

# **CONSTITUTION**

**of the**

## **BIG BORE ASSOCIATION - SOUTHERN AFRICA**

### **1. NAME**

The name of this association is the BIG BORE ASSOCIATION - SOUTHERN AFRICA.

(Hereinafter referred to as "BASA")

### **2. AREA OF ACTIVITY**

BASA will function as "An Association Not For Gain.

BASA will canvas and serve big bore using or owning hunters, collectors and sport shooters internationally, but with special attention to the specialized needs of those residing in Southern African countries.

### **3. DEFINITION**

In this Constitution, unless the context otherwise indicates, the following definitions apply:

BASA is a voluntary association of:

#### **A. HUNTERS**

Supportive of the principle of balanced wildlife management through appropriate combinations of sustainable utilization, protection and conservation of biodiversity, the education of its members and the general public in the objectives of balanced, scientifically sound wildlife management and the protection of the right to engage in sustainable hunting,

as well as the legal and responsible carrying and possession of firearms;

#### **B. SPORT SHOOTERS**

Supportive of the wildlife management principles detailed in 3.1 and seeking to improve firearm proficiency and safety through an appropriate level of activity within BASA's calendar;

#### **C. COLLECTORS**

Supportive of the wildlife management principles detailed in 3.1 and seeking to protect the culture and traditions of big game hunting and hunters as well as their firearm, cartridge, hunting and sport shooting heritage through historical research, big bore firearm and cartridge collection, reloading research and the publication of information that will advance the preservation of the big bore heritage in all its forms, through the appropriate participation of BASA related service or activities;

#### **D. MEMBER**

Means a fully paid up ordinary member of BASA, who has not been excluded or suspended;

#### **E. MEMBER TEAM**

Means any group of members under the leadership of an EXCO member tasked by the EXCO to provide specific support and/or render specific services to BASA;

#### **F. EXCO**

Means the Executive Committee of BASA;

#### **G. DISCOM**

Means a disciplinary Committee to hold an investigation and/or a hearing on disciplinary matters and appointed by the EXCO for the purpose from time to time;

## **H. REGULATIONS**

Mean the rules promulgated by BASA EXCO from time to time to regulate and control itself, it's various activities and its members;

- I. Words in the masculine include the feminine and the third person, and the words in the plural include the singular and visa versa.

## **4. PRINCIPAL OBJECTIVE**

The principal object of BASA shall be to improve member proficiency in the practical, firearms application related aspects of wildlife management, sustainable utilization, hunting, recreation, collection and competitive big bore shooting in accordance with Section 24 of Chapter 2 of the Bill of Rights of the Constitution of South Africa, Act 108 of 1996, and the Income Tax Act of South Africa, Act 58 of 1962.

## **5. SECONDARY OBJECTIVES**

The principal objective of BASA as defined in Section 4 hereof shall be pursued through secondary objectives such as:

- A. Conducting of fund-raising projects from time to time to achieve and fund its principal objective on an ongoing basis;
- B. Conducting of fund-raising projects from time to time to give effect to secondary objectives;
- C. Providing a channel of organized efforts to promote public understanding and acceptance of ethical wildlife management activities, sustainable utilization and hunting with big bore firearms as a vital component of the effective management of the Southern African biodiversity, as well as the need for sport shooting to develop the necessary skills; and collection and preservation of collectable firearms as part and parcel of the ancient culture of big game hunting as passed down from generation to generation;

- D. Collecting, analyzing, organizing and dissemination of information and data regarding ethical hunting, hunting tools and related issues as a component of conservation, through electronic, printed and other media;
- E. Improving through education, the knowledge and expertise about nature, conservation and sustainable utilization as well as the safe handling, maintenance, storage, transportation and application of firearms as it pertains to conservation;
- F. Engaging in any such other activities whatsoever as may reasonably be necessary to pursue the principal and secondary objectives.

## **6. PRESCRIBED MINIMUM ACTIVITIES**

BASA shall at least:

- A. Once *a year* publish a substantial *digital* publication dealing with a selection of topics but not limited to wildlife, wildlife management, association activities, hunting and equipment, sport shooting activities, firearms and accessory related history and arms collecting and disseminate same amongst its members;
- B. Once every three (3) months hold a competitive sport shooting or other skills or knowledge development event for its members to improve their conservation knowledge and/or hunting and/or firearm shooting skills;
- C. Once every five (5) years contribute to the collector base of firearms through the building or contribution to the building, or preservation of a collectable big bore firearm;
- D. Maintain a membership base of at least fifty (50) members; (specify as minimum)
- E. Invoice every member by regular or electronic mail for his annual membership fees and issue a receipt on acceptance of payment.

## **7. MEMBERSHIP**

## A. PERSONAE

Membership of BASA is at the discretion of the EXCO and can be:

7.1.1 Any individual or group of individuals;

II. Association of persons:

7.1.3 Legal persona;

who subscribes to BASA's objectives and Constitution.

## B. CLASSES

The EXCO has the power and right to decide on additional and existing membership classes' subject thereto that the minimum membership classis will at all times consist of:

7.2.1 Ordinary Membership

An ordinary member has all the rights and benefits of membership to BASA, including the right to vote and hold office;

7.2.2 Dedicated Membership

A dedicated member is a member who:

1. Is a South African citizen and
2. Who has applied to BASA for Dedicated Hunter, Dedicated Sport Shooter or Dedicated Collector status; and:
3. Who has, after consideration, been granted such status by BASA in terms of the criteria and procedures in place from time to time.

III. Youth Membership

A youth member is an individual under twenty one (21) years of age and/or a full time student in BASA's unlimited

discretion, and has all the rights and benefits of an ordinary member, excluding the right to vote and hold office;

### III. Special Membership

A special member is any individual who has upon application to BASA been awarded such status on merit and has only the rights and benefits specifically bestowed upon him by the EXCO in its discretion. The EXCO may convert special member status to any form of Life Membership once a special member has been a BASA member for a minimum of five (5) years;

### III. Honorary Life Membership

An honorary life member is any individual who has been awarded such status by the special recommendation of the EXCO for outstanding service to the association or to the cause/s stipulated in our Principal Objective. This class of member has all the rights and benefits of an ordinary member plus exemption from paying annual membership fees;

### III. Life Membership

A life member is a member who has paid an amount of membership fees determined by the EXCO from time to time to purchase normal life membership in advance. This class of member has all the rights and benefits of an ordinary member plus exemption from paying annual membership fees;

### III. Patron Membership

A patron member is any individual that has been awarded such status for a specific period of time as a result of his assistance to the association as determined by the EXCO. This class of member has all the rights and benefits of an ordinary member plus exemption from payment of annual membership fees, excluding the right to vote and hold office;

### III. Corporate Membership

A corporate member is any association of persons or legal persona who has applied for and been granted such membership according to the specific fee and criteria as stipulated by EXCO from time to time. This class of member has all the rights and benefits of ordinary membership, including the right to a single vote.

### III. Family Membership

Family membership is membership of an ordinary member inclusive of his/her spouse and/or their own children under the age of twenty-one years (21). Family membership is applied for to the EXCO and granted in the discretion of the EXCO on the basis of 150% of the joining and annual fees for ordinary members plus any affiliation fees for all beneficiaries excluding the main member. Family members will receive a maximum of two sets of membership paraphernalia and benefits;

### III. Foreign Subscriber Member

A foreign Subscriber member receives all the benefits of normal membership save that he will not receive a posted "hard-copy" version of the Big Bore Journal, but will have access to downloads of the journal through a suitable electronic format such as the BASA Website portal.

## C. MEMBER TASK TEAMS

The Exco may appoint Member Task Teams from time to time according to the needs determined by it.

## D. ANNUAL MEMBERSHIP PERIOD

Annual membership for all applicable membership categories shall be from 1 November to 31 October every year and pro-rata from date of joining.

## E. ACCEPTANCE AND APPLICATION OF CONSTITUTION

- I. An application for membership shall be an acknowledgement by such applicant to be bound by this Constitution and any Regulations as amended from time to time;
- II. All provisions of this Constitution and its Regulations shall apply equally to all classes of membership except where otherwise stated.

#### F. MEMBERSHIP ELIGIBILITY

Apart from any other requirement of this Constitution, for an individual to be eligible for BASA membership, that individual shall be:

- I. Of good moral character in the sole and unlimited discretion of the EXCO;

#### G. AUTOMATIC CONSENTS

Upon becoming a member, an individual, association of persons and/or legal persona automatically and irrevocably consents and undertakes to:

7.7.1 Actively support and promote the activities, programmes and ideals of BASA;

- II. Actively participate in the activities of the member team to which he had been allocated and to support and execute the

duties imposed upon the member team with dedication;

- II. Submit themselves to this Constitution and any Regulations promulgated in terms hereof for acts committed during membership;

7.7.4 All and any risk of prejudice, including death, damage and injury arising directly and/or indirectly from his membership and/or participation in BASA activities, and renounces all rights to claim for same from BASA, any of its officers and/or the EXCO individually and/or collectively, while simultaneously also indemnifying them against any and all claims whatsoever, including claims by his dependents and/or successors in right title and interest. Apart from applying to the member, this paragraph also applies to his

successors in right, title and interest;

7.7.5 Not discuss BASA activities or interests with any non-BASA member without prior consent from the Chairman and only to the level and degree determined by the Chairman. Any views expressed by members without such authority may not be taken as representative of BASA and its position and sentiment and should the member exceed his mandate he will be personally liable to BASA or affected BASA members for any damages. Apart from, and notwithstanding, any disciplinary action that may be taken against any member breaching this provision, BASA and/or any affected individual remain entitled to institute appropriate legal action in a court of law against such offending member;

7.7.6 Not in any way engage in publications, communications or any other deeds that may directly or indirectly be intended to prejudice BASA, and/or cause it harm or embarrassment unless it is fair and essential for the enforcement of such persona's legal rights against BASA in a Court of Law;

7.7.7 Refrain from standing for any BASA office while subject to investigation or prosecution for contravention of any hunting and/or firearm related legislation, and/or while subject to any disciplinary action by BASA;

7.7.8 Obey an official EXCO or Discom request to attend a disciplinary investigation and/or hearing at any reasonable time and/or place.

#### H. PROOF OF MEMBERSHIP

The BASA membership list shall serve as prima facie proof of membership, membership status and membership class from time to time;

#### I. MEMBERSHIP CARDS

BASA shall prescribe and issue a membership card and/or certificate to an applicant upon election to membership;

#### J. TRANSFERRING MEMBERSHIP

Membership is not transferable either by any manner or operation of law;

## K. PAYMENT OF FEES AND DELINQUENCY

7.11.1 Annual membership fees become due and payable on the 30<sup>th</sup> of October every year. A member shall be delinquent if payment in full is not received within sixty (60) days after the membership anniversary date. A member who becomes delinquent shall be considered to have voluntarily terminated membership of BASA;

7.11.2 The EXCO may for good reason upon application or request by an interested party exempt a member from paying membership fees.

## L. MEMBER RESIGNATION

A member may resign by filing his written resignation with the secretary. Dues paid by him in advance shall not be refunded. Such resignation shall not relieve the resigning member the obligation to pay outstanding dues or fees or special assessments that had accrued to date of resignation;

## M. MEMBER REINSTATEMENT

Reinstatement of a former member shall be made in the same way that an application for membership may be accepted subject to any reasonable conditions the EXCO imposes;

## N. DOMICILIUM

The member chooses as his Domicilium Citandi et Executande for all purposes hereof the address listed on his membership application form, and it shall remain so until the member has informed the secretary in writing of any change thereto;

## O. VOTING RIGHTS

7.15.1 Only members with voting rights and in good standing shall be entitled to cast one vote on every matter submitted to a vote of members;

7.15.2 A member will only be in good standing if his annual membership fees as due are paid up;

7.15.3 Neither voting by proxy nor cumulative voting will be permitted.

#### P. MEMBER ACTION

Action by members on any matter may be taken only at a regular or special meeting. The vote of a majority of members eligible to vote with a quorum present at the same time of the vote shall be the act of the membership unless a greater percentage of votes on any question is required by this Constitution or its Regulations;

No member or officer or other person shall have any rights, titles or interest in any of the assets or property of BASA, except the right to make use thereof as a member subject to the authority and permission of the EXCO.

### 8. STRUCTURE

#### A. EXCO STRUCTURE

BASA shall be managed by the duly elected EXCO consisting of: (agreed)

##### 8.1.1 Chairman

II. Vice Chairman

III. Treasurer

IV. Secretary

V. 4 Elected Members

VI. Optional, Additional Co-opted Members, if deemed necessary by the Exco.

No two offices of which may be held by the same person for more than three (3) months.

#### B. EXCO CONTINUATION

Unless impossible as a consequence of misconduct or other causes beyond BASA control, at

least fifty-one (51) % of the EXCO members from any year must be re-elected to serve on the EXCO of the year immediately following. The immediate past Chairman shall automatically revert to the office of Vice Chairman for the year following his term if not re-elected to the chair, unless he is unavailable for re-election to the EXCO.

#### C. EXCO OFFICER STATUS CONFLICTS

No officer may hold office with any other club, organization or corporation with comparable objectives without the knowledge and consent of the EXCO;

#### D. EXCO CO-OPTION

The EXCO may by majority vote co-opt any number of temporary additional members to be the EXCO for specific projects not exceeding one (1) year, but the EXCO may only be enlarged permanently through amendment of this Constitution.

#### E. EXCO TERM OF OFFICE

The term of office for the elected EXCO shall be for a period of one (1) year after election by member vote starting on the 1<sup>st</sup> of March of the year following election. An officer can be re-elected for any number of further terms;

#### F. EXCO VACANCIES

Vacancies occurring on the EXCO between Annual General Meetings may be filled by a majority vote of the remaining members of the EXCO. A member so elected to fill the vacancy shall hold the office for the un-expired term of his predecessor.

#### G. EXCO QUORUM

A majority of members of the EXCO from time to time shall constitute a quorum for all purposes;

#### H. EXCO ACTS

Subject to a quorum, the majority vote by members of the EXCO at the time of the vote, or at a regular or special meeting, shall be an “Act of the EXCO” unless a greater percentage of votes on any question are required by this Constitution or its Regulations;

#### I. EXCO MEETING NOTICES

The EXCO shall give members at least fourteen (14) days written and/or electronic notice of the time, date and place of regular meetings. In the absence of a specific notice to the contrary, the Annual General Meeting shall take place at the *first* BASA shooting event of any year at the shooting range then considered BASA’s home range and will commence at 08:00 on the morning;

#### J. EXCO WAIVER OF NOTICE

Attendance of special meeting by a member of the EXCO shall constitute his waiver of notice, unless he attends for the sole purpose of objecting to the conducting of such meeting on the grounds that it was not properly called;

#### K. EXCO POWERS

The EXCO shall direct and manage all affairs of BASA in a manner it deems best to achieve its objectives, while adhering to sound management principles and simultaneously attempting to enhance the public perception of hunters. Without limiting in any way the above general powers, the EXCO shall have the following powers namely to on behalf of BASA:

8.11.1 Convene any type of BASA meeting;

II. Acquire and dispose of, to hold and manage all moveable and immovable property of BASA;

II. Open banking, savings or investment accounts, which shall be operated under at least two signatures or EXCO meeting noted form of consent;

II. Formulate a financial budget for the current year;

- II. Alter this Constitution or parts thereof;
  
- II. Consider and determine the initiation, annual membership fees and special assessments payable by the members of BASA;
  
- II. Invite persons or bodies with interests commensurate to those of BASA to attend specific or otherwise confidential meetings of BASA or its executive officers;
  
- II. Exclude or suspend any member in terms of this Constitution or its Regulations;
  
- II. Appoint or nominate an auditing company for purposes of the annual financial audit;
  
- II. Appoint or nominate legal representation;
  
- II. Deal with any other matters and matters of urgency pertaining to the business of BASA;

#### L. EXCO MEETINGS

8.12.1 The EXCO shall meet at least four (4) times per annum at the time and location agreed upon in the prior meeting and shall consider in these meetings all matters concerned with BASA's affairs and objectives;

8.12.2 The minutes of meetings are to be kept by the Secretary or any other member designated by the majority of the EXCO. The minutes of the last preceding meeting shall be read at each meeting unless dispensed with by vote;

8.12.3 Minutes of meetings shall be made available to all members within seven days of a member requesting same;

8.12.4 The signature of the Chairman and the Secretary shall be sufficient proof of accuracy

and validity of the matters contained therein. A signed copy of these minutes will be kept for scrutiny;

8.12.5 The members of the EXCO shall with cause, have the power at any regular or special meeting by two-thirds majority to declare vacant the office of any of the serving members of the EXCO. Upon written request of any of the members so removed the matter shall be reconsidered and voted upon again at the next regular EXCO meeting;

#### M. REMUNERATION OF EXCO OFFICIALS

The EXCO members shall not be remunerated for their service as such, but nothing herein shall be construed to prevent any EXCO member from being remunerated for his services in terms of a decision in principle taken at an Annual General Meeting;

#### N. EXCO EXPENSE CLAIMS

All claims for expenses shall be made in writing to the Administrator and any refund of expenses claimed by a member or officer will only be made after the approval of the EXCO, which approval may be granted in advance;

#### O. EXCO OFFICE ELIGIBILITY

To be eligible to be nominated for any office a person must be a member of BASA in good standing and at least twenty-one (21) years of age;

#### P. EXCO ELECTION PROCEDURE

The procedure for election of an EXCO shall be as follows:

8.16.1 The EXCO shall be elected at the Annual General Meeting and shall remain in office from 1 March to 28 February of the following year;

18.16.2 Members present shall nominate and second individuals for all the offices. If more than two (2) nominations are made for any office, an interim vote shall first take place to reduce the nominations to two (2);

8.16.3 The officers shall be elected by simple majority vote. If the members present so require by majority, the electing may be by secret ballot;

#### Q. EXCO OFFICER DUTIES AND POWERS

The duties and powers of officials are as follows:

8.17.1 The Chairman shall be the principal Executive Officer, and subject to the authority of the EXCO, he shall have general supervision and control of BASA affairs. He shall chair at all meetings. He may sign any document and so bind BASA contractually or otherwise. He shall conduct all legal and policy related correspondence and act as the spokesperson for BASA on all public relation matters. He may duly call a special meeting of the EXCO by giving notice in accordance with the provisions made herein. He shall annually submit a written report on BASA's activities to the Annual General Meeting;

- II. The Vice Chairman shall perform such duties as the Chairman may assign to him. In the absence of the Chairman, or in the event of his refusal to act, the Vice Chairman shall have the same powers as the Chairman and perform the Chairman's duties;
  
- II. The Treasurer shall have charge and custody of and be responsible for all funds and all other such securities of the association from all sources and deposit such moneys in the name of BASA in such depositories as the EXCO may designate. He shall receive and give receipts for moneys due and payable to BASA. He shall pay all just obligations of BASA upon approval by the EXCO. He shall keep a complete record of all BASA income and expenditure and liaise with BASA's auditors. The Administrator shall make a report to the members of the EXCO at every meeting. At the Annual General Meeting he shall make a complete report of the financial condition of BASA for the immediately preceding financial year and provide a projection of the budget of the following year. Furthermore he shall perform all other duties as may be assigned to him by the Chairman of the EXCO.
  
- II. The Secretary shall keep the minutes of the meetings of the EXCO and the Annual General Meeting. He shall see that all notices are given in accordance with the provisions herein. He is the custodian of BASA's records and shall also

keep a register of the addresses of all the members of the organization and conduct the necessary membership and account related correspondence. All records shall be kept in backed-up electronic as well as hard-copy format. He shall perform all other duties as may be assigned by him by the Chairman or the EXCO, but will have the powers of delegation granted to him by the EXCO from time to time;

8.17.5 The Exco shall at its discretion as determined by its inaugural planning session task its members to perform the functions as required to achieve BASA's Principal Objectives, Secondary Objectives and Prescribed Minimum Activities as well as any additional tasks and functions it determines are required

#### R. EMPLOYEES & CONTRACTORS

The Exco shall administer the appointment of an administrative clerk to attend to the duties and functions necessary to efficiently run the association and deliver service to its members. This person shall be the primary assistant to the Secretarial and Treasurer functions as well.

The Exco shall administer the appointment of an Editor who shall be responsible for the production of the journal and related issues. He is responsible for all BASA's publications and the dissemination of information approved by the EXCO to the media. He shall perform all other duties assigned to him by the Chairman or the EXCO;

#### S. DISCOM STRUCTURE

The Discom shall be appointed from time to time as the need arises, and shall consist of a minimum of three (3) EXCO members and/or members specially co-opted to the EXCO for the purpose and/or a combination thereof, who shall hold the following offices:

8.18.1 A Discom Chairman who must be BASA Chairman or Vice Chairman and who shall lead the proceedings;

8.18.2 A Discom Secretary;

III. A General Additional Discom Member who must preferably hold a legal qualification;

- III. If necessary - Specialist Additional Discom Members appointed to provide specialist insight into the matter in question;

#### T. DISCOM DUTIES AND POWERS

The duties and powers of the Discom shall be to:

8.19.1 Receive information regarding any complaint of misconduct and in its discretion, suspend the member pending disciplinary action;

- II. Peruse and consider the complaint and all supporting evidence provided in a confidential and discreet manner;

II. Based upon consideration of the information available to it, decide whether to:

A. Not proceed with any action;

B. Embark upon an inquiry to determine the necessary and sufficient facts for a better informed decision;

C. Immediately embark upon a disciplinary hearing;

II. Report the decision to the EXCO with proper motivation;

II. Should the Discom decide upon further investigation it may:

1. Delegate Discom member/s to investigate the matter and provide the Discom with all information collected during the investigation; and/or
2. Appoint an independent investigating team subject to the prior written permission of the EXCO being obtained; and/or
3. Set a date, time and place for an inquiry in terms of 8.19.3.b, and subpoena the accused

and all witnesses with at least ten (10) days' notice to attend the inquiry

II. No legal representation for the accused, witnesses or complainant will be permitted at an inquiry;

II. The Discom shall consider the evidence presented at the inquiry and:

1. Charge the accused and set a reasonably convenient date, time and place convenient for a formal disciplinary hearing while instructing the accused and all witnesses to attend the disciplinary hearing. Unless the accused consents thereto, such a hearing shall not take place within ten (10) days of the inquiry, nor shall it be set for a date longer than twenty (20) days after the inquiry;
2. Dismiss the charges;
3. Report the decision to the EXCOM with reasons;

II. At a disciplinary hearing:

1. BASA and the accused shall be entitled to legal representation;
2. The Discom Chairman shall determine the rules, procedures, permissibility and conduct to promote fairness at any disciplinary hearing, and make such rulings subject to the principle of audi alteram partem and the right of the accused to hear and challenge all evidence against him;
3. The Discom shall consider the permissible evidence and make a finding upon same;
4. In order to make a finding the Discom may with prior approval of the EXCO refer the evidence to BASA's lawyers for guidance and assistance in making the proper finding;
5. If the Discom finds the accused guilty it may impose one of the following sanctions:

- A. Issue a warning;
- B. Issue a warning and impose remedial conditions to be met;
- C. A conditional or unconditional temporary suspension;
- D. A monetary fine;
- E. Permanent expulsion from BASA;

II. Subsequent to a disciplinary hearing the Discom shall within ten (10) days:

- 1. Report its findings to the EXCO;
- 2. Inform the affected member of its findings;

II. Within ten (10) days of being informed of the Discom's findings the affected member may appeal in writing to the EXCO to review the findings and/or the sanction imposed. No new evidence may be presented upon appeal;

II. At the first meeting more than ten (10) days after receipt of the Discom report or affected member's appeal the EXCO will consider and make a finding on:

- 1. The Discom's written report and ratify same or refer it back to the Discom with recommendations;
- 2. The appeal;
- 3. Report its findings to the affected member and the appropriate law enforcement agencies requiring such information;

#### U. AUTOMATIC EXPULSION

Should the disciplinary impositions not be adhered to for any reason, the affected member

will automatically be expelled from BASA.

## **9. OFFICER AND MEMBER LIABILITY**

All BASA members shall be liable for any misconduct, both civil and criminally, in accordance with the definitions, duties and liabilities of public company directors of the Company Act of South Africa.

## **10. FINANCIAL GUIDELINES**

### **A. FINANCIAL YEAR**

BASA's financial year will run consecutively from 1 November each year until 31 October of the next year;

### **B. TAX EXEMPTION**

BASA will, if granted any form of tax or revenue exemption, forward it audited annual financial statements to the South African Revenue Services not later than three (3) months after close of BASA's financial year;

### **C. PROFIT DISTRIBUTION**

No profit or gains generated by BASA shall be distributed to any individual, and the funds of BASA will be utilized solely for investment and the principal and secondary objectives.

### **D. INVESTMENTS**

Funds available for investment may only be invested with financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 86 of 1984, and/or in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1 of 1985 or in the purchase of fixed property.

### **E. COMMERCIAL ACTIVITY PROHIBITIONS**

BASA may not carry on any commercial business except for the leasing of fixed property, on a systematic or regular basis, and it may specifically not so engage in:

10.5.1 Speculative transactions;

10.5.2 Dividend stripping activities;

## 11. MEETINGS

### A. CLASSES OF MEETINGS

Meetings of BASA may be an Annual General Meeting, a General Meeting or a Special Meeting;

### B. NOTICES

At least ten (10) days' notice shall be given in writing or by e-mail or by placement on the BASA Website or by electronic format such as WhatsApp with inclusion of the venue, date, time and agenda for all meetings excluding a Special Meeting. In all cases the notice period shall be calculated by excluding the day of posting the notice and including the day of receipt. Posted notices will be deemed to have reached the addressee three (3) days after posting;

### C. SPECIAL MEETING NOTICES

A special meeting of the EXCO may be called by the Chairman on any two (2) members with seventy-two (72) hours' notice by telephone, facsimile, e-mail in person or by electronic format such as WhatsApp. Notices other than in person or by telephone shall be sent to the EXCO members at their membership domicilia citandi et executandi. In all instances it shall be deemed delivered on the day of transmission.

### D. ANNUAL GENERAL MEETING DATE

BASA Annual General Meeting will be held in February each calendar year. The date, time and venue will be decided by the EXCO.

## E. ORDER OF BUSINESS

The business of the AGM will be to:

11.5.1 Read and confirm the minutes of the last AGM and of any special meetings held during the year;

11.5.2 Receive the reports of the Chairman, Treasurer and the Secretary;

11.5.3 Consider and vote upon any alteration or addition to the Constitution and its Regulations;

11.5.4 Elect members to the EXCO;

11.5.5 Consider, and if necessary to vote, upon any other business;

## F. QUORUM

The quorum at any Special Meeting, General Meeting and Annual General Meeting shall be those of present members eligible to vote;

## 12. VOTING

### A. COMMITTEE ELIGIBILITY

Only members eligible to vote according to the clauses in this constitution may vote at any meeting of BASA or its committees;

### B. METHODOLOGY

Voting shall be by show of hands or if the meeting so decides by a secret ballot;

### C. PROXY

Voting by proxy is not permissible;

#### D. MAJORITY

Except where otherwise provided for in this constitution all matters determined by a vote shall be decided by majority of those present and voting;

#### E. CASTING VOTES

The Chairman of BASA or in his absence, the Chairman of any meeting shall have a casting vote and a deliberate vote to be used at his discretion;

#### F. APPLICATION

The provisions of this section shall apply to all meetings of BASA, its EXCO and its sub-committees;

### 13. **AFFILIATION**

#### A. LIMITATION

BASA may affiliate to anybody or organization if such affiliation shall assist in pursuing and achieving BASA's objectives. It is a condition that any such affiliation may not in any way violate any clause of this Constitution and Regulations;

#### B. REPRESENTATIVE

Only a member of the EXCO or any person designated by the EXCO may act as a delegate to affiliated instances.

### 14. **CONSTITUTION AND REGULATIONS**

#### A. RATIFICATION

This Constitution comes into effect upon ratification by the EXCO;

## B. AMENDMENTS

Any amendments and/or additions to this Constitution may be adopted by a favourable vote of at least two-thirds majority of the members eligible to vote and are present at an Annual General Meeting;

## C. INCLUSION OF AMENDMENTS

After amendments and/or additions to this constitution have been approved it shall be entered in the copy of this Constitution under the signature of the Chairman;

## D. INTERPRETATION DISPUTES

Any dispute with regard to the meaning or interpretation of this Constitution shall be referred to the EXCO which is required to take advice from the appointed legal advisor to BASA. The resulting decision of the EXCO shall be binding upon the members of BASA. Any such decision shall be put forward to the members for discussion and vote at the next Annual General Meeting;

## E. REGULATIONS

The EXCO may establish, amend or repeal Regulations to this Constitution as it deems to be in the interest of best conducting the affairs and management of BASA, and in the interest of upholding the high moral and ethical standards of BASA. Such Regulations shall at any time be subject to the provisions of the Constitution of BASA. Any dispute with regard to the meaning and interpretation of such by-laws shall be referred to the EXCO which is required to take advice from the appointed legal advisor to BASA. The resulting decision of the EXCO shall be binding upon the members of BASA.

## 15. **DISSOLUTION**

### A. MEETING

BASA may be dissolved by resolution taken by a two-thirds majority of the present members who are entitled to vote at any Annual General Meeting or Special Meeting called for that

reason. A quorum for such meeting shall consist of the members present entitled to vote. Such a meeting requires at least thirty (30) days' notice to all members of BASA and such notice state clearly the dissolution of BASA and the disposing of its assets to be decided upon.

#### B. FOLLOW-UP MEETING

If there is no final decision at such meeting, the meeting will be adjourned for fourteen (14) days and when it is resumed it shall finally decide with an ordinary majority vote irrespective of the number of members present.

#### C. ASSETS

Upon liquidation, dissolution, winding up or abandonment of BASA all of the property and assets of BASA shall be transferred by way of gift to a South African organization with tax exempt status in terms of Section 10(1)(cB)(i)(cc) and with supports conservation through sustainable utilization and ethical hunting. Any such transfers shall be executed in accordance with the laws of the Republic of South Africa relating to the liquidation, dissolution, winding up or abandonment of non-profit making organizations. In no event shall any properties or assets of this association be transferred to any other organization or body except for full consideration.

This document was approved and signed at the Annual General Meeting on 8 February 2020 by the Chairman and Vice-chairman and supersede any previous versions.

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Pieter Swart Jaco Zeeman

CHAIRMAN VICE-CHAIRMAN