

CONSTITUTION OF AUDAX SOUTH AFRICA

THE ASSOCIATION

1. The name of the voluntary association is Audax Randonneurs South Africa ("the Association").
2. The Association may have branches which will be bound by this constitution.

LEGAL STATUS

3. The Association is a body corporate with a separate legal personality. It has perpetual succession and can own both movable and immovable property in its own name. It has the right to sue or be sued in its own name.

PURPOSE OF THE ASSOCIATION

4. The purpose of the Association is to organise and promote long-distance cycling in South Africa in accordance with the principles laid down by the Audax Club Parisien ("ACP"). Without derogating from this, the Association shall, where necessary and without prejudicing its relationship with ACP, have the right to adapt the principles to accommodate the particular circumstances of South Africa.



5. The Association shall operate on a not-for-profit basis. The income and property of the Association shall be applied solely for the purposes of the Association. The Association shall have the right to pay reasonable remuneration to any person or member for services rendered to the Association.

MEMBERSHIP.

6. Any cyclist, regardless of club or other affiliation, may become a member of the Association by payment of the annual subscription which shall be included in the first fee that the cyclist pays for any ride organised by the Association for that financial year. The Association's financial year runs from 1 November to 31 October.

COMMITTEE.

7. The Committee shall exercise the powers of the Association. Where there are branches, the branches will ensure that each branch has a committee that is responsible for all the functions listed. Depending on the circumstances of each branch, the functions listed may be combined to be performed by less people. The Committee shall comprise of the following:

- o Edward Thomlinson, ex officio as the person who established, organised and ran Audax events in South Africa from its inception and is the ACP representative.
 - o A chairperson;
 - o A person or persons responsible for documentation, brevets, route approval and publishing;
 - o A person or persons responsible for technical support, mapping of routes and security;
 - o A treasurer;
 - o A secretary;
8. The Committee may fill any vacancy in their number.
9. A committee member shall cease to hold office if he or she –
- o resigns the office by notice in writing;
 - o becomes of unsound mind;
 - o is convicted of an offence which involves dishonesty;
 - o does not attend three consecutive meetings of the Committee without being excused from attending;
 - o is removed from office by a resolution of a general meeting.
10. The chairperson of the Committee shall determine the time and place of meetings and the procedures thereat. The quorum of a committee meeting will be 3.

11. All matters at any Committee meeting shall be determined by a majority of those present and voting. In the event of an equality of votes, the chairperson of any meeting shall have a casting as well as a deliberate vote.
12. The Committee shall keep minutes of its meetings.
13. The Committee may make decisions by way of telephone, e-mail, or other social media. The Committee shall determine the procedure for making such decisions.
14. The management and administration of the Association vests in the Committee which may exercise all the powers of the Association and do on behalf of the Association all acts as may be exercised and done by the Association itself. Where significant issues arise that affect or may affect branches, the Committee must liaise with the chairperson of each branch and ensure that the chairperson is fully informed of the issue or issues and that the views of each branch is known and properly considered before the Committee takes any decision. Without in any way limiting the generality of the foregoing, such powers shall include, but not be limited to, the following –

- o Generally, to deal with the funds and property of the Association for the objects and purpose of the Association;
 - o to operate banking accounts with all powers required by such operations;
 - o to make and enter into, and carry out, contracts or agreements for any of the purposes of the Association;
 - o liaising with ACP and facilitating entries to the Paris-Brest-Paris Audax and other similar events.
15. The secretary shall handle all official correspondence of the Association and maintain a calendar of events. The secretary shall notify all members of meetings and keep the minutes of those meetings.
16. The treasurer shall handle all financial affairs of the Association and maintain a list of members. The treasurer shall prepare accounts for presentation at the annual general meeting.

INDEMNITY

17. No committee member, person assisting the Association in any way or member shall be liable for any loss, damage, expense or any claims by anyone which arise from their

involvement in the affairs of the Association, including the organising, promotion and running of Audax and associated events.

18. Participants in the events organised, promoted and run by the Association do so on the basis that they are solely responsible for their safe conduct during any event and that they have no claim against any Committee member, anyone assisting the Association or a member for anything that arises out of their involvement in the affairs of the Association, including the organising, promotion or running of Audax and associated events.

GENERAL MEETINGS

19. General meetings are open to all members of the Association. The annual general meeting shall take place in November or December of each year. Extraordinary general meetings shall be called on written petition of 10% of the members or by a decision of the Committee. The secretary shall give 14 days' notice of general meetings to all members who have given their e-mail addresses to the Association. The quorum for a general meeting are those present, provided



that there is a minimum of 5 members. In the event of a tied vote, the chairperson shall have a casting vote.

ANNUAL GENERAL MEETING

20. The business of the annual general meeting shall be the following:
 - o Submitting the minutes of the previous annual general meeting and any extraordinary general meeting or meetings;
 - o Presentation of the reports of the chairperson, the secretary and the treasurer;
 - o Motions for discussion;
 - o Election of the incoming committee;
 - o Any other business.
21. The secretary must receive motions no less than three business days before the annual general meeting, including the names of the proposer and seconder of the motion. A simple majority of the vote shall carry motions.
22. Election of the Committee shall be by a show of hands, unless anyone requires a written ballot. Nominations shall be made from the floor during the annual general meeting and must

be seconded. The incoming committee shall take office at close of business of the annual general meeting.

23. Events shall be run in accordance with the rules of Brevets Randonneurs Mondiaux of Audax Club Parisien. The Association may also, with the approval of the Audax Club Parisien, arrange events that are not in accordance with such rules.
24. This Constitution may only be modified by a two-third majority vote at a general meeting.

Signed by Leana Hanscomb on in this/her capacity as Chairperson on 21/02/2018

Signature 