

CONSTITUTION OF COMRADES MARATHON ASSOCIATION

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CONSTITUTION OF COMRADES MARATHON ASSOCIATION

PREAMBLE

The Comrades Marathon is founded in the spirit and in the memory of all protagonists in all conflicts in which South Africans have made sacrifices.

Tell them of us and say,

“For their tomorrows-we gave our today”

ARTICLE 1

INTRODUCTION

1. DEFINITIONS

- 1.1 In this Constitution, unless incompatible with the context, the following terms will have the meanings determined in this clause:
- 1.1.1 CMA – Comrades Marathon Association.
- 1.1.2 KZNA – KwaZulu-Natal Athletics
- 1.1.3 ASA – Athletics South Africa.
- 1.1.4 IAAF – International Association of Athletics Federations
- 1.1.5 Member – a member of Comrades Marathon Association.
- 1.1.6 Life Member - member on whom Life Membership has been conferred.
- 1.1.7 Honorary Member – member on whom Honorary Membership has been conferred.
- 1.1.8 KwaZulu-Natal – Province of KwaZulu-Natal.
- 1.1.9 Board – the Board of the Comrades Marathon Association as constituted in terms of this Constitution.
- 1.1.10 Race – the Comrades Marathon.
- 1.1.11 AGM – the Annual General Meeting of the Comrades Marathon Association.
- 1.1.12 SGM – a Special General Meeting of the Comrades Marathon Association.
- 1.1.13 Rules – the Rules Pertaining to the Race referred to in Clause 28 of this Constitution and the Operating Rules and Regulations referred to in Clause 29 of this Constitution.
- 1.1.14 Office Bearers – Board members, Standing Committee members and members of Ad Hoc Committees.
- 1.2 Any reference to the masculine gender shall include the feminine gender and vice versa.
- 1.3 Any reference to the singular shall include the plural and vice versa.

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2. NAME AND LEGAL PERSONALITY

- 2.1 The name of this association shall be Comrades Marathon Association (CMA).
- 2.2 CMA shall remain a sporting organisation with no political or social alignment to any body or organisation within or outside the borders of the Republic of South Africa.
- 2.3 CMA shall have legal personality and shall, continue to exist notwithstanding changes in the composition of its Memberships or Office Bearers and shall, through its authorized representatives:
- 2.3.1 have an independent existence from its members and office bearers;
 - 2.3.2 be entitled to acquire, encumber or dispose of movable or immovable property;
 - 2.3.3 incur legal obligations and liabilities independently of its members, officers and office bearers;
 - 2.3.4 be entitled to enter into legal transactions and to institute or defend legal proceedings.
- 2.4 CMA is the sole body owning, administering, managing and controlling the Race.
- 2.5 The CMA is, by special dispensation, an associate member of KZNA, which is the provincial affiliate in KwaZulu-Natal of Athletics South Africa, which is the sole South African member Federation affiliated to the IAAF, and as such the sole organisation administering and controlling athletics in South Africa within the boundaries as defined in the Constitution of the Republic of South Africa.
- 2.6 An administrative headquarters shall be established from where the organisation of the Race and the administration of CMA shall be carried out, with details relating to the administrative headquarters to be determined by the Board from time to time, with due regard being given to CMA's leasing commitments and immovable property holdings.
- 2.7 CMA shall remain a non-profitmaking organisation, responsible for the preservation, promotion and development of the Race and ancillary activities, events and functions.

3. MISSION AND OBJECTIVES

3.1 **Mission Statement**

To present and promote a spectacular sporting event comprising a world class competitive ultra marathon race for elite athletes and an accessible inspirational

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and attainable challenge for otherwise ordinary individuals which incorporates our heritage and traditions and prioritises the safety and welfare of all participants, supporters, organisers and sponsors.

3.2 Objectives

The objectives of the CMA are to promote, co-ordinate and develop the Race without discrimination. To this end and without derogating from the generality of the above, the objectives of the CMA are specifically, to:

- 3.2.1 control, organise, administer, govern and improve, on behalf of the members of the association and under the auspices of IAAF, ASA and KZNA, the Race, an ultra marathon foot race staged annually between the cities of Pietermaritzburg and Durban;
- 3.2.2 formulate and publish rules regarding the race and conduct the business and procedures of the CMA as are compatible with its Constitution and IAAF, ASA and KZNA rules;
- 3.2.3 encourage and facilitate participation in the Race and its administration through engagement and involvement, regardless of race, ethnicity, religion, politics, gender or otherwise, of all persons wishing to participate, under the auspices of CMA, IAAF, ASA and KZNA, whether as athletes, officials, administrators or in any other way, and to take all practicable measures to prevent any discrimination;
- 3.2.4 maintain a high standard of professionalism, efficiency, ethics and ongoing training amongst office bearers and officials of the CMA, and through such officials, enforce the rules of IAAF, ASA and KZNA;
- 3.2.5 award prizes and awards and keep records of athletic performances in the Race;
- 3.2.6 represent the interests of the members of the CMA, inter alia by monitoring all legislation and legislative proposals affecting the interests of the members of the CMA and by making such representations and recommendations concerning such interests as may be appropriate to further the objectives of the CMA;
- 3.2.7 foster and promote the Race nationally and internationally;
- 3.2.8 preserve and secure the future of the Race and its traditions and principles;
- 3.2.9 maintain and keep records, documents and memorabilia which form part of the history of the Race and the CMA;
- 3.2.10 transparently uphold the following values in the conduct of business and relationships:
 - 3.2.10.1 honesty, integrity and ethical practice

- 3.2.10.2 fairness, accountability and democratic principles
- 3.2.10.3 respect for the individual
- 3.2.10.4 trustworthiness and commitment
- 3.2.10.5 professionalism
- 3.2.10.6 excellence;

3.2.11 generally do all such things as are necessary or incidental to the attainment of the objectives of the CMA.

4. MEANS OF ACHIEVING OBJECTIVES

The objectives of the CMA shall be achieved by inter alia:

- 4.1 affiliation to KZNA and through them to ASA, IAAF and to any other relevant organisation whose aims and objects are allied to those of the CMA;
- 4.2 the acquisition, encumbrance, improvement, mortgage, lease, hire, exchange, donation or disposal of such movable or immovable property as may be required to achieve its aims and objectives;
- 4.3 the raising of funds, to borrow money and to secure the repayment of such money under security of any part of the property and assets of the CMA;
- 4.4 the investment and dealing with monies of the CMA not immediately required in such manner as may from time to time be determined by the Board;
- 4.5 opening banking or savings accounts in the name of the CMA and to operate thereon;
- 4.6 employment and remuneration of persons with the necessary skills for the administration of the funds and business of the CMA;
- 4.7 the exclusion of any business or enterprise that benefits a CMA member(s);
- 4.8 incurring liability only for its own debts with any assistance granted to any person or association, whether corporate or unincorporated, not rendering it liable for the debts of such person or association;
- 4.9 taking all steps and following all procedures, which are lawful and compatible with the aims and objectives of IAAF, ASA and KZNA;
- 4.10 raising and promoting funds and donations and gratuities for any purpose which may be deemed necessary and compatible with achieving the aims and objects of the CMA;

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- 4.11 prescribing uniform rules and regulations for the administration, control and protection of the Race and the CMA;
- 4.12 requiring compliance with the provisions of this Constitution and with the rules and regulations issued in terms thereof, and the constitutions and rules of IAAF, ASA and KZNA;
- 4.13 hearing and pronouncing upon disciplinary action taken against members in terms of the Rules;
- 4.14 providing for the keeping of official lists of records of the Race performances;
- 4.15 co-ordinating the nature, use and protection of the intellectual property of the CMA, including any and all trademarks;
- 4.16 keeping, saving and investing the assets and funds of the CMA and tendering any share of it as security where it may be required solely for promoting the objectives of the CMA without distribution to its members;
- 4.17 engaging in any other activity which may assist in achieving the aims and objectives of the CMA;
- 4.18 establishing and supporting, or aiding in establishing and supporting, any charitable associations or institutions and subscribing or allocating monies for charitable purposes, in any way connected with or calculated to further the overall objectives of the CMA, including the support or contribution to any development programme related thereto;
- 4.19 arranging sponsorships with any private sector or public sector entity or any other appropriate person, for or in respect of the Race or in furtherance of the objectives of the CMA;
- 4.20 constructing, maintaining and altering any buildings or erections necessary or relevant to the objectives of the CMA;
- 4.21 founding, undertaking or executing any trust, the objectives whereof relate to or are similar to those of the CMA and to participate in the management of any such trust and/or the operation thereof, either as trustee or otherwise directly or indirectly in such manner as shall be resolved by CMA in respect of the management and operation of any such trust;
- 4.22 fostering and promoting membership of the CMA.

ARTICLE 2

MEMBERSHIP

5. CATEGORIES OF MEMBERSHIP

Membership of the Comrades Marathon Association is divided into 3 (THREE) categories:

- 5.1 Ordinary Members
- 5.2 Life Members
- 5.3 Honorary Members

6. PROCEDURE AND REQUIREMENTS OF ORDINARY MEMBERSHIP

- 6.1 Ordinary membership of the CMA shall be open to persons who:
 - 6.1.1 subscribe to the objectives of the CMA and who accept and wish to participate in its activities in compliance with this Constitution and the Rules; and
 - 6.1.2 apply for ordinary membership, which application will be made and dealt with in accordance with this Constitution and the Rules.
- 6.2 Applications for ordinary membership shall be submitted to the Board on the form prescribed by the Board and must be accompanied either by the prescribed subscription fee or proof of payment thereof to CMA.
- 6.3 The Board shall have the right to make a ruling on the application for ordinary membership of the CMA, provided such ruling is not based on religious or political belief, gender, nationality, ethnicity or race. The policy shall be to accept applications unless there is good reason not to do so.
- 6.4 Upon approval by the Board and on payment of subscription fees which may be due, the applicant shall become a member of CMA.
- 6.5 On condition the subscription fee is paid to CMA by not later than 16h30 on the last day of June of the year of application, the applicant will be eligible to vote at the AGM which follows, which is ordinarily held in November. Applications received prior to the deadline but in respect of which payment is not effected timeously, will be dealt with as applications for membership in the following calendar year and the same shall apply in respect of any applications received after the abovementioned deadline.
- 6.6 Ordinary members shall be required to pay annual subscriptions, which will be determined by the Board which will then give written notice thereof to the ordinary members. The subscriptions shall be due and payable in respect of each

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subscription year by not later than close of business (16h30) of the last day in June of that subscription year failing which the defaulter's membership shall forthwith terminate.

- 6.7 The Board may from time to time fix in writing, a subscription for ordinary paid-up members' membership for life.
- 6.8 The Board may also, from time to time, determine that a special levy will be payable by the ordinary members provided that there is, in the Board's view, good and proper reason for such special levy. Should the Board resolve to impose any such special levy, it shall give at least 1 calendar month's prior written notice to the ordinary members with reasons for the imposition of the special levy. The notice shall also specify when the special levy shall be payable.
- 6.9 It shall be the duty of ordinary members to keep the CMA advised of their current postal addresses or contact details from time to time.
- 6.10 In the case of any applicant who is a minor, the applicant's legal guardian shall sign the application. The member must be at least 18 (EIGHTEEN) years of age to be eligible to vote.

7. LIFE MEMBERSHIP

- 7.1 Any nomination for the appointment of a life member shall be submitted with written supporting motivation to the Board.
- 7.2 A member who has rendered outstanding meritorious service to the Race shall be eligible for life membership of the CMA.
- 7.3 The nomination, if approved by the Board, must be tabled at the subsequent AGM of the CMA for notification and shall be effective from date of such announcement.
- 7.4 Life members shall have the same voting rights as ordinary members.
- 7.5 Life Members shall not be required to pay subscription fees.
- 7.6 Honours with life membership may be awarded to an individual member for particularly outstanding meritorious service to the Race or the CMA.
- 7.7 Any nomination for the award of Honours with life membership shall be submitted with written supporting motivation to the Board.
- 7.8 The nomination, if approved by the Board, must be tabled at the subsequent AGM of the CMA for notification and shall be effective from the date of such announcement.
- 7.9 The Board shall meet at least once every year to give consideration to the awarding of honours and life membership, and shall announce these awards and confirm them at the soonest AGM after their meeting.

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8. HONORARY MEMBERSHIP

- 8.1 Honorary membership may be conferred upon any person or entity who has, in the opinion of the Board, rendered meritorious service to the Race or the CMA. Honorary membership shall be awarded for a limited defined period.
- 8.2 Any nomination for the appointment of an Honorary member shall be submitted with written supporting motivation to the Board. If the nomination is approved, it will be ratified at the subsequent AGM of the CMA.
- 8.3 Honorary members shall have no voting rights and shall not be required to pay a subscription.

9. RIGHTS OF MEMBERS

Save for special rights and duties vested in office bearers and the Board and subject to the abovementioned limitations that minors (see clause 6.10) and honorary members (see clause 8.3) shall have no voting rights, all members listed in Clause 5 shall have the right to participate in all affairs of the CMA, as stipulated in this Constitution.

10. TERMINATION OF MEMBERSHIP

- 10.1 A member may terminate his membership by resignation submitted in writing but any such termination shall not affect such member's liability for subscriptions or levies due in respect of the year in which the resignation is submitted.
- 10.2 Membership shall also be terminated in terms of Clause 6.6.

11. SUSPENSION AND EXPULSION

- 11.1 A member (including ordinary members, life members, honorary members and office bearers of the CMA) who has acted in a manner contrary to the interests of the CMA, or has unjustifiably violated the provisions of this Constitution, or whom, by such member's actions, brings the CMA or the sport of athletics into disrepute, may be suspended until such member's case has been referred to the Disciplinary Committee for investigation, and until further action, including any suspension or disciplinary action against such member, has been finalised.
- 11.2 The member so in question shall be advised in writing by registered post addressed to his last known address or by hand delivery to him personally, of the suspension and disciplinary action and the reasons therefore. The member shall be given the opportunity to be present and to make representations prior to any decision being made regarding termination of membership.

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- 11.3 A member aggrieved by a decision of the Disciplinary Committee regarding termination of membership may appeal in writing to the Board against such decision. The Board shall nominate not less than 3 (THREE) members of its Board to act as an Appeal Board which Appeal Board shall have the right to confirm, set aside or otherwise vary any such decision by the Disciplinary Committee regarding termination of membership. Such appeal shall be noted in writing and heard within 30 (THIRTY) days after receipt of the notice of appeal. The decision of the Appeal Board shall be final and binding on the aggrieved member.

ARTICLE 3

STRUCTURE OF COMRADES MARATHON ASSOCIATION

12. CONSTITUENT BODIES

The principal constituent substructures of the CMA are:

- 12.1 the General Meeting, being the CMA's ultimate authority over its members and the Board;
- 12.2 the Board, being the CMA's authority in respect of all matters appertaining to the CMA and its objectives particularly all matters relating to traditions, ethics, capital assets preservation and membership including all means of achieving such objectives, and which shall be CMA's operational authority.

13. GENERAL MEETINGS

13.1 Annual General Meeting

- 13.1.1. A General Meeting known as the Annual General Meeting (AGM), shall be convened every year within three months of the financial year end of the CMA; but no later than 30 November.
- 13.1.2. The AGM constitutes the supreme authority of the CMA.
- 13.1.3. Members shall be given notice of the date, time and venue of the AGM at least 45 (FORTY FIVE) days prior to the date scheduled for the AGM.
- 13.1.4. All notices of motion and nominations of Office Bearers, which are to be dealt with at the AGM shall be submitted in writing to the offices of the CMA not less than 30 (THIRTY) days before such meeting.
- 13.1.5. The CMA office shall notify all members of the agenda at least 21 (TWENTY ONE) days before the meeting.

13.2 Special General Meeting

- 13.2.1 The Board may at any time, by resolution, on its own accord, or shall upon receipt in writing of a request from at least twenty 25 (twenty five) voting members specifying in writing the nature and detail of any issue at hand including a proposed resolution relating thereto, call a general meeting, which will be known as a Special General Meeting, to consider same.
- 13.2.2 A SGM shall be convened within 30 (THIRTY) days after receipt of the said request or resolution.

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13.2.3 All SGMs shall be called by the Board and written notice shall be given at least 21 (TWENTY ONE) days in advance. The notice calling the meeting shall include its agenda.

14. REPRESENTATION AND QUORUM AT GENERAL MEETINGS

- 14.1 A member shall be entitled to participate in the business of an AGM or SGM (hereinafter referred to as "General Meetings") only if his membership requirements have been complied with and his payments in respect of subscriptions or special levies are not overdue.
- 14.2 Members present in person representing at least 10% of the membership entitled to vote, or THIRTY (30) members, whichever is the lesser, shall constitute a quorum at any General Meeting.
- 14.3 If there is no quorum present at a General Meeting, it shall be adjourned by those present for exactly one (1) hour. If, at the recommencement of the meeting, there is still no quorum, it shall be adjourned, by those present, for exactly four (4) weeks. The time, venue and agenda shall not be changed. Should a quorum not be present at the adjourned meeting, those persons present and entitled to vote will constitute a quorum.

15. PROCEDURE AT GENERAL MEETINGS

- 15.1 The Chairperson of the Board shall preside as Chairperson of General Meetings or in his absence the Vice-Chairperson. If both are absent, the Board shall appoint someone from their midst to chair the meeting.
- 15.2 The Agenda of the AGM shall be disposed of in the following order:
- 15.2.1 scrutiny of delegates credentials;
 - 15.2.2 reading the Notice of the Meeting;
 - 15.2.3 adopting of the minutes of the previous Annual General Meeting and of all subsequent Special General Meetings if any;
 - 15.2.4 dealing with any recommendations/proposals emanating from any resolution of the Board;
 - 15.2.5 submission, discussion and adoption of the Annual Reports as identified by the constituent bodies;
 - 15.2.6 submission, discussion and adoption of audited financial statements of the previous financial year;

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- 15.2.7 dealing with any amendments to the Constitution or with any matters proposed and of which due notice has been given;
- 15.2.8 election of Board members in terms of this Constitution; when applicable;
- 15.2.9 appointment of Auditors.
- 15.3 The agenda of a SGM shall be disposed of in the following order:
 - 15.3.1 scrutiny of delegates' credentials;
 - 15.3.2 reading of the notice of the meeting; and
 - 15.3.3 dealing only with matters for which the meeting was called, which matters were specified in the notice calling the meeting.
- 15.4 Proper minutes and attendance records must be kept for all meetings.
- 15.5 The minutes shall be confirmed as a true record of proceedings by the next meeting of the Board, or of general Members as the case may be and shall thereafter be signed by the Chairperson.
- 15.6 Minutes shall thereafter be kept safely and always be on hand for Members to consult.

16. VOTING AT GENERAL MEETINGS

- 16.1 Voting shall be by show of hands in all matters calling for a resolution, or by secret ballot if two members so demand before voting proceeds and if there is no opposition to the demand for voting by secret ballot. If there is opposition to the demand for voting by secret ballot the Chairperson, upon consultation with the Board, may make a ruling on the mode of voting to be employed. Notwithstanding the above, voting for the election of Board members shall be by secret ballot.
- 16.2 In the case of a tie, the Chairperson, shall use his/her casting vote to break the deadlock.
- 16.3 Voting by proxy shall not be permitted.
- 16.4 All voting Members shall be entitled to ONE (1) vote.
- 16.5 Save for decisions relating to amendments to the Constitution or as may otherwise be provided herein, all decisions shall be taken on the basis of a simple majority.

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17. ELECTION OF THE BOARD

17.1 Elections for the appointment of Board members, which shall be conducted by secret ballot, shall be carried out as set out below.

17.2 Elections shall be held annually and the term of office of the elected Board members shall be TWO (2) years, the object being that –

17.2.1 the election of Board members will be staggered so that, at the AGM in every “odd year” there will be FOUR (4) members to be elected to fill the vacancies arising from the terms which expire at that AGM and, at the AGM in every “even year”, there will be elections for FIVE (5) members to fill the vacancies occurring due to the terms which expire at that AGM;

17.2.2 as far as possible, the Board will have NINE (9) elected members, with all elections being for a TWO (2) year term of office.

(The members of the Board so elected shall serve on the Board together with the individuals appointed by KZNA and ASA, as referred to in 21.1 below together with the co-opted members, if any, as contemplated in 21.2 below.)

17.3 Nominations for all Board members shall be submitted to the CMA, in writing, at least THIRTY (30) days before each AGM. Each nomination must be proposed and seconded, in writing, by members in good standing of the CMA, and such nomination must, in addition, be accepted by the nominee, in writing.

17.4 Outgoing Board members, whose term of office is to expire at a forthcoming AGM, who have notified the CMA in writing at least THIRTY (30) days before the AGM that they are available for re-election, shall be deemed to have been nominated for re-election.

17.5 In the event that the valid nominations received in respect of the elections to be held at an AGM are insufficient in number to fill the vacancies that will occur on the Board, additional nominations may be proposed and seconded at the relevant AGM.

17.6 The nominees need not be present at the AGM.

17.7 The Chairperson and Vice Chairperson shall no longer be elected at the AGM but instead shall be elected by the Board at the first Board meeting following the AGM on the basis set out in 22.1 below.

18. APPOINTMENT OF COMMITTEES

Committees of the CMA shall be divided into two categories, namely Ad Hoc Committees and Standing Committees.

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18.1 Ad Hoc Committees

- 18.1.1 These are special committees that shall be formed on a need (as and when) basis under the discretion of the Board and subject to the overall authority, control and direction of the Board.
- 18.1.2 The number of members in these committees shall differ from committee to committee, depending on the task they have to execute.
- 18.1.3 The procedure for the formation of Ad Hoc Committees shall be determined from time to time, and may differ from committee to committee, depending on the circumstances surrounding the appointment of a specific committee;
- 18.1.4 Ad Hoc Committees may be dissolved as soon as they have achieved the objectives for which they have been formed; or as the Board may decide.

18.2 Standing Committees

- 18.2.1 The Standing Committees shall be constituted in such number and in such form as shall be prescribed by resolution of the Board.
- 18.2.2 The Standing Committees' membership will be recommended by the Chairperson of the Board, after consulting the Vice Chairperson, and shall be subject to the ratification of the Board.
- 18.2.3 The composition of the Standing Committees shall be reviewed annually.

19. CONFLICTS OF INTERESTS

- 19.1 A person who is an office bearer or holds any employment in the CMA shall not enter into any contract with the CMA or hold any interest (whether direct or indirect) in any business which supplies goods or services to the CMA.
- 19.2 No person holding office in the CMA shall use any information that he/she gains as such a representative of the CMA for personal gain, business or otherwise.
- 19.3 Nothing in this clause shall derogate from the general duty of good faith owed by a member of the CMA to the CMA.
- 19.4 Any gifts and/or gratuities and/or benefits received by any member of the Board by virtue of his/her membership of the Board shall be declared and entered in a register held by the CMA. The Board shall have the power to take such action as it deems necessary if it considers the gift, gratuity or benefit to be capable of impairing the dignity and integrity of the CMA and require such gift, gratuity or benefit to be dealt with in such manner as it may determine. Should any member of the Board be the subject of this determination, he shall recuse himself from the Board's deliberations.

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20. REMOVAL OF MEMBERS OF THE BOARD

- 20.1 Notwithstanding anything contained elsewhere in this Constitution a member of the Board may, by an ordinary resolution passed at a SGM, be removed from office.
- 20.2 Upon receiving a valid requisition for a SGM at which a resolution to remove a member(s) of the Board is to be proposed, notice shall be given in writing of such proposed resolution to the person(s) concerned and shall, if required by such person(s), circulate to all members entitled to receive notice of the meeting, any written communication of reasonable length provided it does not contain any illegal, offensive or defamatory material.
- 20.3 At the SGM the member(s) of the Board whose removal is proposed, shall have the right to address the meeting.
- 20.4 The removal of a member of the Board shall be without prejudice to any legal claim he may have against the CMA or that the CMA may have against him in respect of matters arising before such removal.

21. BOARD OF COMRADES MARATHON ASSOCIATION

- 21.1 Subject to 21.2 to 21.4 below, the Board shall, as far as reasonably possible, consist of 11 (ELEVEN) members, as follows :
- 21.1.1 NINE (9) members elected in terms of 17 above;
- 21.1.2 ONE (1) member appointed by KZNA;
- 21.1.3 ONE (1) member appointed by ASA.
- 21.2 The Board may in addition to the above 11 (ELEVEN) members co-opt not more than 2 (TWO) additional members following upon the AGM, such that there may be a maximum of 13 (THIRTEEN) members of the Board. Such co-opted Board members shall be known as Co-opted Board members and shall have full voting rights at meetings of the Board and shall serve for a period of up to 1 (ONE) year which term shall expire at the subsequent AGM.
- 21.3 In the event that the prescribed number of Board members referred to above are not elected or otherwise appointed, the Board shall nevertheless be validly constituted with such lesser number as so elected or nominated or otherwise appointed and the decisions of such lesser number of Board members shall be valid as binding decisions of the Board subject always to the minimum quorum requirements specified elsewhere herein.
- 21.4 The Board shall have the power to appoint a member of the CMA to fill any vacancy, which may exist or occur on the Board following any election so as to make up the prescribed number of 9 (nine) elected Board members referred to above or so as to fill any vacancy caused by death, resignation or other cause.

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Any such appointment shall not be considered as being a co-option as specified in sub-clause 21.2 above. Such appointee Board member shall be known as an Appointee Board Member and shall have the same rights and voting rights, powers and duties as elected members of the Board and the Appointee Board Member's period of office shall expire at the AGM when the next elections are to be held.

- 21.5 The Board may remove from office, with notice, a Board member or Committee member (Ad Hoc or Standing) who is absent from 2 (TWO) consecutive meetings without leave of absence.
- 21.6 A member of the Board shall not hold an office of profit within the CMA.
- 21.7 Should a member of the Board appointed by KZNA or ASA in terms of 21.1.2 or 21.1.3, as the case may be, cease to hold office for any reason, KZNA or ASA, as the case may be, may be requested to appoint a replacement to serve as a member of the Board.

22. MEETINGS OF THE BOARD AND ELECTION OF CHAIRPERSON AND VICE CHAIRPERSON

- 22.1 At the first meeting of the Board held after the AGM, the members of the Board shall elect, from their number, a Chairperson and a Vice Chairperson to serve for a period of ONE (1) year until the first Board meeting after the AGM in the following year. The election of the Chairperson and the Vice Chairperson shall be the first item on the agenda at the relevant Board meeting and, following the election, the Chairperson of that meeting shall, unless he is re-elected in accordance with this Constitution, stand down so that the Board meeting will continue under the chairmanship of the newly elected Chairperson or, in his absence, the newly elected Vice Chairperson, as the case may be.
- 22.2 The Board shall meet at the discretion of the Chairperson of the Board or when requested by 3 (THREE) members of the Board, but in any event at least once every 2 (TWO) months.
- 22.3 The quorum for a meeting of the Board shall be 50% + 1 of the elected members.
- 22.4 In the event of an equality of votes at a Board meeting, the Chairperson of the meeting shall have a casting vote.
- 22.5 No person shall hold the office of Chairperson of the Board for more than 4 (FOUR) years, whether consecutively or individually. The period of 4 (FOUR) years includes any terms under a previous constitution. On the expiry of the aforesaid 4 (FOUR) year period, the relevant person shall be ineligible for serving as Chairperson of the Board at any future date, but may serve as a Board member if so elected.

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23. POWERS AND DUTIES OF THE BOARD

23.1 The powers and duties of the Board shall be to control, organise and administer:

- 23.1.1 the Race organisation, inclusive of pertinent Race Festivities;
- 23.1.2 all of the remaining matters, objectives and issues of the CMA without any exclusion;
- 23.1.3 the appointment of Ad Hoc Committees and Standing Committees, the decisions of which are to be ratified by the Board prior to same being implemented or prior to the same becoming binding on the CMA;
- 23.1.4 the operation of the current bank account conducted in the name of the CMA, and the signing of cheques thereof, which shall require two signatories, such signatories having been authorised by a Resolution of the Board.

23.2 Written contracts to which the CMA is a party shall be signed by 2 (TWO) signatories authorised by the Board.

23.3 The Board shall cause proper books of account to be kept by the CMA together with Annual Financial Statements, all of which shall be audited.

23.4 The Board may authorise the reimbursement of members of the Board and others who have incurred expenses in the organisation of the Race or the administration of the CMA.

24. STANDING COMMITTEES

24.1 Standing committees appointed by the Board shall convene at intervals determined by the Board. Notwithstanding the foregoing the Disciplinary Committee will meet as and when required.

24.2 The Board may appoint a Convenor and/or Secretary of a Standing Committee in writing, failing which same shall be elected by the Standing Committee from amongst their members.

24.3 Each of the Standing Committees shall assume the obligations of the prescribed task contained in the description of the name of each of such Standing Committees, subject always to the overall authority, control and direction of the Board.

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ARTICLE 4

GENERAL PROVISIONS, AMENDMENTS AND DISSOLUTION

25. HEAD OFFICE

The CMA shall have its domicilium and operational and administrative headquarters at:
Comrades Marathon House
18 Connaught Road
Scottsville
PIETERMARITZBURG
3201

26. EXTERNAL RELATIONSHIPS

The CMA shall be represented, in its dealings with the public, government and local authorities, the press and all persons external to the CMA by such representatives as may be appointed by the Board and failing such appointment, be represented by the Chairperson and failing the Chairperson the representative shall be the Vice Chairperson of the Board.

27. FINANCIAL MATTERS

27.1 The financial year-end of the CMA shall be 31st August.

27.2 Membership fees:

27.2.1 Membership fees (subscriptions) and, if applicable, special levies shall be determined by the Board.

27.2.2 Membership fees are due on or before close of business on the last business day of June.

27.3 The CMA is a non-profit organisation and any surplus funds arising shall be used for the sole benefit of the Event and athletics in KwaZulu-Natal and South Africa.

27.4 Books of Account shall show all income and expenditure of the CMA and its assets and liabilities.

27.5 The Books of Account shall be audited annually by Auditors appointed by the AGM.

27.6 Appropriate financial statements with a balance sheet and income and expenditure accounts shall be prepared each year and circulated at the AGM.

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- 27.7 The CMA's income and property are not distributable to its Members or Office Bearers, except as reasonable compensation for services rendered.
- 27.8 No Members or Office Bearers shall have any rights in the property or other assets of the CMA solely by virtue of their being Members or Office Bearers.
- 27.9 The CMA must open a bank account in its name with a registered Bank and all the CMA's financial transactions shall be conducted by means of a banking account.

28. RULES PERTAINING TO COMRADES MARATHON (THE RACE)

- 28.1 The Race will be staged under the auspices of and governed by the rules of IAAF, ASA and KZNA.
- 28.2 In particular, the following rules shall apply:
- 28.2.1 all rights pertaining to athletics events staged under the auspices or within the jurisdiction of ASA shall be vested in ASA subject thereto that such rights may be ceded or sold to ASA members or third parties;
- 28.2.2 all broadcast rights, namely television, radio, and any other broadcast rights, to any athletics event taking place in South Africa shall be vested in ASA;
- 28.2.3 affiliates shall have the right to negotiate with regard to the sale of promotional and sponsorship rights thereof, subject to the provisions of this Constitution, the IAAF Constitution, ASA Constitution, KZNA Constitution and their respective rules and regulations;
- 28.2.4 all surplus funds derived from any athletics event staged by the CMA shall be used strictly for the promotion and advancement of athletics;
- 28.2.5 no South African athlete shall be permitted to participate in the Race without a valid ASA license, unless specifically sanctioned by ASA or KZNA;
- 28.2.6 every participant in the Race shall be bound by the relevant Rules and Regulations of the Race and the constitutions of the CMA, IAAF, ASA and KZNA;
- 28.2.7 the two ASA license numbers or pre-approved Race numbers, should always be worn, one each on the front and back of the athlete's person. No other licenses or race numbers may be worn on the athlete's person without ASA prior approval;
- 28.2.8 only South African citizens or permanent residents shall be eligible for team prizes.

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29. OPERATING RULES AND REGULATIONS

29.1 In addition to the provisions of this Constitution, the Board shall be entitled to issue such rules and regulations as they may deem necessary for the smooth running of the Race and the affairs of the CMA in their respective areas of jurisdiction which rules and regulations shall be binding on all members and office bearers.

29.2 Such rules and regulations may only be issued, amended or rescinded by:

29.2.1 an AGM; or

29.2.2 a SGM convened for the specific purpose; or

29.2.3 a Board meeting for which proper notice with regards to the proposed changes was given in respect of rules issued by the Board.

29.3 No rule or regulation issued by the Board may be in conflict with this Constitution, nor the IAAF, ASA and KZNA Constitutions.

30. COMPLIANCE WITH THE RULES OF IAAF, ASA AND KZNA

30.1 All members, committee members, office bearers and employees of the CMA shall:

30.1.1 be obligated to observe and accept the rules and regulations of the CMA, IAAF, ASA and KZNA;

30.1.2 furnish any information required by the Board in connection with any matters falling within the jurisdiction of the constitution of the CMA;

30.1.3 not introduce any amendments or additions to this Constitution, which are incompatible with the constitutions, rules and regulations of IAAF, ASA and KZNA;

30.1.4 communicate with IAAF, ASA, KZNA or any other athletics structure through proper channels of communication.

30.2 All structures and substructures of the CMA shall reflect the demographics of South Africa, and shall be gender sensitive.

31. INTERPRETATION

The Board's interpretation of any clause in this Constitution, or any of the Rules made hereunder, shall be final and binding on the members of the CMA.

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32. DISPUTES

All disputes between a member and an athlete, or between an athlete and the CMA, however they may arise, shall be referred to KZNA to be dealt with in accordance with the Constitution, rules and regulations of IAAF, ASA and KZNA.

33. COLOURS

33.1 The colours of the CMA shall be black and gold.

33.2 The Badge and Emblem of the CMA shall be those figures, emblems, trademarks and/or copyright and/or words indicated and protected under the State Heraldry Act and registered with the Heraldry Council.

33.3 Members who have been awarded Honours may add the word "HONOURS" to the recognised Badge.

33.4 Members currently serving on the Board may add the word "BOARD MEMBER" beneath the Badge of the CMA during their term of office, and at the end of their term of office they shall, in substitution of such words, utilise a laurel in place of the word "BOARD MEMBER" as the case may be.

34. LEGAL PROCEEDINGS AND IMMOVABLE PROPERTY VESTING

34.1 All actions or suits, proceedings at law or any arbitration shall be brought by or against the CMA in the name of the Comrades Marathon Association.

34.2 The Board may authorise a person or persons to act on behalf of the CMA and to sign all documents and to take all such steps as may be necessary in connection with such proceedings.

34.3 Immovable or other registerable property, including intellectual property, shall be vested and registered in the name of the Comrades Marathon Association.

35. INDEMNITY

Every member, officer or servant of the CMA shall be indemnified by the CMA against all costs, losses and expenses which he may incur or become liable for by reason of any act or thing done by him as such in the discharge of his duties performed for or on behalf of the CMA unless the loss in question is caused by his dishonesty or breach of trust.

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36. AMENDMENTS TO THE CONSTITUTION

- 36.1 The Constitution may be repealed, substituted or amended only at an AGM or at a SGM of the CMA, convened for this purpose, provided that any proposal for such repeal, substitution or amendment must be submitted in writing to the CMA together with written supporting motivation, both of which shall be received not less than THIRTY (30) days prior to the date of any such General Meeting.
- 36.2 On receipt of any such proposal, the Board shall cause to be prepared a written report relating to such proposal and motivation, and such report shall be made available to the Membership at the General Meeting.
- 36.3 Notice of any proposed amendments shall appear on the agenda in accordance with the procedure laid down elsewhere in this Constitution.
- 36.4 The notice shall specify which Clause of the Constitution is proposed to be repealed, substituted or amended and shall indicate clearly what should be amended or inserted.
- 36.5 Any such proposed repeal, substitution or amendment shall only be effective if approved by at least a two-thirds majority of members present at such General Meeting, being entitled to vote.
- 36.6 No substantive amendment to the original proposal may be made from the floor of the General Meeting which shall only decide on the original proposal for the repeal, substitution or amendment in respect of which proper prior notice has been given as aforesaid.
- 36.7 Any amendments to the Constitution shall take effect before the conclusion of the meeting unless the meeting decides otherwise with a two-thirds majority.

37. DISSOLUTION

- 37.1 The dissolution of the CMA may be effected only by a resolution passed at a SGM called for that purpose provided such resolution is passed by a majority of two-thirds of the members present and entitled to vote and further that such resolution is confirmed at a second SGM not less than FOUR (4) weeks thereafter by a majority of two-thirds of the members present and entitled to vote at that second meeting.
- 37.2 In the event of such resolution being passed at the second SGM, that meeting shall also have power to appoint a liquidator and an interim committee to finalise the affairs of the CMA.
- 37.3 All assets and any surplus funds after payment of debts and liabilities shall be held in trust to be administered by the Board. The office bearers of the Board as at date of dissolution of the CMA shall remain in office until such time as the surplus funds have been given or transferred to an association with aims and objects similar to the CMA, and which is itself exempt from income tax in terms

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of Section 10(1)(cN) of the Income Tax Act whose main object and main business is to control, organise, administer and govern the Race, and such Association shall use the said surplus funds only for the benefit of the Race and athletics in KwaZulu-Natal and South Africa.

- 37.4 The assets and surplus funds may only be given or transferred to the aforementioned association if agreed upon by a majority plus TWO (2) members present at a meeting of the Board and thereafter all officials shall cease to hold office.
- 37.5 In the event of a vacancy occurring on the Board after a resolution for the dissolution of the CMA is passed, the remaining members of the Board shall appoint a replacement for such retiring member.

38. SECRETARIAT & ADMINISTRATIVE STAFF

- 38.1 The paid secretariat and administrative staff shall be employed by the Board and shall work under the control and direction of the Board as may be appropriate, acting through their respective Chairperson of the Board or such Chairperson specifically appointed delegates.
- 38.2 Any member holding an office of profit in the CMA as an employee shall not have any voting rights during the association year while such office of profit is held in the CMA.

39. LIMITATIONS ON INVESTMENT AND CARRYING ON BUSINESS

- 39.1 Funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Services Board Act, No. 97 of 1990, and in securities listed on a stock exchange licensed under the Securities Services Act, No. 36 of 2004.
- 39.2 The CMA is permitted to carry out any commercial activity provided it is aimed at the achievement of the objectives of the CMA in terms of Clause 4."

40. PATRON

A single patron, who supports the CMA, may from time to time be elected, by an AGM of members, for a period determined by the General Meeting. Nomination for any patron shall be submitted to the CMA in writing at least THIRTY (30) days before the AGM. Each nomination must be proposed and seconded by a paid-up member of the CMA and such nomination must be accepted by the nominee in writing.

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41. **AUTHORITY OF THIS CONSTITUTION**


This Constitution shall supersede any prior Constitution of the Comrades Marathon Association and shall be the sole and exclusive record of the Constitution of the Comrades Marathon Association.

42. **COMMENCEMENT DATE AND TRANSITIONAL PROVISIONS**

- 42.1 This Constitution shall come into operation on the date of the AGM at which it is adopted (see below) and shall substitute the immediately preceding Constitution (it being recorded that this Constitution is based on the previous Constitution but incorporates various amendments thereto).
- 42.2 Notwithstanding the interim approval and adoption of this Constitution by any General Meeting of the CMA and notwithstanding the Commencement Date, none of the provisions hereof shall affect the continued appointment of any existing members of the Board and also existing members of committees of the Board of the CMA and the fulfillment of their rights and obligations to conduct the affairs of CMA in accordance with the terms and conditions and provisions of the Constitution of CMA which was in force immediately preceding the commencement of this Constitution, all of which such appointments and rights and obligations shall continue and remain in full force and effect.

This Constitution was adopted at the Annual General Meeting of members held at **Pietermaritzburg** on the **30th** day of **November 2022** and is hereby signed, in confirmation of such adoption,

by MQONDISI NGCOBO



CHAIRPERSON