

**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 (with abbreviation HOSA), as well as the Voetslaan-organisasie van Suidelike Afrika (VOSA).
- 1.2 Here-after referred to as HOSA or VOSA.(hereafter referred to as the Organization)

**1.3 BODY CORPORATE**

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.
- 1.3.3 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:**

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 of a co-coordinating administrative structures for the Organisation and the management of all roll players in the development of hiking industry.
- 4.2 Do surveys and research to determine the constantly changing needs of the hiking fraternity.
- 4.3 To establish internationally acceptable and locally applicable, minimum standards, as well as ethical codes of conduct, concerning all the service sectors of

the hiking industry: planning, building and maintenance, auditing and accreditation, promotional material (maps; 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 HOSA/VOSA**

5.1 The Organisation's main objective is **to serve as 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 info for the building and maintenance of hiking trails.

5.9 Assist where ever possible to help with the creation of working opportunities and jobs.

## **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 things that belong to the Organisation.

6.5 If organizations, 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 cancelled via HOAS's payment structure (such as bank account) at relevant and/or agreed on bank costs.

## **7. MEMBERSHIP AND GENERAL MEETINGS:**

7.1 Membership is for 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 by management from year to year is payable to gain membership. HOSA/VOSA is a non-profit Organisation and as such membership fees will be determined annually by management, based on the existence of real need for the effective running of the Organization.

7.3 Fully paid-up members are entitled to use the official emblem of HOSA/VOSA 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 to their disposal will pay membership only for the first trail. The rest of the trails will be free from membership fees.

7.6 Provision has been made for honorary members. To be chosen as such, a person has to be proposed by two members or by management accompanied by a complete motivational document which must be tabled at the Annual General Meeting. A two-thirds majority of votes of members present will be required for acceptance of the motion.

7.7 Members of the Organisation must attend its Annual General Meetings. At the Annual General Meeting members exercise their rights to determine the policy of the organization.

7.8 Members who have not paid their annual membership fee by 1<sup>st</sup> of May of 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 HOSA/VOSA will be managed by an annually-chosen Board. During the Annual General Meeting, 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 not 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 Chairman's will also be members of the Board. The Board will have the right of co-optation.

8.3 A Working Committee will consist of the President, vice President, secretary and treasurer.

8.4 Nominations for Board members (if they have accepted it in writing) may also be sent in by mail, 14 days before the Annual General Meeting.

8.5 Office bearers will serve for one year but they can stand for re-election for office again and again as long as their services are needed.

8.6 Minutes will be taken at every meeting to record the Board's decisions. The minutes of each meeting will be given to Board members at least two week before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Board, and shall thereafter be signed by the President.

8.7 The decisions that Regional Committees take must be given 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.

8.8 Any Board or Regional Committee member, who had been absent from two consecutive meetings without an acceptable excuse, or does not attend a Board meeting for three consecutive meetings, will be asked to resign. The Board can replace him/her through co-optation.

8.9 The administrative tasks of the Board may be handled by an administrative office at normal remuneration, as determined and approved by the Board.

8.10 Board or Regional Committee members will receive no remuneration for their services, but the costs of attending board or other HOSA related meetings can be covered by HOSA/VOSA at a reasonable tariff and depending on the availability of funds.

8.11 The President, vice President, Secretary and/or other Board members will be allowed allowances for telephone and internet costs as put forward and approved at the first Board meeting after the AGM.

8.12 The Board members are the mandatory 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.

8.13 The agenda of the Annual General Meeting must be posted to all members to give notice at least six weeks before the meeting.

8.14 The Board will have the right to approach people of specific fields of knowledge to serve on the Board as *ad hoc* members for the duration of the relevant year or for shorter periods as may be necessary.

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 Annual General Meeting. Irresponsible behavior by the Board members in this regard will be deemed an offence.

8.16 The Board will be authorized 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 occurs 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 legislations of the RSA.

8.18 The Board must annually present a financial report to the Annual General Meeting with documentation as proof in support of all expenses and income. The financial books will 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 schedules. 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 HOSA/VOSA will initially be in Gauteng, but in accordance with the expansion of membership numbers, it will be rotated to other provinces, as decided at the Annual General Meetings.

## **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 or to invite and receive contributions.

9.3 The Board does, however, have the power to buy, hire or exchange for 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.

## **10. MEETINGS AND PROCEDURES OF THE COMMITTEE:**

10.1 Board meetings will be called by the chairperson 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 at least 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 with a majority of votes. 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 his/her co-optation.

## **11. ANNUAL GENERAL MEETINGS**

11.1 The Annual General Meeting is held once every year and is called by the President 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.

11.4 This meeting 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 of votes, 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 annual general meeting:

- a. Agree to the items to be discussed on the agenda
- b. Write down who is there and who has sent apologies because they cannot attend.
- c. Read and confirm the previous meeting's minutes with matters arising.
- d. President's report.
- e. Treasurer's report.
- f. Changes to the constitution that members may want to make.
- g. Elect new office bearers.
- h. General.
- i. 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. Only local matters may be handled by these committees on behalf of HOSA/VOSA and 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 behavior. Dissension between the Board and the Regional committee will be cleared up during the Annual General Meeting.

12.3 Chairpersons of Regional Committees can call meetings using their own discretion. No travel costs to meetings will be paid by the central HOSA/VOSA Board for attendance of these meetings, except to Board members.

12.4 Regional representatives will 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 passed on to the Board 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.

13.2 Written suggestions as to the amendment of the Constitution, should reach the Board at least 60 days before the Annual General Meeting on which it will be discussed. These suggestions must be sent to all members at least 14 days before the Annual General Meeting.

13.3 Constitutional amendments take effect from the moment they have been accepted at the Annual General Meeting.

### **14 FINANCES**

14.1 An accounting officer shall be appointed at the Annual General Meeting. His or her duty is to audit and check on the finances of the Organisation.

14.2 The treasurer's job 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 HOSA/VOSA 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 28<sup>th</sup> of February each year.

14.5 Membership fees will be payable within 30 days after the commencement of the new year. Members who join after 30 June will pay 50% of the fees. 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 Nonprofit 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 HOSA/VOSA in the hiking industry.

### **15 CHANGES TO THE CONSTITUTION**

15.1 The Constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the



Annual General Meeting or Special General Meeting. Members must vote at this meeting to change the Constitution.

15.2 Two thirds of the members shall be present at a meeting (the quorum) before a decision to change the Constitution is taken. Any General Meeting may vote upon such a notion, if the details of the changes are set out in the notice referred to in 11.1

15.3 A written notice must go out not 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 that will be discussed at the meeting.

15.4 No amendments may be made which would have the effect of making the Organisation cease to exist.

## **16 DISSOLVEMENT OF THE ORGANISATION**

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

16.2 The Board stays in control until all unattended matters have been concluded, all debts have been paid and all the assets of the Organisation have been sold.

16.3 When the Organisation closes down, it has to pay all its debts. After doing this, if there is property or money left over, it should not be paid or given to members of the Organisation. It should be given in some way to another non-profit organization that has similar objectives. The Organisation's General Meeting can decide what Organisation this should be.

Constitution was approved and accepted by members of the Hiking Organisation of Southern Africa/die Voetslaan Organisasie van Suidelike Afrika

at the Annual General Meeting on 15<sup>th</sup> March 2014

President:

Secretary :