

THE CONSTITUTION OF
RIDE 'TIL WE ROT
SOCIETY:
SOUTH AFRICA

The Constitution of the Ride 'Til We Rot Society: South Africa (hereinafter referred to as "Rtwr:SA" was adopted on _____ day of March 2013.

The Articles of Association of the Non-Profit Organization / Society known as Rtwr:SA as enclosed in this Constitution were brought into effect by:

Sean Kedian
National President

Jean-Pierre des Fontaine
National Vice President

National Director

National Director

National Director

Article 1: ADOPTION OF THE CONSTITUTION

The Society, its property and all its functioning will be administered and managed in accordance with the provisions of this Constitution.

Article 2: NAME OF THE SOCIETY

This Association's name is: **Ride 'Til We Rot Society: South Africa** (hereinafter referred to as **Rtwr:SA**).

Article 3: NON-DISCRIMINATION

Rtwr:SA is a non-discriminatory, non-political association.

Article 4: REGISTRATION

- 4.1 Rtwr:SA shall be registered as a non-profit organization with the South African Department of Social Development in terms of the Non-Profit Organizations Act 1977, Act 71 of 1997
- 4.1 Rtwr:SA shall register with the South African Revenue Services in terms of applicable taxation legislation as may from time-to-time be applicable.
- 4.1 Rtwr:SA shall register with any other institution deemed necessary, both within the Republic of South Africa and further afield to ensure the effective functioning of the Society and for the pursuit of its goals and objectives.

Article 5: STRUCTURE

5.1: THE NATIONAL BOARD

- 5.1.1 Rtwr:SA shall be governed and managed by a National Board of Directors comprising the signatories to this Constitution.
- 5.1.2 Should a Board Member no longer be available for the position, or be requested by the Board to vacate such position, a suitable replacement shall be appointed based on qualifications and expertise. The removal and appointment of Board members must be supported by 60% of the Board.
- 5.1.3 Additional members can be co-opted to the Board or a sub-committee of the Board on an ad hoc and temporary basis to address specific objectives as the Board may from time-to-time deem necessary.

- 5.1.4 The Board may increase the numbers of National Board Members as an amendment to the Constitution.
- 5.1.5 The implementation of this Constitution and the functional activities of Rtwr:SA shall be addressed and implemented via Resolutions of the National Board.
- 5.1.6 The National Board may delegate any function of the National Board to a sub committee consisting of at least 2 Board Members by means of resolution. A National Board Director shall chair such committee. All rights, powers, responsibilities, budgets, co-opted members and any other matter incidental to such a sub-committee shall be specified in the resolution and may be amended by the Board if deemed necessary. Any decision of a committee or working group is subject to ratification by the Board.
- 5.1.7 Management and operational decisions of the Board will be implemented via resolutions and operational rulings of the Board. No resolution or operational by-law ruling shall be in conflict with the general principles and objectives of this Constitution.
- 5.1.8 The Board will meet within 30 days of the date of the adoption of this Constitution and shall set out a meeting schedule and work programme for all functional sectors of Rtwr:SA.
 - 5.1.8.1 A full annual general meetings shall place at least once in every 12 month cycle.
- 5.1.9 The national Board shall establish a secretariat to undertake normal office functions associated with an organization of this nature.
- 5.1.10 Voting is not open to general members.

5.2 REGIONAL REPRESENTATION

- 5.2.1 The Board has the right to establish regional representative structures to address Society concerns and activities on regional and/or local levels.

5.3 PARTNERSHIPS

- 5.3.1 Rtwr:SA acknowledges its affiliation to the International Ride 'til We Rot Society and its membership throughout the world.
- 5.3.2 Rtwr:SA retains the right to form strategic partnerships and to conclude service delivery agreements with any outside institution.
- 5.3.3 Rtwr:SA retains the right to establish and operate wholly owned income generating business ventures geared towards supporting the primary goals and objectives of the Society.

5.4 COMMITTEES, SUB-COMMITTEES AND WORKING GROUPS

- 5.4.1 The National Board has the prerogative to establish committees, ad hoc committees, sub committees and / or working groups to deal with specific functions of the Society.
- 5.4.2 All such structures shall be chaired by a National Board Director.
- 5.4.3 All decisions as contained in a report to the National Board shall be subject to ratification by the National Board.
- 5.4.4 The terms of reference of each sub structure shall be set out by the National Board via Special Resolution at the time of establishing such a structure.

Article 6: PURPOSE OF RTWR:SA

The purpose of Rtwr:SA is to provide an unbiased, non-political and non-discriminatory platform through which the general (medical, financial, spiritual) well-being of motorcycle enthusiasts can be addressed.

Article 7: GOALS OF RTWR:SA

- 7.1 To facilitate, where possible, the effective medical treatment and rehabilitation of injured and disabled motorcyclists.
- 7.2 To assist disabled motorcyclists return, as far as possible, to the biking way of life.
- 7.3 To facilitate financial relief to disabled motorcyclists (including in the event of fatality) and their families, as the Board may from time-to-time consider appropriate, to ensure the preservation of dignity and self-worth.
- 7.4 To facilitate counselling services to motorcyclists and their families in need.
- 7.5 To develop the capacity and skills of the socially disadvantaged motorcyclists and their families in such a way that they are better able to identify, and help meet their needs and to participate more fully in society.
- 7.6 To facilitate a national support network for motorcyclists in need.
- 7.7 To advance the education of the public awareness in the subject of motorcyclists in general and motorcyclists with disabilities in particular.
- 7.8 Undertake any other programme in the promotion of motorcyclist rights, care and rehabilitation as may be deemed appropriate by the Board.

Article 8: CONFLICTS OF INTEREST

- 8.1 Any member must:
 - 8.1.1 declare the nature and extent of any interest,, direct or indirect, which they or a connected person may have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by Rtwr:SA which has not previously been declared; and
 - 8.1.2 absent themselves from any discussion and from the vote in which it is possible that a conflict of interest may arise between their duty to act solely in the interest of Rtwr:SA and any personal interests (including but not limited to personal financial interest).

Article 9: MEMBERSHIP

- 9.1 Full membership is open to individuals over the age of eighteen, subject to the completion of an application form and approval by a Board Director.
- 9.2 Junior membership is open to individuals under the age of eighteen, subject to the completion of an application form by a parent or guardian on their behalf and approval by a Board Director.
- 9.3 Membership is not transferable.
- 9.4 A complete record must be maintained of all members. Such a register shall be maintained in two parts.
 - 9.4.1 The “public register” shall list the full names all members.
 - 9.4.2 The “closed register” shall include identity number, residential, postal and employment address, telephone numbers, details of next of kin, motorcycle details (make, model, and registration number), medical aid details, medical conditions, insurer and their club affiliations if any as well as any other information that the Board deems appropriate.
 - 9.4.3 Information captured on the “closed register” shall remain confidential and shall not be open to public scrutiny. Details may only be released to an authorised authority in the interest of facilitating appropriate medical and related treatment to the member and family members in line with the goals and objectives of Rtwr:SA.
- 9.5 Membership may be refused or cancelled should the Directors consider it in the best interest of Rtwr:SA to refuse or cancel such membership.
 - 9.5.1 The member or applicant must be informed in writing within 21 days of the decision and be informed of the reason for such a decision.

- 9.5.2 The member or applicant has the right to make written representation to the Board to reconsider its decision w.r.t. refusing or cancelling membership. The Board's decision following any written representation shall be communicated in writing and shall be final.
- 9.5.3 Membership shall be terminated if the member dies, the member resigns in writing, the member is indebted to Rtwr:SA for as period in excess of 6 months after the date on which payment is due or if the Board cancels the membership by resolution.
- 9.6 Membership will be displayed by the wearing of a "shoulder patch" depicting the Rtwr:SA colours. The full back patch is reserved for Disabled Members and Board Members only.

Article 10: APPLICATION OF INCOME AND PROPERTY

- 10.1 The income and property of the Rtwr:SA shall be applied solely towards the promotion of the purpose, goals and objectives of the Society.
- 10.2 Board members are entitled to be reimbursed from the property of Rtwr:SA reasonable expenses properly incurred when acting on behalf of the Society.
- 10.3 None of the property of Rtwr:SA may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of Rtwr:SA. This does not prevent a member from receiving a benefit from the Society as a beneficiary or receiving reasonable and proper remuneration from the Society for the supply of goods and services.
- 10.4 No member shall receive or buy or provide any goods or service from or to Rtwr:SA on terms preferential to those applicable to the general public. Full details of all business dealings with members must be recorded in writing and approved by the Board.
- 10.4.1 Record must be kept pertaining to a detailed description of the goods or service to be provided, the time frames applicable to the contract, the rates and frequency of payment and a statement by the Board that the terms and conditions of such awarding of contract will not account to preferential treatment. Any variation to this provision must be fully substantiated by the Board (for example the awarding of a preferential contract in lieu of a grant amount).
- 10.5 No member shall be employed and / or receive remuneration from Rtwr:SA on terms preferential to those applicable to the general public and in terms of Labour Law as may from time-to-time be applicable.
- 10.6 Any member, including Directors and connected persons may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

- 10.7 Board members may benefit from both public and employer's liability indemnity insurance purchased at Rtwr:SA expense.
- 10.8 All assets of Rtwr:SA shall at all times be adequately insured at replacement / retail value.
- 10.9 Adequate provision shall be made in the annual budget for the proper and scheduled maintenance of all Society assets.

Article 11: MEETINGS

- 11.1 Rtwr:SA shall hold an initial general meeting of the National Board within 30 days of the date of the adoption of this Constitution. Subsequent full annual general meetings shall be held in 12 month cycles.
- 11.2. Any member can forward recommendation to the National Board or any sub structure established by the National Board in terms of this Constitution to request discussion on any matter relevant to the functioning, goals and objectives of Rtwr:SA.
 - 11.2.1 A special general meeting shall be held within 21 days of receipt of such a request and a response forwarded in writing to the applicant within 14 days of the special meeting convened to address such representation.
- 11.3 The quorum for all meetings is 60% of the board members and 80% in the case of Constitutional amendments. Representation by proxy shall be deemed attendance and shall be taken into account when determining the quorum.
- 11.4 Non-member representatives, organizations, partnerships do not have voting rights at general meetings. Their attendance of meetings shall be seen as part of the working relationship that exist, their discussion points shall be given priority in terms of the agenda and they shall be afforded all opportunity to participate in discussions pertaining to their involvement with Rtwr:SA.
- 11.5 The National President shall chair all meetings of Rtwr:SA and shall have a casting vote in the event of a hung vote.
 - 11.5.1 In the absence of the National President, the National Vice President shall deputize on his behalf concerning all, matters rights and obligations; failing which any other Board member or Regional Chair shall assume authority.
- 11.6 The National Secretariat shall maintain proper recordings of all meetings. Any sub-committees, regional or local structures established in terms of this Constitution shall provide the National Secretariat minutes of meetings within 7 days of the said meeting.

Article 12: INTELLECTUAL PROPERTY

- 12.1 Rtwr:SA recognises that the ownership of the Society "Patch" resides with and is used freely by Rtwr:SA as an international partner to the Ride 'Til We Rot Society: International.

Article 13: RECORD KEEPING

- 13.1 Rtwr:SA shall maintain complete record of all proceedings at Director meetings on all levels (national, regional and local). Such minutes will include the persons present, their designation, and the decisions taken and where appropriate the reasons for such decision.
- 13.2 Rtwr:SA shall comply with the provisions for adequate record keeping with special reference to the requirements for the keeping of accounting records and annual narrative report as set out in Article 17 and 18 of Act 71 of 1997.
- 13.3 The records of Rtwr:SA shall be open for inspection and comment by relevant authorities in South Africa and by members of the Society where applicable and appropriate.
- 13.4 Rtwr:SA shall maintain a register of all assets, liabilities and property owned by the Society.
- 13.5 Proper records shall be maintained on all dealings undertaken by Rtwr:SA.

Article 14: GENERAL RULES

- 14.1 In the event of a dispute, recourse must first be sought by application to the National Board of Directors, after which recourse may be sought through arbitration and mediation. Failing arbitration recourse may be sought through litigation.
- 14.2 Any notice required to be given in terms of this Constitution may be given in person, by registered mail to the address as noted on the application form or to the electronic mail address as listed on the application form. Any person present at a meeting when the decision to serve notice was minuted shall be deemed to have received such notice.

Article 15: INTERPRETATIONS

- 15.1 The language used in this Constitution shall be interpreted according to the normal, everyday use of such words and phrases.
- 15.2 Connected person / institution refer to:

Any direct or indirect (in-laws) family member of a Board Member;

Any person with whom a business relationship exists between the Board member and the individual;

An institution and/or Body Corporate which is controlled by a Board member or a connected person to a Board member;

A business entity controlled by a Board member or person connected to a Board member.

Article 16: AMENDMENTS TO THE CONSTITUTION

- 16.1 Rwtw:SA may amend any provision of this Constitution provided that:
 - 16.1.1 No amendment may be made that would have the effect of changing the legal status of a Non-Profit Organization in South Africa.
 - 16.1.2 No amendment may be made to alter the objectives if the changes would undermine the achievements already made by the Society.
 - 16.1.3 Any amendment must be supported by 60/80% of the Board Directors.
- 16.2 The Department of Social Development must be informed of any changes in the Constitution within 21 days of the changes been adopted.

Article 17: DISSOLUTION OF RTWR:SA

- 17.1 Should the Director decide to dissolve Rtwr:SA the Directors will remain in office until such time that all outstanding issues and actions have been dealt with.
- 17.2 The Director shall collect all assets and ensure that all liabilities are settled.
- 17.3 The Directors must apply any remaining property directly to the objectives, transfer to any other NPO or charity or charities supporting the same or similar goals and objectives, or in any other manner not in opposition to the founding principles of this Constitution.
- 17.4 The Department of Social Development, The South African Revenue Services and any other institution with which Rtwr:SA has affiliation, registration or working relationship shall be informed without delay.
- 17.5 In no circumstance shall the net assets of Rtwr:SA be paid to or be distributed among the members of the Society or its Directorship (unless such a person is an existing beneficiary).

17.6 No member or Director shall be entitled to purchase assets of Rtwr:SA at preferential terms.