

AFRICAN PADDLING ASSOCIATION NPC CONSTITUTION

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1. NAME

The name of the company is AFRICAN PADDLING ASSOCIATION NPC (Reg. NO XXXXXXXXX)

Its shortened name will be APA (hereinafter referred to as the "APA")

2. LEGAL STATUS

APA is a legal entity, existing in its own right, having perpetual succession which is separate from its office-bearers and individual members. It may own property and other possessions, enter into contracts, and sue and be sued in its own name.

3. OBJECTIVES

APA is a non-profit company operating as a Voluntary Association in South Africa, Namibia, eSwatini, Lesotho, Mozambique, Zimbabwe and Zambia.

The Association has been established for the following public benefit objectives:

- 3.1 To promote the status and interests of paddling tour operators and guides.
- 3.2 To develop policy for the professional paddling industry and liaise with all other bodies, official and otherwise, for best practice and fairness.
- 3.3 To promote public awareness of the need for paddling safety.
- 3.4 To develop standards and guidelines for expert training and certification of commercial paddling guides, focussed on safety.
- 3.5 To develop operating standards and guidelines for operators and guides, focussed on safety, best practice and environmental and social considerations.
- 3.6 To develop and provide a robust, industry led, relevant training and certification structure for commercial paddling guides, supported by the required administrative structures.
- 3.7 To protect the interests of the public by regulating the conduct and ethics of tour operators and guides through education, information and disciplinary procedures.
- 3.8 To ensure, as far as possible, that the operators and guides comply with the laws and regulations of the land where they work, and, to this end ensure that they are informed of regulations, training and certification requirements.

3.9 To promote conservation of our coastal areas, waterways, their ecosystems and adjacent flora and fauna.

3.10 To promote an inclusive, non-discriminatory and just commercial paddling sector.

3.11 To further the interests of the Association itself, for the sake of professionalism in the industry, by means that contribute to the income or influence of the Association.

3.12 To promote these objectives by developing and publishing by-laws which all members and associate members shall be obliged to adhere to unconditionally.

4. MEMBERSHIP

4.1 The Council will determine the various categories of Membership from time to time, at their sole discretion. Such membership and membership categories, entrance fees, membership fees and voting rights attached thereto shall be binding all on members of the Association.

4.1.1 The Council may admit natural persons over eighteen years of age and appropriately registered entities like companies or other bodies corporate, or statutory bodies, partnerships or associations of persons, as members to the Association.

4.1.2 Membership shall be personal to the Member concerned and may not be assigned or transferred by them to any other person, company or concern.

4.1.3 Members may resign from the Association giving one month's notice in writing to the Administrative Person, such resignation shall not entitle the Member to any refund of any annual subscriptions.

Subscriptions

4.2 Membership fee shall be due on 1 March of each year. Any member who has not paid the subscription by that date will be suspended without benefits. If the subscription is still not paid within a further two months of (i.e. by 1 May) the defaulting member will cease to be a member of the Association. Such person/entity may however be reinstated, at the discretion of the Council, upon payment of the overdue subs and any other accounts which may be in arrears.

Members bound by Constitution and by-laws

4.3.1 By joining the Association, Members accept the Codes of Conduct, Safety, Conservation and Considerations which are part of the founding principles of the Association.

4.3.2 Members accept the adjudication and discipline of the Association, in the interests of public welfare and the good name of the commercial paddling sector.

4.3.3 Members accept the bylaws and additional rules passed by the Council of the Association.

4.3.4 Members agree to abide by the outcome of any disciplinary inquiry conducted by the Council of the Association and further agree that they will not sue or prosecute the Association, its office-bearers, members or appointees if not in agreement with such outcome.

4.3.4 No member shall be absolved from the provisions of this Constitution and its codes based upon the argument that they did not receive notification of same.

4.3.5 The onus to notify the Association of any change of address and status rests with each member.

5. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

5.1 The Council will oversee the association and manage the affairs of the association in the official language of the Association - English. The Council will be made up of a minimum of three members and a maximum of five. They are the Council of governance of the association. The Council shall operate for the collective and mutual benefit of the Association and the commercial paddling sector throughout Southern Africa.

5.2 Term of office: Council members to serve for a period of minimum 1 year and maximum of 3 years. At least one-third of the members on the Council, (excluding the Public Officer – see point 5.4) starting with those who have been in office the longest, shall retire at every third Annual General Meeting. They can, however, stand for re-election for another term in office again and again after that, for so long as their services are needed and they are ready to give their services.

5.3 Vacancies: The Council must, as soon as reasonably possible, appoint someone to fill any vacancy that reduces the number of the Council members to less than three.

5.4 Resignation: An Office Bearer may resign from office in writing. The Public Officer with SARS will have a permanent Directorship position and this position can only be replaced with a letter from SARS that the new Office Bearer are now the new Public Officer.

5.5 Disqualification or Removal: If an Office Bearer does not attend three meetings in a row, without having applied for and obtaining leave of absence from the Council, then the Council will find a new member to take that person's place.

6. POWERS OF THE ASSOCIATION

6.1 The Council shall carry out the powers on behalf of the association and they shall manage the affairs of the association in accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the association.

6.2 The Board is responsible for making decisions, and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the association as stated in point number 3 of this constitution. However, such decisions and their activities may not be against the resolutions of the members or be against the law of the Republic of South Africa.

6.3 The Council shall have the general powers and authority to:-

6.3.1 raise funds or to invite and receive contributions and or membership fee's.

6.3.2 buy, hire or exchange for any property that it needs to achieve its objectives.

6.3.3 make by-laws for proper governance and management of the association.

6.3.4 form sub-committees as and when it is necessary for proper functioning of the association

6.4 If the Council thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly. Or it may want a sub-committee to do an inquiry, for example

6.5 The Council may delegate any of its powers or functions to a sub-committee provided that:-

6.5.1 such delegation and conditions are reflected in the minutes for a meeting

6.5.2 at least one Office Bearer serves in the sub-committee.

6.5.3 there are three or more people on a sub-committee.

6.5.4 the sub-committee must regularly report back to the Council on its activities.

6.6 The Council must in advance approve all expenditure incurred by the sub-committee, and may revoke the delegation or amend the conditions of the delegation.

7. MEETINGS

7.1 Annual General Meetings (AGM)

7.1.1 Stakeholders and members of the association must attend its AGM.

7.1.2 The purpose of an Annual General Meeting (AGM) is to:

Include any amendments to the Constitution, the consideration of the accountants report re financials, reports of the Council (including in relation to the activities of the Association and any appointed committees and individual portfolios during the preceding Financial Year); and the election of the Council.

7.1.2 The AGM must be held once every year, in accordance with the provisions of this Constitution and on a date and at a venue to be determined by the Council, but not later than six months after the Association's financial year, being 28 February.

7.1.3 The association should deal with the following business, amongst others, at its annual general meeting:

Agree to the items to be discussed on the agenda.

Write down who is there and who has sent apologies because they cannot attend.

Read and confirm the previous meeting's minutes with matters arising.

Chairperson's report.

Treasurer's report.

Changes to the constitution that members may want to make.

Elect new office bearers.

General.

Close the meeting.

7.2 Special General Meetings 7.2.1 The Special General Meeting (SGM) or any other special meeting is held outside of the normal or regular meetings. 7.2.2 Special or extraordinary meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meeting of members. 7.2.3 The Council or not less than one-third of the members may call a Special General Meeting of the association. 7.2.4 Special meetings may be called when the Council needs the mandate or guidance of the general members of the association to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

7.3 Ordinary Meetings 7.3.1 Ordinary members meetings are conducted to complete a standard order of business of the association. These are held once a quarter and are attended by the Council. 7.3.2 The meetings of the Council will be held at least once a quarter or when a need arises from time to time to conduct the business of the Board.

7.4 Notices of Meetings

7.4.1 The Chairperson of the Council shall convene meetings. The Secretary must let all Council members know the date of the proposed meeting within a reasonable time, but not less than seven (7) days, before it is due to take place.

7.4.2 However, when convening an AGM, or a Special General Meeting, all members of the association must be informed of the meeting no less than fourteen (14) days before such a meeting.

7.4.3 Notices for all meetings provided for in this constitution must be given to relevant members in writing, either personally, by post or electronic communication or whichever manner it is convenient, to the address or other similar particulars provided by the members.

7.4.4 The notices for all meetings must indicate the reasons for the meeting and the matters that will be discussed in the meeting.

7.4.5 For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.

7.4.6 All members present in person at any meeting shall be deemed to have received notice of such meeting.

7.5 Quorums

7.5.1 Quorums for all meetings of the association shall be a simple majority (50% + 1) of relevant members who are expected to attend

7.5.2 However, for the purpose of considering changes to this constitution, or the dissolution of the association, then a two thirds ($\frac{2}{3}$) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.

7.5.3 All meetings of the association must reach a quorum before they can start.

7.5.4 If, however a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.

7.5.5 If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

7.6 Procedures at Meetings

7.6.1 The Council may regulate its meetings and proceedings as it deems fit, subject to the following:

That the Chairperson shall chair all meetings of the association, including that of the Council.

That, if the Chairperson is not present, the Vice-Chairperson shall chair such meeting. In the event both are absent, the Council members present at the meeting shall elect a chairperson for that meeting.

7.7 Making decisions in meetings

7.7.1 Where possible, the decisions of the association shall be taken by consensus. However, when there is no consensus, then members will discuss options for a while and then call for a vote.

7.7.2 All votes shall be counted and the majority votes on an issues shall be regarded as the decision of the meeting

7.7.3 However, if opposing votes are equal on an issue, then the chairperson in that meeting has either a second or a deciding vote.

7.7.4 All members must abide by the majority decision

7.7.5 Decisions concerning changes to this constitution, or of dissolution and closing down of the association, shall only be dealt with in terms of clauses 10 and 11 of this constitution.

7.8 Records of meetings

7.8.1 Proper minutes and attendance records must be kept for all meetings of the association.

7.8.2 The minutes shall be confirmed as a true record of proceedings by the next meeting of the Council, or of general members as the case may be, and shall thereafter be signed by the chairperson.

7.8.3 Minutes shall thereafter be kept safely and always be on hand for members to consult.

8. INCOME AND PROPERTY

8.1 The association will keep a record of everything it owns.

8.2 The association may not give any of its money or property to its members or the Council. The only time it can do this is when it pays for work that an Office Bearers or member has done for the association. The payment must be a reasonable amount for the work that has been done.

8.3 The Council or a member of the association can only get money back from the association for expenses that she or he has paid for or on behalf of the association, and for which authorisation has been granted.

8.4 The Council or members of the association do not have rights over things that belong to the association.

9. FINANCES AND REPORTS

9.1 Bank Account: The Council must open a bank account in the name of the association with a registered Bank.

9.2 Signing: The Public Officer (PO) is responsible to pay money from the Bank. Invoices and amounts needed to be paid, must be signed or requested by another Council member, other than the PO. Normal running expenses approved by signed minutes of meetings and or signed resolutions can be paid without further authorization.

9.3 Financial year-end: The financial year end of the Association shall be end of February each year.

9.4 Financial Report: The Council must ensure that proper records and books of account, which reflect the affairs of the association are kept, and within six months of its financial year a report is compiled by an independent registered Accounting Officer, stating whether or not the financial statements of the association are consistent with its accounting policies and practices of the association. No Audit of the financial statements is required.

9.5 The Public Officer will be the treasurer, and is responsible for making sure that the money of the association is safe and is accounted for. The PO will take responsibility regarding the good standing with SARS.

9.6 The Treasurer must also make regular reports to the Council on the finances of the association, which should include all incomes, expenditures and balances that remain according to accounting practices of the association.

9.7 If the association has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or as shall be amended. Or the association can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The association can go to different banks to seek advice on the best way to look after its funds.

10. AMENDMENTS TO THE CONSTITUTION

10.1 The constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds ($\frac{2}{3}$) (or at least 67%) of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.

10.2 For the purpose of considering changes to this constitution, a two thirds ($\frac{2}{3}$) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken. Any annual general meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in clause 6 of this constitution

10.3 As provided for in clause 6, written notices 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.

10.4 No amendments may be made which would cause the association to close down or stop to function or die away.

11. DISSOLUTION/CLOSING DOWN

11.1 The association may dissolve or close down if at least two thirds ($\frac{2}{3}$) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

11.2 When the association closes down it has to pay off 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 association. It should be given in some way to another non-profit association that has similar objectives. The association's general meeting can decide what association this should be.

11.3 The Public Officer will be responsible to the end to ensure good standing with SARS and deregistration of the Association and deregistration as PO.