

**CONSTITUTION OF THE
HIKING ORGANISATION OF SOUTHERN AFRICA
(HOSA)**

**KONSTITUSIE VAN DIE
VOETSLAAN ORGANISASIE VAN SUIDELIKE AFRIKA
(VOSA)**



1. NAME:

- 1.1 The Organisation will be known as the “Hiking Organisation of Southern Africa”, as well as the “Voetslaan Organisasie van Suidelike Afrika”.
- 1.2 Also known or referred to as HOSA or VOSA. Hereafter referred to as the Organisation.
- 1.3 The Organisation shall:
 - 1.3.1 Exist in its own right, separately from its members and office bearers.
 - 1.3.2 Continue to exist even when its membership changes and there are different office bearers.
 - 1.3.4 Be able to own property, have investments and other possessions.
 - 1.3.4 Be able to sue and be sued in its own name.

2. VISION

To create a vibrant and sustainable, yet lucrative hiking industry for the benefit of all in Southern Africa.

3. MISSION

The Organisation is to provide and organise hiking trail know-how in order to build successful organisations and business enterprises in all sectors of the hiking industry; in all areas of Southern Africa; and amongst all population groups.

4. STRATEGIC GOALS

- 4.1 Establishing co-coordinating administrative structures for the Organisation and the management of all role players in the development of the hiking industry.
- 4.2 Undertaking surveys and research to determine the constantly changing needs of the hiking fraternity.

- 4.3 Establishing internationally acceptable and locally applicable minimum standards as well as ethical codes of conduct concerning all the service sectors of the hiking industry in: planning, building and maintenance; auditing and accreditation of trails, promotional material (maps and brochures); marketing (booking agents); equipment; etc.
- 4.4 Constant evaluation of service providers in order to provide such information to trail owners and hikers.
- 4.5 Organising of SAQA-accredited courses for training (capacity building) in all of the above-mentioned sectors.
- 4.6 Assisting new entrepreneurs in setting up small and medium scale businesses in the hiking fraternity.
- 4.7 Expanding participation in hiking as an outdoor recreational activity amongst school children, members of government departments, businesses, etc. by organising national and regional hiking festivals, by helping in forming of clubs and providing basic skills and in so doing be involved in job creation (capacity building).

5. OBJECTIVES OF THE ORGANISATION

- 5.1 To serve as an umbrella body for all interested and involved in the hiking industry.
- 5.2 To assist all who manage the interests of all owners or managing authorities (hereafter, referred to as owners) of nature trails in the SADC Region.
- 5.3 To assist existing hiking clubs and hikers in forming a unified body representing hikers in the country.
- 5.4 To serve as link and forum for discourse between the organised trail-users (the demand part of the market) and the trail owners (who represent the supply part of the market).
- 5.5 Using research to develop joint strategies for matters such as the establishment of standards, application of quality management (accreditation, auditing), market research and the implementation of these by means of joint marketing (locally and overseas).
- 5.6 To obtain representation on committees and boards that have been established by the government, provincial, regional, local authorities and other organisations and which could influence the hiking industry; and in cases where such representation is not possible, to provide these authorities with information towards decision making to benefit the hiking industry as a whole.
- 5.7 To serve as a one-stop point of service and liaison for hiking trail owners, public authorities and decision makers, where advice is available regarding all aspects of the hiking and nature trail industry.
- 5.8 To set standards and provide information for the building and maintenance of hiking trails.
- 5.9 Assist where possible to help with the creation of working opportunities and jobs in the hiking industry.

6. INCOME AND PROPERTY

- 6.1 The Organisation will keep record of all its assets.
- 6.2 No assets or money may be transferred to its members other than when reasonable payment is made for services rendered.
- 6.3 A member of the Organisation can only get money back from the Organisation for expenses that she or he has paid for on behalf of the Organisation.
- 6.4 Members or offices bearers of the Organisation do not have rights over assets that belong to the Organisation.
- 6.5 If Organisations, NGO or Government departments have difficulty in paying individual HOSA members for services rendered for any of the above, due to restrictions, for instance vendor procedures, payment may be channelled via the Organisation's payment structure (such as bank account) at relevant and/or agreed on bank costs.

7. MEMBERSHIP AND GENERAL MEETINGS

- 7.1 Membership is open to any person, organisation or body, whether private or public who has an interest in or partake in the hiking industry.
- 7.2 A membership fee that will be determined at the Annual General Meeting (AGM) from year to year is payable to gain membership. The Organisation is a non-profit Organisation and as such membership fees will be determined annually at the AGM, based on the existence of real need for the effective running of the Organisation.
- 7.3 Fully paid-up members are entitled to use the official emblem of the Organisation for the marketing of trails and hiking activities.
- 7.4 Owners who do not generate an income from trails will only pay 25% of the applicable membership fees.
- 7.5 Owners who have more than one trail will pay membership fees for the first trail only. The remainder of the trails will be free from membership fees.
- 7.6 Provision has been made for honorary members. To be selected, a member has to be proposed by two members or by the Board accompanied by a complete motivational document which must be tabled at the AGM. A two-thirds majority vote of members' present will be required for acceptance of the motion.
- 7.7 Members of the Organisation should attend the AGM.
- 7.8 Members who have not paid their annual membership fee by the 1st of July each year will no longer be a member of the Organisation.
- 7.9 Members who have lost their membership due to non-payment may join as a new member.

8. MANAGEMENT AND CONTROL

- 8.1 The organisation will be managed by a Board chosen at the AGM. This Board will be elected from HOSA members such as trail owners, honorary members, as well as interested and affected parties and private individuals. The Board will be made up of no less than 6 members. They are the office bearers of the Organisation.
- 8.2 The Board will consist of a President, vice President, secretary, treasurer and as many additional members as the meeting had approved. Regional Chairpersons are by default members of the Board.
- 8.3 A Working Committee will consist of the President, vice President, secretary and treasurer.
- 8.4 Nominations for Board members may be submitted by e-mail, 14 days before the AGM.
- 8.5 The Board has the right to approach people with specific fields of knowledge or expertise to serve on the Board as co-opted members for the duration of the relevant year or for shorter periods as may be necessary.
- 8.6 Office bearers will serve for two years but they can stand for re-election as long as their services are required.
- 8.7 Minutes will be taken at every meeting to record the Board's decisions. The minutes of each meeting will be sent by e-mail to Board members no later than two weeks after the meeting. The minutes shall be confirmed as a true record of proceedings, at the following meeting of the Board and then signed by the President.
- 8.8 The decisions that Regional Committees take must be sent to the Board. The Board must decide whether to agree to them or not at the next Board meeting. By agreeing to decisions the Board ratifies them. All decisions of the Regional Committees shall be subject to the Constitution and decisions of the Board.
- 8.9 Any Board or Regional Committee member, who had been absent from two consecutive meetings without an acceptable excuse, or who does not attend a Board meeting for three consecutive meetings, can be asked to resign. The Board can replace him/her through co-optation.
- 8.10 The administrative tasks of the Board may be handled by an administrative office at normal remuneration, as determined and approved by the Board.
- 8.11 Board or Regional Committee members will receive no remuneration for their services. Travel costs for attending Board or other related meetings, may be claimed at a reasonable tariff. All claims are to be approved by the Board and will be paid depending on the availability of funds.
- 8.12 The President, Vice President, Secretary and/or other Board members may claim telephone and internet costs, according to allowances made in the budget and approved at the first Board meeting after the AGM.
- 8.13 The Board members are the representatives of the Organisation and act according to the Constitution to allow the Organisation to function efficiently, including co-operation with other Organisations or authorities.

- 8.14 The agenda of the AGM must be sent via e-mail to all members to give notice at least six weeks before the meeting.
- 8.15 Remuneration for consultation and other services will lie within the competence of the Board (if sufficient funds are available), but it must be ratified at the following AGM. Irresponsible behaviour by the Board members in this regard will be deemed an offence.
- 8.16 The Board will be authorised to enter into agreements with any authority or person or Organisation to obtain financial and/or other support for projects or administrative purposes that will be to the benefit of the Organisation. Such a person will be allowed to claim 10% of such an amount for services rendered, however, it will be determined on merit from project to project and as approved by the Board.
- 8.17 Office-bearers will not be personally liable for any obligations and liabilities of the Organisation solely by virtue of their status as members or office bearers of the Organisation and for any loss suffered by any person as a result of an act or omission which occurred in good faith while the office-bearer is performing functions for or on behalf of the Organisation. However, this will be governed by laws and legislation of the Republic of South Africa.
- 8.18 The Board must present an annual financial report to the AGM with documentation as proof in support of all expenses and income. The financial books have to be audited externally.
- 8.19 The right to vote is determined by paid-up membership.
- 8.20 The Board can appoint sub-committees which always have to report back to the Board as per agreed schedule. Any such committee should consist of a minimum of three members.
- 8.21 Provision has been made for the creation of Regional Committees whose executive powers will be determined by the Board.
- 8.22 The headquarters of the Organisation will initially be in Gauteng, but in line with expansion of membership numbers, it will be rotated to other provinces, as decided at the AGM.

9. POWERS OF THE ORGANISATION

- 9.1 The Board may take on the power and authority that it believes it needs, to be able to achieve the objectives that are stated in point number 5 of this Constitution. Its activities must abide by the law.
- 9.2 The Board has the power and authority to raise funds and to invite and receive contributions.
- 9.3 The Board does, however, have the power to buy, hire or exchange any property that it needs to achieve its objectives.
- 9.4 The Board has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.
- 9.5 The Organisation will decide on the powers and functions of office bearers.
- 9.6 Board Member's Tasks.

10. MEETINGS AND PROCEDURES OF THE COMMITTEE

- 10.1 Board meetings will be called by the President with at least 21 days' notice.
- 10.2 Board meetings can also be called if at least two members of management insist on it.
- 10.3 At least two meetings must be held annually.
- 10.4 A quorum consists of three chosen Board members.
- 10.5 Minutes of discussions during Board meetings must be taken and such minutes are only available to Board members.
- 10.6 Decisions are made by majority vote. The President has an ordinary vote, as well as a casting vote. Co-opted members only have the right to vote when the matter is directly related to the reason for them being co-opted.

11. Annual General Meeting (AGM)

- 11.1 The AGM is held once a year towards the end of the Organisation's financial year. A general notice, accompanied by the agenda, should be sent out to all members six weeks before the meeting.
- 11.2 It is in the Board's power to call a special general meeting as and when necessary at the discretion of the Board members.
- 11.3 It will be considered a quorum if at least 5% of the members of the Organisation are present. A club member present at the AGM represents all the members in that club.
- 11.4 The AGM should be run according to normal procedures for such meetings, and must include a President's and Treasurer's report.
- 11.5 Decisions require an ordinary majority vote, except those regarding the Constitution, dismissal of board members or the dissolution of the Organisation.
- 11.6 The Organisation should deal with the following business, amongst others, at the AGM:
 - a) Discuss the items on the agenda;
 - b) Keep an attendance register;
 - c) Deal with the minutes from the previous AGM;
 - d) President's report;
 - e) Treasurer's report;
 - f) Changes to the Constitution;
 - g) Elect new office bearers;
 - h) General;
 - l) Close the meeting.

12. REGIONAL REPRESENTATIVES AND MEETINGS

- 12.1 Regional Committees can be set up on the initiative of members or by the mediation of the Board.
- 12.2 The Regional Committees form the link between the Board of the Organisation and the local members. Local matters may be handled by these committees on behalf of the Organisation but all decisions must be ratified by the Board before implementation. Only in urgent matters may Regional Committees report back to the Board after settling of the matter. In such matters the Board may decide to distance itself from such behaviour. Dissension between the Board and the Regional committee will be cleared up during the AGM.
- 12.3 Chairpersons of Regional Committees can call meetings using their own discretion. No travel costs to meetings will be paid by the Organisation for attendance of these meetings, except to Board members.
- 12.4 Regional representatives can be invited to Board meetings, but without the right to vote.
- 12.5 Regional representatives can compile their committee using their own discretion, but with the approval of the Board.
- 12.6 Minutes of all meetings must be sent to the Board by e-mail within two weeks after meetings.

13. INTERPRETATION OF THE CONSTITUTION

- 13.1 Should there be any doubt about the interpretation of the Constitution, the majority of the Board will have the final say.

14. FINANCES

- 14.1 An accounting officer shall be appointed at the AGM. His or her duty is to audit and check on the finances of the Organisation.
- 14.2 The Treasurer's duty is to control the day to day finances of the Organisation. The Treasurer shall arrange for all funds to be put into a bank account in the name of the Organisation. The Treasurer must also keep proper records of all the finances.
- 14.3 A cheque account will be opened in the name of the Organisation and all cheques will be signed by two members of the Board, of whom one will be the President.
- 14.4 The financial year of the Organisation ends on the 28th of February each year.
- 14.5 Membership fees will be payable before 1 June each year. No reimbursement of fees will be allowed for whatever reason.
- 14.6 The Organisation's accounting records and reports must be handed to the Director of Non-profit Organisations within six months after the financial year ends.
- 14.7 Any surplus funds have to be invested with registered financial institutions listed in Section 1 of the Financial Institutions Act, 1984.

14.8 Funds of the Organisation will be used to further the strategic goals and objectives of the ORGANISATION in the hiking industry.

15. CHANGES TO THE CONSTITUTION

15.1 The Constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by no less than two-thirds of the members' present at the AGM or Special General Meeting. Members must vote at this meeting to change the Constitution.

15.2 A two third majority vote of the members' present are required to amend the Constitution. Any General Meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in 11.1.

15.3 A written notice must be sent by e-mail no less than fourteen (14) days before the meeting at which the changes to the Constitution are going to be proposed. The notice must indicate the proposed changes to the Constitution to be discussed at the meeting.

15.4 No amendments may be made which would cause the Organisation to cease to exist.

15.5 Voting at an AGM and changing the Constitution shall take place as follows:

- a) Individual members shall each have one vote;
- b) Members as club representatives shall have two votes per club;
- c) Trail owners shall have one vote each;
- d) Corporate members shall have one vote each.

15.6 Written suggestions as to the amendment of the Constitution, should be sent by e-mail to the Board at least 60 days before the AGM where it has to be approved. The changed Constitution has to be sent to all members at least 14 days before the AGM.

13.3 The changed Constitution takes effect from the moment it has been accepted at the AGM.

16. DISSOLVEMENT OF THE ORGANISATION

16.1 If two-thirds of the members present at the AGM decide to dissolve the Organisation, a general voting on the situation will be done by e-mail. The usual two-thirds majority will be valid.

16.2 When the Organisation closes down, firstly it has to pay all its debts. If there are any remaining assets or finances, it should be donated to another non-profit Organisation that has similar objectives. This decision must be made and agreed at the AGM.

16.3 The Board stays in control until all matters have been concluded, all debts have been paid and all the assets of the Organisation have been sold or transferred via donation as agreed at the last AGM.

**This Constitution was approved and accepted by members at the AGM,
held at Forever Resort Hotel Centurion on the 6th of February 2016**

AS AMENDED ON:

SIGNED AT:

President:

Secretary:

L.J. van der Westhuizen

W.E. Loxley-Ford