

THE CONSTITUTION OF THE FEDERATION OF THE SOUTHERN AFRICAN FLYFISHERS ¹

1. NAME

The Federation hereby constituted will be known as:

THE FEDERATION OF SOUTHERN AFRICAN FLYFISHERS (FOSAF)

and its headquarters will be in the Republic of South Africa.

2. LEGAL STATUS

FOSAF shall be a juristic persona capable of:

- 2.1 existing in its own right, separately from its members;
- 2.2 continuing to exist even when its membership changes and there are different office bearers;
- 2.3 owning property and other possessions in its own name;
- 2.4 suing and being sued in its own name.

3. AIMS AND OBJECTIVES

FOSAF's aims and objectives will be carried out in a non-profit manner and with an altruistic or philanthropic intent and shall be²:

- 3.1 To promote the sport of flyfishing and the interests of amateur flyfishers throughout Southern Africa.
- 3.2 To unite flyfishers of Southern Africa in the belief that in unity is strength.
- 3.3 To provide flyfishers and flyfishing with a platform for negotiation and representation with higher authorities.
- 3.4 To promote conservation and research into marine and fresh water ecology. ³ To promote, guide and encourage the angler to perform a monitoring role to aid the professional conservationist.
- 3.5 To provide guidance and assistance when requested on matters of general and/or particular flyfishing importance.

1 Original Constitution adopted on 01/12/86. Amended July 1992, September 1994, August 1995, June 1998, July 1999 and March 2005.

2 Amended 070219 by Exco Resolution.

3 Amended 050305 by AGM & Exco Resolution.

- 3.6 To strive on behalf of its members for improved facilities for flyfishing.
- 3.7 To form a common body with which all spheres of government, provincial, regional and municipal can liaise in matters of law and policy for mutual benefit.
- 3.8 At least 85% of the activities of FOSAF in fulfilment of the above aims and objectives, measured either in cost or time spent, will be carried out for the benefit of persons in the Republic.⁴

4. MEMBERSHIP

- 4.1 The Executive Committee may create different classes and categories of membership of FOSAF.
- 4.2 The Executive Committee may create different rights and obligations in respect of the different classes and categories of membership of FOSAF.
- 4.3 Applications for each category or class of membership shall be made and decided upon in the manner prescribed by the Executive Committee from time to time.
- 4.4 Persons, Corporations, Groups of Individuals, Schools and other organisations that support the aims and objectives of FOSAF shall be eligible for membership.
- 4.5 The Executive Committee shall from time to time prescribe membership fees, subscriptions or other levies pertaining to the various categories or classes of membership.
- 4.6 The Executive Committee shall be entitled to suspend or expel any member/s upon good cause after having given such member/s the opportunity to make representations in his/its defence.
- 4.7 The Executive Committee may appoint Honorary Members, Honorary Life Members and Patrons who shall not be obliged to pay subscriptions. ⁵

5. VESTING, CONTROL AND LIABILITY

- 5.1 All assets of FOSAF shall be vested in, controlled and administered by the Executive Committee and no member shall have any claim thereto. No profits or gains will be distributed to any person and the funds of FOSAF will be utilised solely for investment or the aims and objectives for which it was established.
- 5.2 The liability of members for FOSAF debts shall be limited to the amount owing in respect of their due unpaid subscriptions and/or other levies.
- 5.3 No activity will directly or indirectly promote the economic self-interest of any fiduciary

⁴ Amended 070219 by Exco Resolution.

⁵ Amended 050305 by AGM & Exco Resolution.

or employee of FOSAF otherwise than by way of reasonable remuneration. FOSAF may not distribute any of its assets to its members or office bearers, except as reimbursement for reasonable expenses incurred and/or services rendered by express prior arrangement.⁶

- 5.4 Remuneration paid to any employee, office bearer, member or other person will not be excessive having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with FOSAF's aims and objectives.⁷
- 5.5 No funds will be distributed to any person otherwise than in the course of undertaking any public benefit activity.⁸
- 5.6 Funds will be used solely for the aims and objectives for which FOSAF was established or invested with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990).⁹

6. REGIONAL COMMITTEES ¹⁰

- 6.1 FOSAF's area of operation shall be divided into the following regions to be known as Chapters:

Northvaal, Free State, KwaZulu Natal, Eastern Cape and Western Cape;

and such other Chapters as may be determined by the Executive committee from time to time.

- 6.2 Each Chapter shall be served by an autonomous Chapter Committee which shall include a Chairman, who will be the Chapter Representative on the Executive Committee. The size of the Chapter Committee shall be determined by the members present at the Chapter Annual General Meeting, in such a way as to serve the best interests of the Chapter.
- 6.3 Candidates for Chapter Committees shall be nominated and elected within the respective Chapter at the Annual General Meeting of the Chapter.
- 6.4 Chapter Committees will liaise with local clubs and other members to promote the aims and objectives of FOSAF at local level which shall include at least the following:
 - 6.4.1 Identify, report on and assist in resolving local problems;
 - 6.4.2 Encourage membership at individual and club level;
 - 6.4.3 Contribute and encourage contributions to FOSAF.

6 Amended 070219 by Exco Resolution.

7 Amended 070219 by Exco Resolution.

8 Amended 070219 by Exco Resolution.

9 Amended 070219 by Exco Resolution.

10 Amended 050305 by AGM & Exco Resolution.

- 6.5 Chapter Committees shall submit minutes of all meetings in the regions and annual reports (including financial reports) to the Executive Committee.
- 6.6 Chapter Committees shall establish their own operating and voting procedures and shall enjoy the maximum autonomy while remaining accountable and answerable to FOSAF and subject to FOSAF's control, policies, decisions, and to the provisions of this constitution.

7. EXECUTIVE COMMITTEE ¹¹

- 7.1 FOSAF shall be administered by an Executive Committee consisting of:
 - 7.1.1 The President and Vice-President/s;
 - 7.1.2 One representative from each Chapter;
 - 7.1.3 The convenor/representative of each committee or portfolio established by the Executive Committee and co-opted in terms of clause 7.7;
 - 7.1.4 The members of the National Secretariat, comprising the Secretary and Treasurer, shall be *ex officio* members.
- 7.2 The members of the Executive Committee shall elect from among themselves a Chairman and Vice-Chairman.
- 7.3 The Executive Committee members not elected to fill the positions of Chairman and Vice-Chairmen may be elected as Secretary or Treasurer. If this is geographically inconvenient the Executive Committee shall have the right to co-opt a Secretary and/or Treasurer should this be considered necessary in order to facilitate administration.
- 7.4 Each Chapter Representative shall be entitled to appoint an alternate.
- 7.5 At the inaugural meeting of FOSAF the first President will be elected, who shall hold office until his election is rescinded by a majority vote in the Executive Committee. The Executive Committee shall appoint subsequent Presidents.
- 7.6 The Executive Committee may elect one or more Vice-Presidents. The Vice-Presidential role may be Honorary and non-Executive at the discretion of the Executive Committee. Each Vice-President shall hold office for a period of five years, or until his election is rescinded by a majority vote of the Executive Committee. A Vice-President may be re-elected for successive terms of office.
- 7.7 The Executive Committee may, from time to time, co-opt or otherwise allow attendance at meetings of any person, for any purpose deemed necessary by the Executive Committee in furtherance of this constitution, provided that such persons shall have no voting rights at Executive Committee meetings.
- 7.8 At least three persons who accept fiduciary responsibility for the Federation, will not be connected persons in relation to each other, and no single person will directly or

11 Amended 050305 by AGM & Exco Resolution.

indirectly control the decision making powers relating to FOSAF.¹²

8. POWERS, DUTIES AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

Without prejudice to its general powers of conducting the affairs of FOSAF and in addition to other powers granted under this Constitution, but subject to the policies adopted by FOSAF from time to time, the Executive Committee shall have the power on behalf of and in the name of the FOSAF to:

- 8.1 Operate accounts with any bank or other registered financial institution;
- 8.2 Purchase or acquire, invest, lease, exchange, sell or otherwise dispose of any property, rights or assets, both movable and immovable and to borrow against security of its assets;
- 8.3 Appoint, suspend or discharge any employee of the FOSAF and to determine his/her remuneration and conditions of service;
- 8.4 Make or amend rules and regulations;
- 8.5 Fill casual vacancies on the Committee;
- 8.6 Increase or decrease annual subscriptions and impose any other levies which may be deemed necessary from time to time.

9. MEETINGS ¹³

- 9.1 The Annual General Meeting of FOSAF shall be held no later than four (4) months after the commencement of the Financial year and will be held at a venue to be decided by the Executive Committee.
- 9.2 Chapter Committees will hold an Annual General Meeting within their regions. Where practicably possible such Annual General Meetings shall be held prior to that of the National body.
- 9.3 Special General Meeting: Chapter Committee:
A Special General Meeting of the Chapter Committees may be called by at least five (5) members of the region. Such a request should be in writing and signed by at least five (5) members and should state the reasons and objectives of the meeting and be addressed to the Secretary of the Chapter Committee. Such a meeting shall be called within two (2) months of such notice and on one (1) months notice to all the members.
- 9.4 Notice of Meetings:
The Secretary shall send a notice of any Annual or Special General Meeting of FOSAF to all members at least one (1) month prior to the meeting with an agenda for the meeting.

¹² Amended 070219 by Exco Resolution.

¹³ Amended 050305 by AGM & Exco Resolution.

- 9.5 Meetings of the Executive Committee:
Meetings of the Executive Committee will be arranged as and when required. The Secretary shall, in liaison with the Chairman, give notice of such a meeting to all members at least one (1) month prior to the date of the meeting. An agenda for the meeting shall be sent out with the notice of the meeting.

10. FUNDS AND ACCOUNTS 14

- 10.1 The Treasurer shall keep a record of all the assets of FOSAF together with a full, faithful and business-like record of transactions of money of FOSAF and preserve all vouchers and documents pertaining thereto, and shall ensure audited financial statement are presented at each AGM.
- 10.2 All monies received on behalf of FOSAF shall be deposited in one or more banking accounts to be maintained by the Treasurer with such branch/s of such bank/s as the Executive Committee may deem fit, and all payments to be made on behalf of FOSAF shall be made by a properly authorised cheque drawn on or electronic transfer from such banking account/s.
- 10.3 The Financial year for FOSAF will be from: JANUARY 1 to DECEMBER 31.

11. SIGNING OF DOCUMENTS 15

- 11.1 All documents, contracts and negotiable instruments which are required to be executed on behalf of FOSAF shall be deemed validly signed and executed if signed by the Executive Committee members duly authorised to do so or two Chapter Committee members in matters pertaining to Chapter business.
- 11.2 No press or other media statements and interviews shall be given on behalf of FOSAF without the prior authority of either the President or the Chairman of the Executive or Chapter Committees.

12. DISSOLUTION 16

FOSAF shall dissolve if and when at least two thirds (2/3) of all paid-up members present at a meeting convened for such purpose, vote in favour thereof. The Executive Committee, existing at the time of such meeting, shall immediately become the trustees of FOSAF's assets and shall ensure that all assets remaining after the liabilities are liquidated shall be transferred to a similar public benefit organisation, with objects similar to those of FOSAF and which has been approved in terms of section 30 of the Income Tax Act, 1962 (Act No 58 of 1962) ("the Act"); any institution, board or body which is exempt from the payment of income tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the

14 Amended 050305 by AGM & Exco Resolution.

15 Amended 050305 by AGM & Exco Resolution.

16 Amended 070219 by Exco Resolution.

Act.

13. POWER TO AFFILIATE

FOSAF may, if considered advisable by the Executive Committee, make affiliation arrangements with any other organisation.

14. ALTERATIONS TO CONSTITUTION ¹⁷

14.1 Any proposed amendment to the Constitution shall be submitted to the Chapters for discussion and support and thereafter to the Executive Committee for acceptance. Such amendments will thereafter be noted at the next Annual General Meeting or a Special General Meeting called for that purpose.

14.2 Any amendments to the Constitution must be approved by at least two thirds (2/3) of the EXCO members present.

14.3 Any amendments to the Constitution will be submitted to the South African Revenue Service.¹⁸

15. APPOINTMENT OF AUDITOR

The Executive Committee shall recommend the appointment of an auditor for ratification at the AGM. Such auditor shall hold office until the next AGM.

17 Amended 050305 by AGM & Exco Resolution

18 Amended 070219 by Exco Resolution.