



**CONSTITUTION
OF THE HARLEY OWNERS GROUP
("HOG")
PRETORIA CHAPTER (#6811)
SOUTH AFRICA**

CONSTITUTION

Harley Owners Group



PRETORIA CHAPTER #6811

This constitution was accepted at the first Annual General Meeting of H.O.G. Pretoria on 25 June 2003.

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Second amendment:	11 May 2005
Third amendment:	10 May 2006
Fourth amendment:	25 May 2007
Fifth amendment:	27 June 2008
Sixth amendment:	12 May 2009
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1. Definitions

- 1.1 “Annual Charter” means this constitution as amended from time to time;
- 1.2 “Annual General Meeting” means the annual general meeting of Chapter members held in accordance with the provisions of the By-Laws;
- 1.3 “By-laws” mean those rules that govern the management, structure, operation, functioning and membership of the Chapter and more fully set out in the Chapter By-laws;
- 1.4 “Chapter” means the Harley Owners Group Pretoria Chapter #6811, being an association incorporated in terms of section 21 of the Companies Act of 1973, with registration no. 006/000303/08;
- 1.5 “Chapter Committee” mean all the members of the Exco and all the Discretionary Officers
- 1.6 “Constitutional Committee” means the committee to be established in terms of Article IV. 6.4.5;
- 1.7 “Discretionary Officers” mean those officers referred in terms of Article IV 6.6.
- 1.8 “Exco” means the executive committee consisting of the Primary Officers, the Sponsoring Dealer and the head road captain;
- 1.9 “HOG” means the Harley Owners Group, a division of the Harley Davidson Motor Company, the governing body for all HOG Chapters;
- 1.10 “HOG Europe” means the HOG office to which to Chapter reports;
- 1.11 “In Good Standing” means in relation to a Chapter member, a person who has paid his/her annual subscription fees in full, who has not been found guilty by the Chapter’s disciplinary committee during the last 12 months and whose conduct, in the opinion of the Exco, is not detrimental or prejudicial to good and acceptable family values as more fully set out in reasons furnished by the Exco;
- 1.12 “Primary Officers” mean the Sponsoring Dealer, director, assistant director(s), treasurer, honorary secretary and HOG manager;
- 1.13 “Rules and Regulation for Marshals” mean the Chapter rules and regulations for the marshal corps as more fully set out in the By-laws;
- 1.14 “Special General Meeting“ means a general meeting of all Chapter members held in accordance with provisions of the By-laws;
- 1.15 “Sponsoring Dealer” means Tailspin Trading (Pty) Ltd, trading as the Pretoria Harley-Davidson Dealership and represented by the nominated representative who has the authority to act in accordance with the Constitution and By Laws;



2. Preamble

HOG was established to offer motorcycling benefits and services to Harley-Davidson enthusiasts throughout the world and to develop a close relationship between the Harley-Davidson rider, the Harley-Davidson dealer and Harley-Davidson Motor Company.

3. Article I – Name

The name of the Chapter is Harley Owners Group Pretoria Chapter #6811. The Chapter is an independent Chapter affiliated to HOG Europe and was registered with HOG on 18 March 2003.

3.1 Purpose

The purpose of the Chapter is:

- To bring members together for the common interest of promoting responsible, non-political, family orientated, safe riding of Harley -Davidson motorcycles.
- To promote events and encourage participation in HOG activities.
- To make donations for such charitable, educational or other organizations, as the Chapter Committee may decide.
- To provide benefits for the members of the Chapter.
- To ensure the scheduling of an annual program of events, activities and publications to HOG, to add value to HOG membership.
- The Chapter is not formed for the purpose of carrying on any business and does not have as its sole objective the acquisition of gain for the Chapter or for any individual member thereof.

3.2 Goals

To increase the membership of the Chapter by providing benefits to members and creating an ongoing annual program of activities and publications which add value to the Chapter.

4. Article II – Sponsorship

4.1 The Sponsoring Dealer sponsors the Chapter and sub-chapters at its own discretion.

4.2 The Sponsoring Dealer will, in consultation with the Chapter Committee, ensure that the Chapter conducts its operations and activities in accordance with the International Harley-Davidson dealership standards, this constitution and HOG operating policies.

4.3 The Sponsoring Dealer must, in consultation with the Chapter Committee approve the content of all Chapter publications.

4.4 The Sponsoring Dealer shall, in consultation with the Chapter Committee and in accordance with the provisions of this constitution, have authority over matters pertaining to membership of the Chapter.



5. Article III – Chapter Status

- 5.1 The Chapter shall be a non-profit organization duly registered as a section 21 company, with perpetual succession, in accordance with the provisions of the company laws of South Africa, capable of entering into contractual and other relations, and of suing or being sued in its own name, apart from its members. At all times, the directors of the section 21 company will be the director, not more than two assistant director(s) and the Sponsoring Dealer.
- 5.2 The property and other assets of the Chapter shall vest in the Chapter, which shall hold such assets distinct from the individual members, and the individual members shall have no rights in or to any property or any other assets of the Chapter.
- 5.3 Any obligations incurred by or for or on behalf of the Chapter shall be incurred by the Chapter itself and to the exclusion of the individual members.
- 5.4 Under no circumstances shall the assets of the Chapter or any part thereof, be distributed to members in the form of a dividend or a share or profits. In the event of the Chapter being dissolved the remaining funds or assets shall be given to or transferred to other organizations with objectives similar to those of the Chapter. This function shall be performed exclusively by the Chapter Committee.
- 5.5 Funds available for investment may only be invested with registered financial institutions as approved by the Chapter Committee.
- 5.6 The Chapter shall adhere to the Annual Charter and all HOG operating policies.

6. Article IV – Officers

- 6.1 The Chapter shall elect the Primary Officers at the Annual General Meeting or Special General Meeting of the Chapter. All Discretionary Officers, in terms of Article IV. 6.6, may be appointed by the Exco as and when necessary.
- 6.2 The appointment of the head road captain, road captains and all other members of the marshal corps, shall be in accordance with the Rules and Regulations for Marshals. The immediate previous director shall serve on the new elected Chapter Committee for a period of one year from the date of termination of the directorship.
- 6.3 The Sponsoring Dealer will serve as an ordinary member on the Exco and shall be particularly involved in policy making, and disciplinary matters.
- 6.4 **Primary Officers – Duties and Responsibilities:**
- 6.4.1 **Sponsoring Dealer:** Shall be responsible to uphold the Annual Charter and the Chapter By-laws.
- 6.4.2 **Director:** The director shall liaise on a regular basis with the Sponsoring Dealer and shall be responsible to uphold the Annual Charter and the Chapter By-laws, conduct and preside at meetings, coordinate all officer responsibilities and delegate functions in his discretion. The director is an ex-officio member of all Chapter Committees and shall have a second and casting vote at all such meetings in the event of a voting deadlock.



- 6.4.3 **Assistant Director(s):** Not more than two assistant director(s) may be appointed in terms of the By-laws. The assistant director(s), on request of the director takes over the role and function of the director in his absence and shall assist the director in carrying out the director's duties. The assistant director(s) shall also be responsible for promoting membership, membership orientation and keeping the members informed of Chapter programs.
- 6.4.4 **Treasurer:** The treasurer shall be responsible for all financial matters regarding membership lists and payments, appearance fees, the collection and disbursement of funds, acquiring and distribution of Chapter colours; submitting the fee reimbursement application to HOG, along with the required documentation; reporting all financial transactions to the Chapter Committee on a regular basis as required and submitting an annual financial report to the Annual General Meeting and to HOG. This is to be done in compliance with all national and local revenue and tax law requirements.
- 6.4.5 **Honorary Secretary:** The honorary secretary is the executive administrative officer and shall be responsible for all the administrative functions of the Chapter by administering and keeping the minutes of all Annual General Meetings, Special General Meetings as well as all Chapter Committee meetings or any sub-committee meetings that may be established; ensuring that all members are current HOG and Chapter members, having on file a signed copy of the Annual Membership Enrolment Form and indemnity form by each member signed on an annual basis; submitting the Chapter constitution to HOG, and any other reports as required by HOG. Furthermore, the honorary secretary shall assist the Sponsoring Dealer and the director in upholding the constitution; ensure that all insurance requirements are complied with (including participant signatures to required release forms); shall ensure preparation of injury report forms, timeous submission of injury report forms to the appropriate insurance company and shall be responsible for the maintenance and safe-keeping of release forms and injury reports. The honorary secretary will ensure that the information pertaining to the most recent Primary Officers and Discretionary Officers is on file with HOG and the Chapter. The Chapter Committee may appoint a registrar and delegate some or all of the administrative functions of the honorary secretary to the registrar.
- 6.4.6 The honorary secretary must form a Constitutional Committee to oversee and upgrade this constitution and the By-laws when necessary and to submit recommended changes to the Chapter Committee, for consideration.
- 6.5 **Chapter Manager:** Shall in conjunction with the Sponsoring Dealer be responsible to uphold the Annual Charter and the Chapter By-laws.
- 6.6 The Primary Officers including the head road captain may form an Exco to deal with urgent day to day matters and all activities as determined by the constitution and By-laws.
- 6.7 **Discretionary Officers -- Duties and Responsibilities:**
- 6.7.1 **Head Road Captain:** Assisting the Sponsoring Dealer and director in upholding the constitution and the Chapter By-Laws. The head road captain shall be responsible



for the Chapter rides and will assist in the planning of routes for rides and keeping the members informed of all Chapter programs.

He will:

- Command and control all members in group rides;
- Inform members of any hand signals to be used in group rides;
- Assist in obtaining signed release forms for rides;
- Be in charge and act as chairman of any marshal corps meetings and is responsible for the general safety at Chapter events.

- 6.7.2 **Road Captain:** The road captain will assist the head road captain in executing all the head road captain's duties and to serve as the head road captain in the absence of the head road captain, when authorized by the head road captain. In the event of a safety officer not being elected the road captain shall assist with the duties of the safety officer.
- 6.7.3 **Activities Officer:** The activities officer shall be responsible for the organization and administration of all events and rallies. He/she must constitute and chair an activities committee.
- 6.7.4 **The Ladies of Harley Officer:** Shall be responsible for encouraging women members to take an active part in all activities.
- 6.7.5 **Editor:** The editor shall be responsible for publishing 6 newsletters per year and for all other written, oral (broadcast) and electronic material for publications, e.g., press releases etc. All Chapter publications shall be subject to approval by the Sponsoring Dealer prior to publication and must comply with Article VIII.
- 6.7.6 **Training Officer:** The training officer shall be responsible for providing members with information relating to the availability of rider training, conducts pack rider training sessions and provides motorcycle safety information to members. He shall furthermore assist the head road captain in educating members about group riding techniques and assist in the collection of signed indemnity forms.
- 6.7.7 **Safety Officer:** The safety officer shall lend assistance to any rider in the pack that requires medical assistance and shall take control at any accident and direct other Marshals as required.
- 6.7.8 **Photographer:** The photographer shall be responsible for obtaining and organizing photographs for use in publications and history albums.
- 6.7.9 **Historian:** The historian shall be responsible for the preparation and maintenance of a written account of the history of the Chapter, to include officer positions, activities and membership levels and to keep and update the wall of fame.
- 6.7.10 **Marketing Officer:** The marketing officer will oversee and develop marketing initiatives for the Chapter.
- 6.7.11 **Membership Officer:** The membership officer will co-ordinate new member recruitment, retention of existing members, ensure that all Chapter members are current HOG and Chapter members and develop initiatives and programs for the Chapter members.



- 6.7.12 **Fund Raising Officer:** The fund raising officer will be responsible to constitute and chair a fund raising committee to plan fund raising events as prescribed in Article VI and make presentations to the Chapter Committee on all matters relating to fund raising.
- 6.8 Any officer may delegate any of his duties to a competent person, but shall remain responsible for the execution of that duty.
- 6.9 All Exco members and Discretionary Officers will constitute the Chapter Committee and will meet on a monthly basis.

7. Article V – Membership

- 7.1 Any person who owns a Harley- Davidson motorcycle may become a member of the Chapter, upon application and after paying the annual subscription fees in respect of HOG Europe and the Chapter, or fees in respect of a life membership. However, when the annual membership date expires, membership of HOG Europe and the Chapter will automatically terminate.
- 7.2 Membership may be immediately temporarily suspended for a period in the discretion of Constitutional Committee pending a disciplinary hearing, or be terminated by a disciplinary committee in accordance with a disciplinary hearing as provided for in the By-laws.
- 7.3 In order to revoke a member's membership in the Chapter, the Sponsoring Dealer must attend to the following after consultation with the Exco:
- 7.3.1 Notify the member in writing of the cancellation of his/her Chapter membership and give the reason for the revocation in clear, concise terms, provided that the Sponsoring Principal adheres to the principles of this constitution; and
- 7.3.2 Refund the member's Chapter fees for the year.
- 7.3.3 Send a copy of the letter revoking the membership to the HOG Manager.
- 7.4 Types of Membership.
- Chapter membership is a single level membership. There are no life or associate Chapter memberships. All Chapter members are entitled to all Chapter membership benefits.
- 7.4.1 A full member is therefore member who owns and rides a Harley- Davidson motorcycle, upon paying the prescribed annual subscription fees and subject to approval of his membership application. Every full member shall have 1 (one) vote at the Annual General Meeting and at the Special General Meeting.
- 7.4.2 All memberships are subject to the member being In Good Standing with HOG Europe and the Chapter.



8. Article VI - Annual Subscription

- 8.1 The Chapter is an association not for gain and the Chapter Committee, in consultation with the Sponsoring Dealer, shall establish and publish the annual subscription fees. Such fees will be utilized solely to reimburse the cost of Chapter administration and other authorised Chapter business.
- 8.2 The Chapter will conduct legitimate fund-raising activities or outsource such activities to assist in paying or reimbursing Chapter operating expenses. All such fund-raising activity shall be subject to approval by the Chapter Committee, in consultation with the Sponsoring Dealer.

9. Article VII – Activities

The Chapter events and activities are the sole responsibility of the Chapter. These events and activities may include any family-orientated, safe activities that promote a positive image of the sport of Harley- Davidson motorcycling and that will appeal to the Chapter membership.

10. Article VIII – Publications

All material published by the Chapter will include the official name and number of the Chapter. If, at any time the Chapter Committee determines with good reason that a publication is incompatible with the family-orientated, non-political philosophies and/or objectives of the Chapter the Chapter Committee may recall such publication. A copy of all publications of any type must be sent to the Chapter Committee or such sub-committee as determined by the Chapter Committee, for approval as stated above.

11. Article IX - Trademark License

- 11.1 The trademarks H.O.G.*, HOG*, HARLEY OWNERS GROUP*, L.O.H.*, LADIES OF HARLEY* and the H.O.G. logos (the “H.O.G. Trademarks”) are among the many trademarks of Harley-Davidson Motor Company. These H.O.G. Trademarks may only be used in accordance with the Harley Owners Group Logo Style Guide, as amended from time to time.
- 11.2 The issuance or renewal of the Annual Charter for the Chapter shall constitute a limited license to use the H.O.G. Trademarks for the term of this Annual Charter for H.O.G. Chapters.
- 11.3 The Chartered H.O.G. Chapter’s license to use the H.O.G. Trademarks is limited to use in conjunction with the official Chapter name and use in conjunction with material relating to Chapter activities in accordance with the Harley Owners Group Logo Style Guide, as amended from time to time.
- 11.4 The Chapter must obtain approval from H.O.G. Europe prior to using H.O.G. Trademarks on any material other than publications.



- 11.5 The Chapter shall provide such assistance as may reasonably be requested by Harley-Davidson Motor Company to protect the H.O.G. Trademarks in the locality of its operations.

12. Article X – By-Laws

- 12.1 The Constitutional Committee may make recommendations regarding the amendment of the By-laws to the Exco for consideration. The Exco, in consultation with the Sponsoring Dealer, shall consider the recommendations by the Constitutional Committee and may make recommendations regarding the amendments of any By-law to either the Annual General Meeting or a to Special General Meeting, as the case may be, for approval by a two thirds majority of Chapter members present at any such meeting duly constituted. Upon such approval of the amendment by the Annual General Meeting or Special General Meeting, the amendment will become effective. Failing such approval by the Annual General Meeting or a Special General Meeting, the By-laws will remain unamended. The By-laws and constitution must be made available to all Chapter members.
- 12.2 The By-laws shall not replace, supersede or be in conflict with HOG operating policies.

13. Article XI – Constitution Acceptance and Amendments

- 13.1 This constitution was accepted and implemented at the first Annual General Meeting of the Chapter on 25 June 2003.
- 13.2 The Constitutional Committee may make recommendations regarding the amendment of the constitution to the Exco for consideration. The Exco, in consultation with the Sponsoring Dealer, shall consider the recommendations by the Constitutional Committee and may make recommendations regarding the amendments of the constitution to either the Annual General Meeting or to a Special General Meeting, as the case may be, for approval by a two third majority of Chapter members present at any Annual General Meetings or Special General Meeting, duly constituted. Upon such approval of the amendment by the Annual General Meeting or Special General Meeting, the amendment will become effective. Failing such approval by the Annual General Meeting or a Special General Meeting, the constitution will remain unamended.
- 13.3 This constitution may be amended by HOG if in conflict with national and local laws.



14. Article XII – Disbursement of Funds

In the event of dissolution or final liquidation of the Chapter, all of the remaining funds and property of the Chapter shall, after paying or making provision for the payment of all of the liabilities and obligations of the Chapter and for necessary expenses thereof, be distributed in terms of Article III (5.4) to an organization with similar aims as the Chapter or to such an organization which is operated exclusively for charitable purposes. Under no circumstances shall any of the Chapter's assets or property be distributed to any member of the Chapter.

15. Article XIII – Indemnity

Although the Chapter is affiliated to HOG, it remains a separate, independent legal entity responsible for its actions. All HOG members and their guest(s) participate voluntarily and at their own risk in HOG and Chapter activities. The Sponsoring Dealer, HOG and Harley-Davidson Motor Company, its subsidiaries and distributors and local Chapter officers are and shall be released and held harmless by the member/guest for any injury or loss to the member/guest or to his or her property which may result from participation in HOG and the Chapter activities. This means that each and every member of the local Chapter and their guest(s) have no ground for legal action against the Sponsoring Dealer, HOG, Harley-Davidson Motor Company, its distributors and its subsidiaries, the local Chapters and their respective agents and employees for any injury, damage or loss sustained by them or their property. Every member and guest participating in any Chapter event must sign an indemnity form.

16. Article XIV – Applicable Law

If any part of this constitution should be invalid for any reason whatsoever under any national or local laws having jurisdiction over the subject matter of this constitution, then that part shall be considered deleted from this constitution and the rest of this constitution shall remain valid and in full force and effect.

17. Article XV -- Operating Policies

17.1 Termination of Sponsorship

In the event that the Sponsoring Dealer decides to terminate or rescind sponsorship of the Chapter the following will apply:

17.1.1 The Sponsoring Dealer shall prior to taking the required steps for termination of the sponsorship, call a meeting of the Exco in order to afford such committee a reasonable opportunity to make submissions to the Sponsoring Dealer why the sponsorship should not be terminated.

17.1.2 The Sponsoring Dealer shall inform the HOG Manager of the Sponsoring Dealer's intention to cancel or terminate the sponsorship fifteen days after the meeting referred to above. Furthermore, the Sponsoring Dealer must provide the Chapter



with written notice of termination or rescission of sponsorship. Such notice shall be furnished by E-mail or facsimile transmission to the HOG office and director.

17.1.3 The Sponsoring Dealer shall furnish the director with written notice that the sponsorship has been terminated or rescinded, setting forth the reasons for termination or cancellation. Said notice shall be effective fifteen days subsequent to date of delivery of the notice. A copy of the Sponsoring Dealer's written notice to the director shall be forwarded to the International HOG Manager.

17.1.4 Any subsequent application by a group proposed to be sponsored by the former Sponsoring Dealer shall not be considered for acceptance for a minimum period of 3 (three) months following the Sponsoring Dealer's termination or rescission of the sponsorship of the former Chapter.

17.2 Chapter Activities:

17.2.1 The Chapter should specify whether events are 'open', 'closed' or 'members only'.

17.2.2 Closed events are those Pretoria Chapter events that are open to Pretoria Chapter members and one guest per member.

17.2.3 Member events are events that are open to all HOG members.

17.2.4 Open events are those Chapter events that are open to Chapter members, all HOG members and other guests as identified by the Chapter Committee.

17.3 Newsletters:

Newsletters can consist of any printed or electronic material informing the membership of activities. Activities listed in the newsletter must indicate whether it is an open event, HOG member event or closed event.

17.4 Chapter Status:

Any chapter which fails to conduct any events or fails to publish any newsletters, may have their chapter recognition as a HOG affiliated organization rescinded.

17.5 Annual Fees:

Annual Chapter membership fees will be determined by the Chapter Committee and Sponsoring Dealer.