kept in a suitably accessible and secure form. Any member of the Committee shall be entitled to inspect such records upon giving reasonable notice to the Secretary.

9.3 The Treasurer shall ensure that proper books and accounts of the business and affairs of the Club are kept in accordance with generally accepted accounting practices applicable to a Club. Such books and records shall be available for inspection by any member of the Committee upon giving reasonable notice to the Treasurer.

9.4 The Treasurer shall prepare and present to each Committee meeting financial reports in a form reasonably required by the Committee. Such reports shall be made at least once each quarter.

9.5 An audit of the financial records of the Club shall be concluded by a registered Auditor if requested by the club at any ordinary meeting. The audited accounts shall be tabled and presented to the members at each Annual General Meeting.

10. AFFILIATION

10.1 The Club may admit as affiliates any other club, society or organisation having objectives essentially similar to or commensurate with those of the Club, as expressed in this constitution. Such admission shall be on such terms, including the payment of any affiliation fees, as the Committee may from time to time decide.

10.2 The Committee may decide by special resolution to apply for the affiliation of the Club to any other club, society or organisation having objectives essentially similar to or commensurate with those of the Club, or if in the opinion of the Committee, such affiliation will further the aims and objects of the Club.

11. ANNUAL GENERAL MEETING

11.1 The Annual General Meeting of the members of the Club shall be held not later than three months before the end of each year, at such time and place as the Committee may determine. The first Annual General Meeting following the adoption of this constitution shall be held on a date to be determined by the members at the meeting at which this constitution is adopted.

11.2 Members shall be given not less than 21 (twenty one) days notice in writing of the Annual General Meeting. The notice shall stipulate the time and venue of the meeting, and shall contain an agenda for the meeting. In addition, the notice shall contain a list of all current Committee members, together with their retirement dates, and in the case of retiring or co-opted members, whether they are available for re-election or election, as the case may be.

11.3 The business of the Annual General Meeting shall be to:

11.3.1 adopt, with or without modification, the minutes of the previous Annual General Meeting;

11.3.2 receive and consider the Annual Report of the Chairman and Committee on the activities of the Club during the preceding year;

11.3.3 consider and approve the financial statements for the preceding year;

11.3.4 consider any notices of motion submitted in writing to the Secretary not less than 14 (fourteen) days before the meeting;

11.3.6 transact any other business with the approval of the Chairman;

11.3.7 elect members of the Committee.

11.4 The quorum for the Annual General Meeting shall be the number of members with full voting rights present at the meeting, provided that the number of members present exceeds the number of members of the Committee present. If a quorum is not present, the Committee shall adjourn the meeting for a period not exceeding 30 (thirty) days, to such time and place as it may determine. The number of members present at such adjourned meeting shall form a quorum.

11.5 The Chairman, or in his or her absence, the Vice-Chairman, shall preside at the Annual General Meeting. If both the Chairman and Vice-Chairman are absent, the members then present shall elect a chairman from amongst them for the meeting.

12 SPECIAL GENERAL MEETING

12.1 A Special General Meeting of the Club may be called by a special resolution of the Committee, or by a petition signed by not less than 66% (sixty-six) members of the Club in good standing, with voting rights.

12.2 Within 14 (fourteen) days of the special resolution of the Committee, or receipt of the petition referred to above, the Secretary shall convene a Special General Meeting on not less than 21 (twenty one) days written notice. The notice shall state specifically the purpose of the meeting, and shall contain the terms of the resolutions proposed for consideration at the meeting.

12.3 The provisions of clauses 11.4 and 11.5 shall apply to a Special General Meeting, mutatis mutandis.

12.4 Any resolution, except a resolution to annul or amend this constitution, or to dissolve the Club, shall be decided by a simple majority.

13 AMENDMENT OF THE CONSTITUTION

This constitution may only be amended by a two thirds majority of the members of the Club present in a Special General Meeting convened for that purpose in accordance with the provisions of clause 12, and all changes are subject to written approval from the management of Zwartkops Raceway (Pty) Ltd.

14 DISSOLUTION OF THE CLUB

The Club may be dissolved by a two thirds majority of the members of the Club present in a Special General Meeting convened for that purpose in accordance with the provisions of clause 12. The meeting shall decide on the disposal of assets, provided that no assets may be distributed to the members of the Club.

15 VOTING RIGHTS

The following are the voting rights of members whose subscriptions are not in arrears (members in good standing):

15.1 ordinary members have one vote per member;

16. ADOPTION AND RATIFICATION OF CONSTITUTION

This constitution may be adopted by a two third's majority of the members of the Club present at the Annual General Meeting, provided that the notice convening the meeting also gave notice of the intention to present this constitution for adoption and ratification.

Once this constitution has been so adopted and ratified, it shall supersede all previous constitutions of the Club, which shall thereupon become of no further force or effect.

17 VALIDATION OF PRIOR ACTS

17.1 Anything done by the Committee in good faith in terms of any previous constitution shall be deemed to have been done in terms of this constitution. The adoption of this constitution by the Club members in Annual General Meeting shall ratify any such act or acts, notwithstanding any defect, procedural or otherwise, in the performance thereof

17.2 Nothing done by the Committee in good faith shall be invalid merely because adequate or proper notice thereof has not been given as required by this constitution. The members of the Club in Annual or Special General Meeting shall have the power to rectify any prior act of the Committee, and in particular shall be entitled to waive proper or adequate notice of any meeting.

18 SETTLEMENT OF DISPUTES

Any dispute as to the application or interpretation of this constitution shall be settled by resolution of the Committee, whose decision on such matters shall be final and binding on all members.

19 COPIES OF CONSTITUTION

Each member of the Club shall be entitled to a copy of this constitution.

20 DATE OF CONSTITUTION

This constitution may be referred to as "the 2010 Constitution"