

Proposed Amendments to the PASA Constitution

For consideration at the SGM 06 March 2009

The amendments that are proposed are detailed below from A to H. Refer to supporting documentation that follows and presentations at the SGM for motivation.

A Changes to section 2 regarding the basic structure of PASA:

Relevant changes to clauses:

2. Structure

The structure of PASA consists of a Management Council (MC) and two subsidiary associations, namely the Association of Drop Zone Operators (ADZO) and the Sports Skydivers Association (SSA). ADZO and SSA operate autonomously from one another.

2.1 The Management Council (MC):

2.1.1 Structure:

- (I) The MC shall consist of a Chairperson and Representatives from the subsidiary associations.
- (II) ADZO shall have two representatives on the MC each with voting rights.
- (III) SSA shall each have one representative on the MC with voting rights.
- (IV) The Non-Executive Directors of PASA (NEDs) shall have one representative on the MC without any voting rights.

2.1.2 Duties and Responsibilities:

- (I) The MC shall serve to oversee the main areas required to achieve the Mission Statement and Principles and Aims of PASA.
- (II) To ensure adherence to the rules and regulations of PASA.

2.1.3 Rules:

- (I) All members of the MC shall be fully paid-up members of PASA.
- (II) The MC shall be elected by the ADZO and SSA Executives / at the AGM.
- (III) Representatives from the subsidiary associations to serve on the MC shall be elected as follows:
 - ADZO representatives to be elected by the full ADZO Board.
 - SSA representative to be elected by the SSA Executive/SSA committees.
 - Any of the NEDs may serve as the NEDs representative.
- (IV) The decision of the MC or, as the case may be, of any special or annual meeting as provided for in this Constitution shall be final precluding any appeal law.

B Inclusion of an ADZO Executive and election of MC representatives

Relevant changes to clauses:

2.2 The Association of Drop Zone Operators (ADZO)

2.2.1 Structure

- (I) All affiliated Drop Zone Operations shall have a seat on the management board which shall elect members there from to serve on the ADZO Executive who will ultimately be responsible and accountable for delivery of the duties and responsibilities of the ADZO.

2.2.2 Duties and Responsibilities

- (XV) The full ADZO board shall elect two members to serve on the MC.

C Inclusion of an SSA Executive, a Judges Committee and replace sub-committees with committees

Relevant changes to clauses:

All references to sub-committees changed to committees.

2.3.1 Structure

(l) SSA shall consist of committees for each one of the FAI recognised disciplines, for Wing Suiting, Atmonauti, a Judges Committee, and three Non-Executive Directors. The committees shall elect members there from to serve on the SSA Executive.

2.3.2 Representative FAI committees, Wing Suiting and Atmonauti

(e) These committees / SSA Executive shall elect a representative to serve on the MC.

2.3.3 Judges Committee

The duties, responsibilities and rules applicable shall be those as set forth in the Judges Handbook.

D Change of 50% rule for committees

Relevant changes to clause:

Delete clause 2.2.2 (II) (e) No more than fifty percent of office bearers of the Sub-committees may originate from any one Drop Zone Operation.

E Change of date of AGM

Relevant changes to clause:

5.1.1: The Annual General Meeting (AGM) shall be held within 3 months before the end of the financial year (currently 31 March in any one year) at such date, time and place as the Non-Executive Directors may determine, on a minimum of 14 days notice to all members.

F Change to period of service

Relevant changes to clause:

5.3.2: All persons complying with the relevant membership requirements are available for election, subject to the above restrictions, and may serve on any one committee or as a Non-Executive Director for one year, but can stand for re-election for further terms as long as their services are required and available.

G Addition of Code of Conduct to Appendices

Relevant addition:

Appendix 3 PASA Code of Conduct

The association and its members must, at all times, comply with all applicable rules and regulations. The association will not condone the activities of members who violate these rules and regulations or who engage in unethical business dealings. This includes any payments for illegal acts and bribery. All activities of the association should be well above the minimum standards required by law. Accordingly, members must ensure that their actions cannot be interpreted as being, in any way, in contravention of the rules and regulations that govern the associations operations.

The association expects its members to act in accordance with the best interests of the association, and to recognise the common responsibility to maintain good relations between the association and the general public, and not to compromise the integrity or damage the reputation of the association.

Association funds and all other assets of the association are purposed for the association only and not for personal benefit.

H Changes required to general section for Department of Welfare relating to PASA as a non-profit organisation
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Relevant changes to clauses:

Section 1

- 1.3.8 PASA shall exist in its own right, separately from its members.
- 1.3.9 PASA shall continue to exist even when its membership changes and there are different office bearers.
- 1.3.10 PASA shall be able to own property and other possessions.
- 1.3.11 PASA shall be able to sue and be sued in its own name.
- 1.3.12 Members or office-bearers have no rights in the property or other assets of the organisation solely by virtue of their being members or office-bearers.

Section 2:

2.1.3

- (V) The MC will keep a record of all PASA assets.
- (VI) PASA may not give any of its money or property to its members or office bearers. The only time this can be done is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work done.
- (VII) A member of PASA can only get money back from PASA for expenses that have been paid for on behalf of PASA.
- (VIII) Members or office bearers of PASA do not have rights over assets that belong to the organisation.

Section 6:

6. Dissolution

- 6.1 The organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such a matter are in favour of closing down.
- 6.2 When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisations general meeting can decide what organisation this should be.

I Appendix 2

Removal of NEDs from executive powers as currently accorded in Appendix 2.

Appendix 2

Discipline

1. General

- 1.1 Should any member, as a result of a request by any member in writing, in the opinion of the MC, commit any breach of the PASA Code of Conduct or Rules and Regulations of the Association or commit any act prejudicial to the interests, reputation or good name of the Association, the MC shall have the following powers :
 - 1.1.1 To call upon such member in writing to appear before themselves and to give reasons for his conduct. The MC and the individual has the power to call any other person as witness to testify for or against.
 - 1.1.2 To expel such member and to terminate his membership after 1.1.1.
 - 1.1.3 To call upon such member to resign, and if he fails to resign within seven days, to expel such member, after 1.1.1.
 - 1.1.4 To impose such other sentences upon a member as the MC deems fit.
- 1.2 The ADZO or its nominated individuals, or anyone empowered by the BSRs shall have the right to suspend any members (including both individuals and organisations) from participating in or affording others the opportunity to participate in parachuting activities under the following conditions:
 - 1.2.1 Said member has contravened the Code of Conduct of PASA.
 - 1.2.2 Said member has contravened any Rule or Basic Safety Regulation of PASA as laid down by the ADZO.
- 1.3 The ADZO or its nominated individuals have the right to impose such lesser conditions of suspension e.g. verbal or written warnings, as are deemed appropriate at its own discretion.

1.4 The **MC** decision in respect of any matter of discipline shall be final provided that the member's right of appeal to the Aero Club of South Africa is not precluded by this provision.

2. Appeals

2.1 In the case of all disciplinary decisions by the **MC** of PASA, appeal may be lodged with the Executive Committee of the Aero Club of South Africa in which case:

2.1.1 such appeal must be lodged in writing within 21 days after the decision of the **MC** of PASA;

2.1.2 the member has the right of appearance during the hearing of the appeal; and

2.1.3 he may be assisted by a representative, legal or otherwise.

2.2 In the case of all disciplinary decisions by the ADZO or its nominated individuals, appeal may be lodged with the **MC** of PASA in which case:

2.2.1 such appeal must be lodged in writing within 21 days after the decision.

2.2.2 the member has the right of appearance during the hearing of the appeal; and

2.2.3 he may be assisted by a representative, legal or otherwise.

2.3 In the case of point 2.2. where the appeal is turned down, point 2.1 applies.

2.4.1 Once a disciplinary decision at the ADZO **or the MC** level has been delivered, that decision is deemed to rule, notwithstanding any appeals that may be lodged, for the duration of the decision or until any appeal is upheld.

Supporting documentation to proposed changes to the PASA Constitution

1. Background & Motivation

Several constraints with the current PASA Constitution (as amended May 2008) have been noted at AGMs, SSA and ADZO meetings in recent years. Some proposals have been put forward (Constitution Review Committee 2006 & NEDs report 2008), but have received limited feedback from the general members. This proposal attempts to rectify some of the key constraints. Section references below apply to the current constitution as amended in May 2008 and proposed changes appear under point 2 and relevant attachments.

1.1 Constraints:

1.1.1 Overall structure:

As set out in section 2 PASA consists of two subsidiary associations, each operating autonomously of one another, namely the Sports Skydivers Association (SSA) and Association of Drop Zone Operators (ADZO).

Section 1.3 states that "PASA will..." or "PASA may..." with regard to the seven principles and aims as set forth. It remains open to interpretation as to which of these subsidiaries, or both, are referred to for each point listed.

The structure, duties and responsibilities of ADZO and SSA are contained in sections 2.1 and 2.2 respectively. No mention is made of an "ADZO Exec" or an ADZO or SSA Chair, yet these terms appear frequently in the minutes held by these subsidiary associations and on the PASA website. According to the constitution nobody can claim to be the sole head or representative or chairman of PASA, although some have done so in the recent past.

Thus, it is not surprising that some confusion exists within the general members as to whom, if anyone, actually represents PASA. Who should handle queries from the general public for instance? Who is the central governing body or management committee?

Currently much of the administrative requirements for SSA are handled by the administration office of ADZO, although on the PASA website this appears as the "PASA Administration Office". The only plausible reference to this appears in section 2.1.1 (II) as "ad hoc" working committees, although an administration function hardly qualifies as such.

The website link to "Structure" indicates the two subsidiaries with a Safety and Training link to ADZO, and although implied in references to the BSRs and MOPs, no clear mention under section 2 appears for NSTO or Safety and Training, nor the Safety and Training Committee referred to on the website. The MOPs also refer to the "PASA NSTO" without a reference thereto in the constitution.

The link also mentions the Non-Executive Directors (NEDs), but the constitution is inconsistent with the duties and responsibilities of the NEDs, suggesting a primary role within the SSA yet awarding powers to them over ADZO under Appendix 2 section 1. Even section 2.2.3 gives the "Non-Executive" Directors "executive" rights of approval.

Summary:

It is reasonable to suggest that an association should have some central oversight committee which serves to tend to matters of the association relating to the mission and principles and aims (sections 1.2 and 1.3), that also provides a secretariat or administration function, whilst allowing more specific tasks, in the form of duties and responsibilities (section 2), to be handled by more focussed committees.

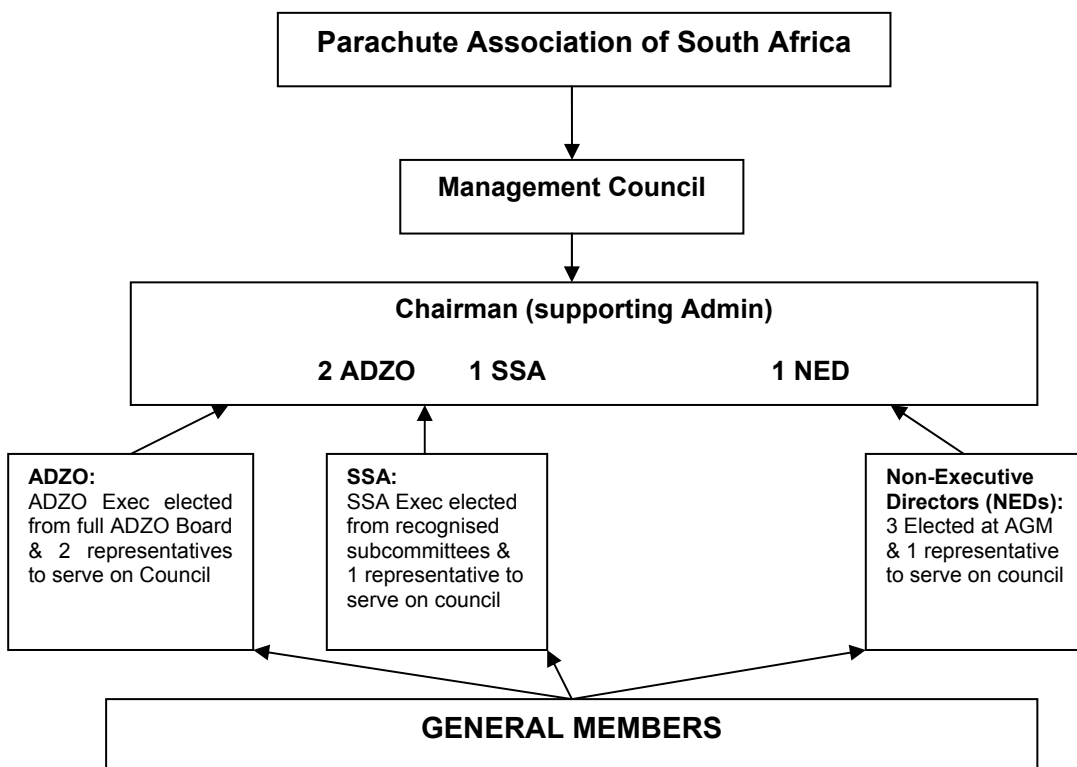
It is furthermore reasonable to suggest that both the SSA and ADZO should remain largely autonomous from one another, whilst acknowledging a mutual existence. For example, a tandem operation requires tandem masters, who in turn require a D-licence to apply for a tandem rating, which requires compliance with D-licence minima in SSA sub-disciplines. All SSA members require a drop zone to jump at, as do casual members. In effect all participants in recreational skydiving require ADZO and its board members in order to function.

It is therefore proposed to create a PASA Management Council consisting of elected representatives from the routes as set out below:

Council: a somewhat permanent group elected or appointed to constitute an advisory body or administrative body

Executive: relating to execution or carrying into effect. A directing or controlling body of an organisation / hold position for administrative or managerial responsibility

Committee: a body of persons delegated to consider, investigate or take action upon or report to concerning some matter or business.



1.1.2 Matters pertaining to SSA:

1.1.2.1 Structure:

1.1.2.1.1 General:

The SSC should have an Executive for purposes of limiting the requirement for outside approval and allowing autonomous operation. Any member of the SSA committees should be available to serve on the Exec, the specifics of which the SSA should decide on. Logistically, it may be more efficient to allow any member of a committee to serve on the Exec.

1.1.2.1.2 Judges:

It is proposed that a Judges Committee be added to the SSA structure. See the attached proposal for further information.

1.1.2.1.3 NEDs:

It is proposed that for FUTURE changes, in accordance with the new proposed structure, the NEDs not be confined to SSA, but rather exist as a group that has the role of being advisory and non-executive. Sections on SSA subcommittees and requirements for approval will thus require the SSA Exec to grant approval, but it will still be expected of the NEDs to oversee operations, not only of SSA, but also ADZO.

1.1.2.2 Rules:

Largely due to limitations in the availability and number of persons willing to serve on subcommittees, it is proposed that sections 2.2.2 (II) e and 5.3.2 be amended to allow for members to continue to serve continuously without a 36 month restriction assuming the requirements under 5.3.1 and re-election apply, and for subcommittees to have representation in the event of more than 50% of nominees emanating from one drop zone. This is motivated by a combination of the increasing prevalence of drop zone specific disciplines and limited availability of suitable members willing to serve on subcommittees.

1.1.3 Matters pertaining to ADZO:

1.1.3.1 Structure:

1.1.3.1.1 General:

Although it currently exists in practice, no provision is made for and ADZO Exec in the constitution. Similar reasons to the SSA having an Exec apply.

1.1.3.1.2 Future of NSTO:

Although currently seen more as part of ADZO, NSTO affects both SSA and ADZO. Furthermore, the "Advisory Panel" has no provision in the constitution. Given the cross-cutting domain of Safety and Training (both ADZO and SSA activities) it is recommended that a Safety and Training Committee exist as a subsidiary of PASA as an NSTO with an Advisory Panel, constituting a selection of affiliated DZO CIs and PASA Evaluators.

1.1.4 Matters pertaining to Discipline:

Reference is made to the PASA Code of Conduct, yet the only indirect reference thereto may be taken from the MOPs. Furthermore, the powers accorded to the NEDs in effect provide them, currently as part of the SSA, power over ADZO. It is proposed that they continue to serve a "non-executive" role on the MC. Necessary FUTURE changes to APPENDIX 2 would therefore apply and a draft APPENDIX 3 "Code of Conduct" has been added – intended to be open for debate.

2. Additional Notes

2.1 Proposal C: Detail for Judges Committee

Judges section is comprehensive regarding Duties, Responsibilities and Rules.

It makes more sense to include these (as done for the SOPs and MOPs) in a separate document, referred to as the Judges Handbook, as opposed to increasing the complexity and bulk of the PASA Constitution (see point 3 below).

2.2 Proposal D

Our pool is just too small to put this limitation in place. This may impact on the current CP committee which does not make sense regarding continuity in a new discipline and building on recent successes (World Meet) and upcoming World Cup.

2.3 Proposal E

Moving the AGM to before the financial year-end will make setting member fees much easier as its being done just before the new membership year. It will also make sense in terms of period of office for office bearers. With the financial year starting 1 April and SSA office bearers being elected anything up to 6 months after that has always meant that office bearers kind of took over the last part of one financial year and worked into the first part of the next. The only downside is that audited financials are presented 9 or 10 months after financial year-end (although trends and expected budgets are typically easily identified).

Furthermore, airfares are more expensive during April & May and hopefully attendance will be greater in March with fewer holidays than April. In addition, April is an uncertain period regarding paid-up members etc.

2.4 Proposal F

Again, with a small pool to draw on, it is important to allow the few people that are prepared to step up to the plate to allow to continue beyond 3 years if they are willing to continue and if the members vote them in again. Non-performers, one would assume, would not be re-elected. This year, for instance, we would stand to lose the following: James Meyer (NED), Liz Cooper (FS), Andre le Roux (SSA Chair and CF), Pierre Badenhorst and Bernard van Biljon (Wingsuiting), Peter Lawson and Dieter Hoffman (CP).

2.5 Final comment

Point 9 on the agenda is for an in-depth discussion on the Constitution - the proposed changes (other than those above), why they are needed, what is planned, etc.

Useful feedback is expected and a mechanism should be discussed for giving members time to review the proposals and provide feedback then we should (MUST) be ready to present a final new constitution at a SGM held in November to coincide with the date of the November ADZO meeting.

3. Judges Committee

Judges Committee

(I) Duties and Responsibilities

- (a) To organise and promote skydiving judging within South Africa.
- (b) To raise such monies as are required by way of membership fees, donations and sponsorships. Such monies are to be used exclusively for:
 - Improvement to the standards and environment of South African judging through equipment purchase, skills camps and competitions.
 - Training of judges.
 - Rating Renewals of judges.
 - Promotion of skydiving judging.
- (c) To endeavour toward achieving and maintaining skills levels that matches or exceeds FAI international judging standards.
- (d) To cultivate a culture of professionalism, transparency and objectivity in all judging activities.
- (e) To avail themselves and other appropriately qualified skydiving judges for competition judging wherever possible.
- (f) To contribute and oversee the judging requirements for the South African national competitions.
- (g) The Judges subcommittee is responsible for the general conduct of its own members.
- (h) To prepare, and submit to the SSC Executive and Non-Executive Directors and their membership base, for approval, an annual budget of income and expenditure and activities plan.
- (i) To apply for approval from the SSC Executive, when necessary disbursements exceed limits of authority.
- (j) The accounts, ledgers and vouchers of the Judges subcommittee shall be open for inspection by any PASA member at any reasonable time.
- (k) True copies of all minutes of meetings of the Judges subcommittee shall be kept in a proper manner recording all decisions taken by the Judges subcommittee.
- (l) The Judges subcommittee is required to abide by the limits of authority as laid down in Section 4.

(II) Rules

- (a) The Judges subcommittee may consist of 3 or more fully paid up PASA members.
- (b) The Judges subcommittee shall consist of only PASA members that have sufficient judging qualifications as defined in the PASA Judges Handbook for inclusion on the Judges subcommittee.
- (c) The Judges subcommittee shall elect a Chairman and a Training Representative from within the Judges subcommittee after every AGM.
- (d) The Chairman and the Training Representative shall have a term of office of one (1) year.
- (e) Any member of the Judges subcommittee may, at any time, resign his position by giving notice in writing to the Judges subcommittee, provided that he shall be liable for any out-standing fees, dues, monies or any other amounts due to the Judges Committee up to the last date of membership – acceptance of resignation must be done in writing.
- (f) The lapsing of a member's required judge rating as defined in the PASA Judges Handbook shall result in the automatic termination of membership from the Judges subcommittee.
- (g) A quorum shall consist of a minimum of 66% of the current Judges subcommittee.