

**PROFESSIONAL HUNTERS' ASSOCIATION OF SOUTH AFRICA
(PHASA)**

DRAFT CONSTITUTION

**TO BE CONSIDERED FOR ADOPTION
AT THE ANNUAL GENERAL MEETING 22 NOVEMBER 2017**

1. NAME

The name of the Association shall be "The Professional Hunters' Association of South Africa" with the Afrikaans version being "Die Professionele Jagtersvereniging van Suid-Afrika" (PJSA). The short form of the name shall be PHASA. (The Association is hereafter referred to as PHASA or the Association).

PHASA is an Association with its own independent and separate legal identity.

2. MISSION STATEMENT

PHASA supports the conservation and ecologically sustainable development and use of natural resources, for the benefit of current and future generations, through the promotion of legal hunting.

2.1 The Professional Hunters' Association of South Africa (hereinafter referred to as "the Association") acknowledges that the Constitution of the Republic of South Africa (Act 108 of 1996) governs the conduct of all persons in the Republic of South Africa. The Association and its members undertake to comply with the Constitution of the Republic of South Africa and to apply Constitutional principles between itself and its members and between itself and third parties.

2.2 The Association is founded on the fundamental principle that legal hunting is an effective conservation tool and that legal hunting contributes to the conservation and management of wildlife and, sustainable use of wildlife. Legal hunting shall mean all types of hunting permissible by law.

2.3 The Association undertakes to support socio-economic transformation and skills development to previously disadvantaged individuals.

3. AIMS AND OBJECTIVES

3.1 To promote and participate in the conservation of Africa's natural resources with a focus on renewable resources;

3.2 To promote and protect hunting and the profession of "Professional Hunting" in South Africa;

3.3 To promote and facilitate sustainable, profitable and responsible hunting as a conservation tool that adds value to wildlife;

3.4 To promote lawful hunting;

3.5 To educate the public to the benefits of legal hunting as a management tool;

-
- 3.6 To engage with all Government structures for the purpose of creating reasonable and implementable legislation which supports and promotes hunting as a conservation tool and which preserves the national heritage of South Africa;
 - 3.7 To transfer professional, managerial and hunting skills to individuals;
 - 3.8 To regulate the professional hunting environment on a voluntary basis and, within it's "Professional Body Status" as mandated;
 - 3.9 To lobby for the conservation of wildlife through professional hunting and hunting in general as conservation and management tools;
 - 3.10 To promote the image of South Africa as a premier hunting destination;
 - 3.11 To maintain its "Professional Body Status" to regulate and develop standards for Professional Hunters;
 - 3.12 To promote the safe and lawful responsible handling of firearms and, to comply with it's responsibilities in terms of the Firearms Control Act, 2000 (Act No. 60 of 2000) Sec 16(a), and the Firearms Control Regulations, 2004;
 - 3.13 To develop fellowship and cooperation amongst hunters.

4. DEFINITIONS

- 4.1 In this Constitution, a day shall mean any day which is not a Saturday, Sunday or a South African public holiday. If a specific number of days are prescribed for any act in terms of this Constitution, same will be calculated with the exclusion of the first day and the inclusion of the last day.
- 4.2 If a specific number of days is prescribed in this Constitution and/or in the disciplinary code for giving notice to any member, then same will be calculated from the date of mailing of the notice to the member's *domicilium citandi et executandi*.
- 4.3 Words or expressions indicating:-
 - 4.3.1 The singular shall include the plural and vice versa;
 - 4.3.2 The male shall include the female and vice versa;
 - 4.3.3 Natural persons shall include legal persons/entities and vice versa; and
 - 4.3.4 Executive Committee shall mean those persons elected in terms of the Constitution.

5. STATUS OF THE ASSOCIATION

- 5.1 PHASA is an Association with its own independent and separate legal identity. All income and property of PHASA shall be applied solely towards the promotion of its Aims and Objectives. No portion thereof shall be paid or transferred directly or indirectly to any member or members, provided that nothing herein contained shall prohibit the

payment of bona fide remuneration to any servant of PHASA or to any member in consideration of any services rendered to PHASA.

5.2 The Association shall have perpetual succession and the capacity to acquire property, whether fixed or movable in its own name, to contract in its own name, to acquire rights and obligations in its own name.

5.3 All assets, money and property of the Association shall be administered in the name of the Association and shall be subject to the normal accounting requirements as set out in the International Financial Reporting Standards (IFRS) or its successor.

5.4 The Executive Committee, members and management of the Association shall not be personally liable for the obligations or debts of the Association, unless they act in a grossly negligent manner or their conduct constitutes intentional misconduct, as established by a PHASA disciplinary structure.

5.5 The Association indemnifies the Executive Committee and management from personal legal liability for the obligations and debts of the Association, unless gross negligence is proven by a PHASA disciplinary structure.

6. MOTTO AND BADGE

6.1 The motto of PHASA shall be:
RESPONSIBLE HUNTING FOR SUSTAINABLE LIFE AND LIVELIHOODS

6.2 The badge and insignia of PHASA are registered trademarks.

7. POWERS OF EXECUTIVE COMMITTEE

7.1 The Association, through its elected Executive Committee, shall be entitled to:

7.1.1 Manage the affairs of the Association;

7.1.2 Appoint employees to manage the affairs of the Association. Such employees are subject to the authority of the Executive Committee;

7.1.3 Acquire and dispose of assets whether fixed or otherwise in the name of the Association;

7.1.4 To conduct the day-to-day and lawful business of the Association and to do all such things and acts as may be reasonably necessary to conduct the affairs of the Association.

7.2 The Executive Committee shall have the power to appoint sub-committees and to appoint members to such sub-committees or to co-opt individuals to that sub-committee, with or without voting rights, who in the opinion of Executive Committee have the necessary qualifications and experience to assist such sub-committee.

7.3 Non-members may be appointed to a sub-committee and any sub-committee formed by the Executive Committee shall merely have advisory powers to the Executive Committee and shall not vote or have voting powers on behalf of Executive Committee.

7.4 The Executive Committee shall be entitled to institute and defend legal proceedings for and against the Association.7.5. The Executive Committee shall have all of the powers granted to them as generally contemplated by the Companies Act of 2008 in respect of a director of a private company.

7.5 Members of Executive Committee shall act in a similar capacity, to that of a director and shall:

7.5.1 Exercise oversight and control of and accountability of the Association;

7.5.2 Develop strategy and performance objectives;

7.5.3 Develop systems for risk management, internal compliance, codes of conduct and legal compliance;

7.5.4 Monitor and approve capital expenditure, capital management, acquisitions, investments, financial and other reporting requirements;

7.5.5 All members of Executive Committee shall act at all times in good faith to the Association and shall act independently and in the best interest of the Association with appropriate care, skill and diligence that may be reasonably expected of a person appointed to act as a director;

7.5.6 Executive Committee shall be responsible for the holding of regular Annual General Meetings;

7.5.7 Allow members to exercise their voting power and rights at an Annual General Meeting.

7.6 No person may become a member of Executive Committee if they would be disqualified from acting as a director of a company.

7.7 The Executive Committee shall, if legal proceedings are instituted against the Association or on behalf of the Association promptly (within 7 days) inform the members of such legal action and the reasons therefore.

7.8 The Association shall have legal identity to be sued, or sue in its own name and, the authority to institute legal proceeding shall be a resolution passed by the majority of Executive Committee members.

8. LIABILITY OF MEMBERS

8.1 The liability of each member to the Association for its debts shall be limited to the member's annual membership fee. The Executive Committee shall on an annual basis ensure that adequate public liability and other appropriate insurance is in place to indemnify members against personal liability.

8.2 No member of Executive Committee shall be liable in their personal capacity for any act or omission taken or made in a *bona fide* manner and in good faith to promote the aims and objectives of the Association.

-
- 8.3 A member of Executive Committee may be held personally liable if proven that :
- 8.3.1 They acted in breach of their fiduciary duties to the Association;
 - 8.3.2 They acted without the necessary authority;
 - 8.3.3 The Executive Committee member acts in a *mala fide* or misleading manner.

No member of Executive Committee may act on behalf of the Association in circumstances where there is a conflict of interest, between their own personal interest and that of the Association.

8.4 All members of Executive Committee shall be obliged to disclose potential conflict of interest and shall, if called upon to do so by a majority of Executive Committee members held at a properly convened Executive Committee meeting, recuse themselves from decision making in respect of any subject matter relating to that conflict of interest.

9. CONDUCT

- 9.1 The Executive Committee shall from time to time publish a Code of Conduct which shall be binding upon all members, after the approval of such at an Annual General Meeting.
- 9.2 The Code of Conduct shall promote and observe the Aims and Objectives of the Association.
- 9.3 Should any member breach the Code of Conduct, they may, after a duly convened disciplinary enquiry have their membership of the Association terminated.
- 9.4 The Association shall keep a list of terminated members which shall be available upon written request and shall contain the reasons for termination of membership
- 9.5 Should any member be the subject of disciplinary enquiry, the Executive Committee shall, at an ordinary meeting passed by way of a majority vote of those members present, table and approve a resolution instituting such disciplinary enquiry.
- 9.6 The disciplinary enquiry will be conducted in accordance with the disciplinary Code of Conduct.

10. CODE OF CONDUCT

Each member of PHASA shall commit themselves, upon acceptance of membership, to this Code of Conduct whereby they:

- 10.1 Shall promote and observe the Aims and Objectives of PHASA, the provisions of the PHASA Constitution and its By-laws;
- 10.2 Shall obey the laws of any country in which they operate at any time in professional hunting or related activities;
- 10.3 Shall conduct themselves in a manner which will reflect honesty and integrity.
- 10.4 Shall respect the natural resources of the country in which they hunt;

- 10.5 Shall respect the rights and interests of property owners and local communities;
- 10.6 Shall not misrepresent themselves to clients or mislead clients in any way;
- 10.7 Shall take every reasonable step to ensure that their clients receive the services contracted for, and to pursue their safety, comfort and satisfaction.
- 10.8 No member shall convey any statement about/regarding PHASA, to any person or media, in any form or method, that is misleading or false.
- 10.9 Every Full-Member who is registered in terms of the Firearms Control Act, 2000 (Act No. 60 of 2000) Sec 16(a), shall submit to the PHASA Office, proof of their current and valid Professional Hunter Permit, no later than 31 December, of every calendar year.
- 10.10 Every full member who receives the designation of “professional hunter” from the professional body shall submit to the PHASA Office, proof of their current and valid professional hunter permit, no later than 31 December, of every calendar year.

11. MEMBERSHIP

11.1 There shall be the following categories of membership and membership is retained until the termination of membership according to paragraph 13.

11.1.1 **Full Membership:** - Full membership may be granted to any person who derives all or part of his livelihood from the profession of hunting in the Republic of South Africa and is licensed as PH/HO at the time of granting membership.

11.1.2 **Associate membership:** - Associate membership may be granted to any person who is involved in the hunting industry or has an interest in promoting the aims and objectives of the hunting industry and/or the Association and shall include any person or legal entity who is not a licenced professional hunter/ hunting outfitter, but who may be employed in, or is related to the hunting industry.

Associate membership shall be open to any individual or organisation outside of the Republic of South Africa that promotes the same or similar aims and objectives of the Association.

11.1.3 **Field Membership:** - Field Membership may be granted to any employee (who is not a professional hunter) of a professional hunter or hunting outfitter. Membership applications for this category must be endorsed by the employer;

11.1.4 **Honorary Membership:** - Honorary Membership may be bestowed upon any person deemed worthy thereof by PHASA in General Meeting or by the Executive Committee. Such membership will be granted for a period of 12 (twelve) months. No registration fee or subscriptions will be payable.

11.1.5 **Life Membership:** - Life Membership may be granted to any person who has applied for such membership and shall remain valid for the life of that

member, subject to the provisions of the constitution. Life membership so granted must be either Full, Associate or International. Life membership may be granted by PHASA in an Annual General Meeting or the Executive Committee, after such applicant has been a annual “subscription- paying” member for at least ten consecutive years.

11.1.6 Affiliate Membership: - Affiliate membership may be granted by PHASA in an Annual General Meeting or by the Executive Committee to like-minded organizations on a reciprocal basis. No registration fee or subscriptions will be payable.

11.1.7 International Membership: - International membership may be granted to any natural person who does not qualify for full membership and in addition, does not ordinarily reside in the Republic of South Africa.

12. APPLICATION FOR MEMBERSHIP

12.1 An application shall be made to the Executive Committee of the Association for membership in the prescribed manner as may be applicable from time to time for membership.

12.2 The basic consideration for full membership shall be:

12.2.1 The Applicant shall reveal any relevant convictions of a National or Provincial Nature Conservation Act or ordinance.

12.2.2 The application for membership shall be supported by a short motivation why they want to be a member of the Association.

12.2.3 The Executive Committee shall have a discretion to grant or to deny membership. Such discretion must be exercised in a reasonable manner and in accordance with the Promotion of Administrative Justice Act.

12.2.4 A person may only be denied membership after the Association has advised such person that their application was not successful and the reasons therefore. The Applicant may have the opportunity to address those reasons either at an Executive Committee meeting or in writing, after which such application may be re-considered.

12.3 If a person’s membership is refused, the Executive Committee shall provide reasons therefore, and such reasons may only be disclosed to the members if the Applicant consents thereto.

13. TERMINATION OF MEMBERSHIP

13.1 Membership shall terminate on the happening of one or more of the following events:

13.1.1 Where a member resigns in writing;

13.1.2 Where a member fails to pay membership fees within 30 (thirty) days of his final written notice being given to such member to the member’s nominated address;

13.1.3 If the member is found guilty of contravening the Constitution of the Association, or its Code of Conduct, at a properly constituted disciplinary hearing and, the finding of the disciplinary hearing is to terminate such membership;

13.1.4 Upon the member's death.

14. MEMBERSHIP FEES AND REGISTRATION

14.1 Membership fees to the Association in the various categories shall be set at Annual General Meeting from time to time.

14.2 Membership fees shall be payable in 30 (thirty) days of being notified by the Association that they are due.

Any monies paid to PHASA whether towards an unsuccessful application for membership or otherwise and which is due to be repaid to such person shall be forfeited to PHASA if such payment remains uncollected by such person for a period of 6 (six) months from the date that such person is informed that the payment is due to be repaid.

15. FINANCIAL AND GENERAL MANAGEMENT

15.1 The business financial and affairs of the Association shall be conducted by the Executive Committee in conjunction with the management of the Association.

15.2 Management accounts may be made available on written request a monthly basis to members of the income and expenditure of the Association.

15.3 Any member shall be entitled to request information on the management accounts and the Executive Committee shall provide any information as may be reasonably required to respond to such query.

15.4 The Executive Committee shall be entitled to incur expenditure in a manner that a director of a private company would be entitled to do.

15.5 The Executive Committee and management of the Association shall meet at least every quarter to conduct the ordinary affairs of the Association.

15.6 These meetings shall take place at a time and a place agreed upon by the Executive Committee.

15.7 The Association shall on an annual basis, and not later than 3 (three) months after the end of its annual financial year and not later than 31 December have its financial affairs audited and the auditor shall prepare a set of accounts in accordance with IFRS on an annual basis that shall be submitted to the Annual General Meeting and shall be approved, modified or rejected at such Annual General Meeting.

15.8 Only Full Members, Field Members and Associate Members of the Association may take part in its business and its affairs and no other person shall attend meetings of the Association and of the Executive Committee except upon the specific invitation of the Executive Committee.

15.9 The Executive Committee shall have the power to appoint sub-committees or co-opt individuals (with or without executive powers), and will clearly specify their tasks and

mandate. Every sub-committee or co-opted individual so appointed shall act only in an advisory capacity or an advisory committee (unless specially given executive powers) and shall report to the Executive Committee.

The Executive Committee shall have the power to appoint, employ and dismiss any officials, agents and employees of PHASA and remunerate them.

15.10 The President, or failing him; the President-Elect, or failing him; Immediate Past President or failing him; a Vice President, or failing them, a member elected by those present, shall take the chair at every meeting of the Executive Committee . Minutes shall be kept.

15.11 For all Executive Committee meetings, the quorum shall consist of not less than 50% (fifty percent) of the Executive Committee members. The Chairman shall hold a casting vote in the event of an equality of votes.

15.12 A simple majority shall be necessary to pass a resolution at all Executive Committee meetings.

15.13 The Executive Committee shall have the power to make such decisions as constituted for the effective management, prestige and welfare of the Association and its members, for the control and discipline of its members and for furthering and carrying into effect the Aims and Objectives of the Association.

15.14 The Executive Committee shall not, without the sanction of a resolution duly passed at an Annual General Meeting or an Extraordinary General Meeting, institute or defend legal proceedings on behalf of PHASA, subject thereto that the Executive Committee shall have the right to ignore this limitation if such decision needs to be taken:

15.14.1 As a matter of urgency; (After receiving objective legal advice) or

15.14.2 As a matter of necessity. (After receiving objective legal advice)

15.15 It shall be the responsibility of the Executive Committee to see that all Members of the Association, including Executive Committee members, always respect and abide by the Constitution and the By-laws of the Association.

15.16 The Executive Committee will be subject to the “Rule of Law”. The “Rule of Law” must be distinguished from the “rule of man” or the discretionary whims of man. Complying with the Rule of Law means that there must be a *legal basis* or authority for the exercise of every power and the performance of every duty or function of an executive or administrative functionary or official. In other words, that everyone’s rights and duties must be based on law, must be readily apparent from the law and not subject, or subject only in exceptional circumstances, to discretionary power.

16. ANNUAL GENERAL MEETING

16.1 The Annual General Meeting of the Association shall be held upon a date determined by the Executive Committee not later than the 31st of December of every succeeding year.

16.2 At the Annual General Meeting, the Executive Committee shall present:

-
- 16.2.1 The President's report;
 - 16.2.2 The audited financial statements for approval;
 - 16.2.3 A budget for approval for the following financial year;
 - 16.2.4 Any resolutions and/or Constitutional changes to be considered by the members;
 - 16.2.5 The election of office bearers and members of the Executive Committee;
 - 16.2.6 Any other business that may be reasonably necessary for the conducting of the affairs of the Association;
 - 16.2.7 Notice of the Annual General Meeting shall be sent to full and associate members to their nominated address not less than 21 (twenty-one) working days before the date of the Annual General Meeting.
- 16.3 A quorum for the Annual General Meeting shall not be less than 75 (seventy five) Full Members, present in person or by proxy.
- 16.4 A member may be present by way of a proxy.
- 16.5 A proxy must stipulate to whom the proxy is given and for what purpose the proxy is given.
- 16.6 A simple majority shall be required in order to pass any resolution other than a resolution amending the Constitution, which latter resolution shall require a two-thirds majority. The President (or Chairman of the meeting) shall have a casting vote in the event of an equality of votes.
- 16.7 Any member desiring to bring forward at this meeting any Proposal, not involving any alteration of the Constitution or the By-Laws, which requires 21 (twenty-one) days notice to members, and which has not already been included in the agenda of the meeting, shall send written notice of the same to PHASA not less than 10 (ten) days before the date of the meeting; or
- 16.7.1. At such meeting bring forward such proposal from the floor provided that a majority of the voting members present vote that the proposal may be included on the agenda of the meeting.
- 16.8 Full Members only shall be entitled to one vote each. No other membership classes are entitled to vote.

17. EXTRAORDINARY GENERAL MEETINGS

- 17.1 The Executive Committee shall have the power to call an Extraordinary General Meeting should circumstances warrant such action.
- 17.2 A quorum for an Extraordinary General Meeting shall be not less than 40 (forty) Full Members, present in person or by proxy.

17.3 A simple majority is required to pass any motion at issue. The President (or Chairman of the meeting) will have a casting vote in the event of an equality of votes.

17.4 Not less than 21 (twenty-one) days notice specifying the place, the day, the time of the meeting and the general nature of the proposed business shall be given to such persons as are entitled to receive notices of General Meetings from the Association.

17.5 The accidental omission to give notice to, or the non-receipt of such notice by any person, shall not invalidate any resolution passed or proceeding at any such meeting.

17.6 The Executive Committee shall, on the requisition of 40 (forty) Full Members, convene an Extraordinary General Meeting at which the resolution submitted by such members may be dealt with, provided that:

17.6.1 The notice of such meeting contains details of the proposed resolution;

17.6.2 The proposed resolution which must be lodged with the Executive Committee is signed by all the requisitionists; and

17.6.3 The Executive Committee shall convene such meeting within 45 (forty five) days from the date of requisition;

17.6.4 If within half an hour after the time appointed for the Extraordinary General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to a day not earlier than 7 (seven) days and not later than 21 (twenty-one) days after the date of the meeting and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present or by proxy shall be a quorum.

18. COMPOSITION OF EXECUTIVE COMMITTEE AND ELECTIONS

18.1 The Executive Committee shall normally consist of at least 10 (ten) members.

18.2 There shall be at least 6 (six) ordinary members on the Executive Committee, as least 2 (two) Vice Presidents, the President and normally the President-Elect or Immediate Past President of the Association.

18.3 Only full members who have served a term on Executive Committee shall be eligible for nomination to and election as President, President-Elect or Vice President.

18.4 The President shall, upon expiration of the term at office become the Immediate Past President and may not stand for re-election as President immediately after expiration of his term.

The President-Elect will, unless decided otherwise at the Annual General Meeting, become the President on retirement of the outgoing President.

18.5 Ordinary members of Executive Committee whose term of office expired, shall be eligible for re-election.

18.6 The term of office for each member of Executive Committee shall be for 2 (two) years except for the Immediate Past President and President-Elect who shall serve 1 (one) year each.

18.7 The election of Executive Committee shall be conducted as follows:

18.7.1 Full members shall be informed by notice addressed to their nominated address and/or by notice published in the PHASA magazine or newsletter calling for nominations.

18.7.2 The call for nomination shall be made at least 60 (sixty) days before the date of the Annual General Meeting.

18.7.3 No nomination may be accepted if submitted less than 21 (twenty-one) days before the Annual General Meeting.

18.7.4 If there are insufficient nominations, persons may be nominated from the floor at the Annual General Meeting.

18.7.5 The election of Executive Committee shall be by secret ballot.

18.7.6 If there are not sufficient nominations for members of the Executive Committee, then elected Executive Committee members shall appoint such number of additional full members as is necessary to complete the required 10 (ten) members of Executive Committee. Such appointed person shall serve until the next Annual General Meeting.

18.7.7 Participation in an Annual General Meeting including voting thereof may take place by way of electronic voting.

18.7.8 Attendance at an Annual General Meeting may be in person or by proxy or virtually by way of electronic / video / computerised / audio visual means.

18.7.9 The Executive Committee shall from time to time stipulate the method / format, by which a member may participate in part or all, of the Annual General Meeting in a virtual manner.

18.7.10 Virtual AGM participation shall be deemed to be exactly the same as “in-person” participation.

18.7.11 Virtual voting shall take place in a manner and method to be stipulated by Executive Committee from time to time.

18.7.12 The election of Executive Committee to fill any vacancies shall be by secret ballot, and will take place as follows:

- When the President’s term of office expires, the current President-Elect normally becomes the President for this office.
- The President-Elect will be elected from the persons nominated for this office.

- Thereafter, the Vice Presidents will be elected from the persons nominated for this office.
- Thereafter, the members of Executive Committee will be elected from the persons nominated for this office, to fill any vacancies in Executive Committee.

Executive Committee shall have the power, at its discretion, to co-opt additional members / individuals where necessary. Such co-opted members / individuals shall have the right to full participation in the business of Executive Committee and, may be given the right by the Executive Committee to vote on their subject-specific matters.

19. DISCIPLINARY MATTERS

19.1 Every member of the Association shall be bound by the Constitution and the By-laws of the Association.

19.2 Should any third party or any member of the Association wish to lodge a complaint against a member, it shall do so in the manner set out in the disciplinary procedure.

20. GENERAL

20.1 Every member chooses, as their nominated address, for the service or delivery of any notice, letter or disciplinary proceeding as a physical address and/or postal and/or email or facsimile address set out in their membership application.

20.2 Every member shall be entitled to amend their nominated address from time to time by written notice to the Association.

20.3 The nominated address of the Association is: 71 Lobelia Lane, Irene, Centurion, South Africa or subject to change at the discretion of the Executive Committee with notice to members.

21. PROXIES

21.1 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorized in writing, or, if the appointer is a body corporate, under the hand of an officer or agent authorized by the body corporate. A proxy must be a member of the Association. The holder of a general or special power of attorney, given by a member, shall be entitled to attend meetings and to vote, if duly authorized under that power to attend and take part in the meetings.

21.2 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of such power or authority shall be deposited at the address of the Association stated in the constitution not less than 10 (ten) days before the relevant meeting or, shall be given to the President prior to opening the relevant meeting, and in default of complying herewith the instrument of proxy shall be treated as invalid. No instrument appointing a proxy shall be valid after the expiration of one month from the date when it was signed, unless specifically dated in the proxy itself, and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.

21.3 The instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit:

PHASA PROXY

I, _____ being a Full member of PHASA, hereby
appoint: _____ of
_____ or failing him: _____ of
_____ as my proxy to vote for me and on my behalf at the
Annual General Meeting or Extraordinary General Meeting or Executive Committee Meeting as the case
may be. (Circle applicable meeting) of the Association to be held on the _____ day of
_____ as follows:

Election of office bearers:

Name: _____	As: _____
Name: _____	As: _____
Name: _____	As: _____
Name: _____	As: _____
Name: _____	As: _____
Name: _____	As: _____
Name: _____	As: _____
Name: _____	As: _____

Acceptance of:

President's report

Auditors report and statements

Minutes of previous AGM

Annual budget

Resolutions:

Resolution to _____
Resolution to _____
Resolution to _____
Resolution to _____
Resolution to _____
Resolution to _____
Resolution to _____
Resolution to _____

(Indicate instruction to proxy by way of an instruction in space provided above.)

Unless otherwise instructed, my proxy may vote as he/she thinks fit. (Delete if not applicable)

Proxy is valid until _____

Signed this _____ day of _____ 20____

Signature: _____

(Note: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and on a poll vote in his stead, and such proxy must also be a member of the Association.)

22. DISCIPLINARY

22.1 Every member of the Association shall be bound by the Constitution and the By-laws of the Association.

22.2 No member of the Association shall by act or omission, contravene any provisions of the Constitution or the By-laws of the Association.

22.3 No member of the Association shall state, advertise or in any way suggest that such member belongs to any different category of membership of the Association, except the one which has been bestowed on such member.

22.4 No member shall breach and/or contravene any provision of The Constitution of the Republic of South Africa Act 108 of 1996, a National Act or Provincial Act of the Republic of South Africa or any Regulations promulgated there under, or any Provincial Ordinance, where such breach and/or contravention is relevant to any of the objectives of the Association, as stated above.

22.5 Any member whose membership is suspended or terminated due to disciplinary action shall immediately upon such suspension or termination deliver and surrender to the Association all badges, notices, publications and other insignia indicative to the public of his membership of the Association.

Such member shall also forfeit to the Association all monies paid by him to the Association.

23. BY-LAWS

PHASA members shall have power to propose any such By-Laws, consistent with the provisions of this Constitution, as may be deemed reasonably necessary to facilitate the achievement of the objectives of PHASA including By-Laws in terms of which disciplinary measures can be taken to fine, suspend and/or expel members who breach their obligations under the Constitution of PHASA. To the extent that any such By-Laws are proposed, such must first be approved by the Association, by simple majority vote at an Annual General Meeting of the Association whereupon they shall become binding on all members.

24. AMENDMENTS TO THE CONSTITUTION AND/OR BY-LAWS

24.1 The Constitution or the By-Laws of PHASA may be amended only at an Annual General Meeting of the Association.

24.2 Amendments to the Constitution shall require a two-thirds majority vote whereas amendments to the By-Laws may be passed by a simple majority.

24.3 At least 21 (twenty-one) days prior written notice of any proposed amendments to the Constitution or By-Laws, as the case may be, must be given to all voting members of the Association together with the notice calling the Annual General Meeting.

25. GENERAL

25.1 Every member chooses as *domicilium citandi et executandi* for the service or delivery of any notice, letter or document the physical address and/or postal and/or email and/or facsimile address of such member, as may appear in the records of the Association

from time to time. Every member shall notify the Association timeously in writing of any change in such address. The Association chooses as its *domicilium citandi et executandi* the following address:

Physical Address: 71 Lobelia Lane, Irene, Centurion 0157, RSA

Postal Address: P O Box 10264, Centurion 0046, RSA

Email Address: info@phasa.co.za / Facsimile Address: 012 – 667 2049

25.2 The Association shall be entitled to change its *domicilium* address, from time to time, by giving written notice to that effect.

25.3 No member shall be entitled to sue or claim from the Association or in any way hold it liable for any damages, loss or injury, however caused, sustained by such person or his property, whilst engaged in the affairs of the Association.

26. DISSOLUTION OF THE ASSOCIATION

26.1 A proposal for the dissolution of PHASA may only be made by a unanimous resolution passed by the Executive Committee. Such dissolution shall be effected by a resolution passed by a three-quarters majority vote of voting members of PHASA present in-person or by proxy, at a properly constituted General Meeting duly convened for that purpose.

26.2 Not less than 21 (twenty-one) days notice in writing of such meeting shall be given to every Member and the notice convening the meeting shall clearly state that the question of dissolution of PHASA and the disposal of its assets will be considered.

26.3 If a resolution to dissolve PHASA is duly passed, PHASA shall be dissolved under the supervision of the auditors of PHASA.

26.4 If, upon dissolving or dissolution of PHASA there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed to members of PHASA, but shall be given or transferred to some other institution or institutions with similar aims and objectives as PHASA. This will be decided by the PHASA members or in default by the auditors of PHASA.

27. CESSATION OF EXECUTIVE COMMITTEE MEMBERS

Executive Committee members' position within the Executive Committee shall cease on the happening of any of the following events:

27.1 Upon a member submitting a resignation in writing (A ten-day cooling-off period is required);

27.2 Upon a resolution of an Annual General Meeting or an Extraordinary General Meeting called in terms of the constitution, terminating such Executive Committee member's appointment or

27.3 Disciplinary action taken against such member in terms of this Constitution, that results in such resolution;

27.4 Upon the death of a member.

27.5 A vote of no-confidence by the Executive Committee, after proven violation of the constitution by such Executive Committee member.

In the event of the above, Executive Committee shall appoint a full member, as per the previous AGM's ballot results where possible.

28. Interpretation of this Constitution:

The members of PHASA shall decide upon all questions relating to the interpretation of this Constitution. All such interpretations may be submitted to the next AGM or next Extraordinary AGM for confirmation, rejection, amendment or appeal. In the event of a dispute regarding the interpretation of the Constitution, the members in the meeting shall have the right to subject the matter to arbitration. The interpretation of the Arbitrator shall be final.

Draft

THE PROFESSIONAL HUNTERS' ASSOCIATION OF SOUTH AFRICA
(PHASA)

BY - LAWS

1. BY-LAW RELATING TO PHASA FINANCES

1.1 PREAMBLE

These By-laws are not intended to constitute an exhaustive system of controls relating to PHASA, nor to remove from Executive Committee its ultimate responsibility for PHASA affairs and/or management. In all matters not specifically hereinafter referred to, generally accepted accounting principles are to be observed.

1.2 DEFINITIONS

1.2.1 "Sub-Committee" shall mean a sub-committee appointed by Executive Committee.

1.2.2 "Financial Year" shall mean the period commencing on the 1st day of October in any year and terminating on the 30th day of September of the following year.

1.3 GENERAL

1.3.1 It shall be the duty of the Finance Sub-Committee Chairman (herein called the Chairman), on assuming office, to acquaint himself with his general financial responsibilities and those of the PHASA Accountant and Auditors.

1.3.2 It shall be the duty of every Executive Committee member to be familiar with the provisions of these by-laws.

1.3.3 The Chairman shall prepare, for submission to and approval by Executive Committee at its last meeting prior to the Annual General Meeting, an administrative budget for the ensuing year, which budget, on having been considered by Executive Committee, shall be utilised for the purpose of recommending to PHASA, at the Annual General Meeting, the amount of the subscriptions, if any, to be paid by each active member for the ensuing financial year.

1.3.4 The Chairman shall present at each Executive Committee meeting the financial statements of PHASA reflecting the Balance Sheet and Income and Expenditure Account, for the year to date to the most recent month end.

1.3.5 The Accountant shall, as soon as is conveniently possible, deposit all monies received by him in the PHASA banking account.

1.3.6 The Accountant shall forthwith after confirmation by the person responsible for incurring any obligation that the relevant account is in order, effect payment to creditors, and shall furthermore ensure that documentary evidence of each payment is obtained and retained.

1.3.7 The Accountant shall ensure that all books, records and documents are retained in a safe place and shall cause all such books, records and documents to be properly maintained and filed and in the case of computer files properly backed up.

1.3.8 It shall be the duty of the Chairman, to be in attendance on all occasions when his presence at a PHASA meeting, project or function is necessary in order to enable him to comply with his duties as Chairman, and if he is unable to be so present, to timeously appoint an Executive Committee member to perform such duties on his behalf.

1.4 FINANCIAL STATEMENTS

The Accountant shall perform all functions in accordance with generally accepted accounting practice, including the preparation of the Annual Financial Statements.

2. BY-LAW PERTAINING TO DISCIPLINARY PROCEDURES/ COMPLAINTS

2.1 Any complaint against any member of PHASA must be lodged at the offices of PHASA within a period of 3 (three) years from the date the incident occurred.

2.2 All complaints made by a complainant ("the complainant") must be in writing and under oath / an affirmation / notarized statement ("the complaint statement"). The complaint statement may be accompanied by any relevant supporting evidence and information. In the event that the complainant is not a resident of the Republic of South Africa, such complainant must comply with the requirements of his country of residence pertaining to oaths and affirmations. If the complaint statement is not under oath / an affirmation / notarized statement and in writing it will be deemed not to have been filed.

2.3 Upon receipt of the complaint statement, a member may file an answering statement ("the answering statement"). Any answering statement must be under oath / an affirmation / notarized statement and in writing and be submitted to PHASA within a period of 60 (sixty) days of dispatch to the member of the complaint statement. A member who fails to file an answering statement as aforesaid will be deemed to have waived his right to do so. If the answering statement is not under oath / an affirmation / notarized statement and in writing it will be deemed not to have been filed.

2.4 Upon receipt of the answering statement the complainant will be afforded an opportunity to file a replying statement ("the replying statement") within 20 (twenty) days of dispatch to the complainant of the answering statement. A complainant who fails to file a replying statement as aforesaid will be deemed to have waived his right to do so. If the replying statement is not under oath / an affirmation / notarized statement and in writing it will be deemed not to have been filed.

2.5 Upon receipt of the complaint statement, answering statement and replying statement or should the complainant or member fail to file their respective statements as provided for herein, then the statements will be forwarded to the Executive Committee . The Executive Committee will be entitled in their sole discretion to appoint a person/s (whether or not a member of PHASA), to consider the contents of the statements and to report the recommendations to the Executive Committee ("the recommendations").

2.6 The Executive Committee may in their sole discretion decide whether to request further statements or to hear oral evidence from either the complainant or the member or both and will not be under any obligation to do so and/or to give reasons for its refusal or request to do so.

2.7 On receipt of the recommendations referred to above, if any, the Executive Committee may in their sole discretion decide whether to follow the recommendations or not.

2.8 The Executive Committee may, pursuant to considering the statements and/or the recommendations and where applicable oral evidence, decide whether to fine a member, suspend or terminate a member's membership.

The Executive Committee will not be obliged to give any reasons for its decision. The parties shall be advised of the Executive Committee's decision in writing.

2.9 The complainant shall have a right of appeal against any decision of the Executive Committee, within 30 (thirty) days of notification of the final decision, after which date the right to appeal is null and void. The Executive Committee shall consider such appeal within 30 (thirty) days and, their finding/conclusion of such appeal shall be deemed final.

2.10 Failure by any member to comply with this By-law may be deemed reasonable grounds for suspension or termination of membership.

2.11 Any conviction of any member, by a competent court of law, in respect of any breach and/or contravention as stipulated in the PHASA constitution may be deemed reasonable grounds for suspension or termination of membership, notwithstanding that such conviction may be the subject of an appeal procedure.

2.12 Any charge brought against any member, by a competent authority, in respect of any breach and/or contravention as stipulated in the PHASA constitution may be deemed reasonable grounds for suspension of membership pending prosecution or withdrawal of such charge.

2.13 Executive Committee may in their sole discretion publish a summary of their findings upon completion of the matter and may in their sole discretion notify the relevant authorities of such findings.