

How To Adopt A Constitution As Voluntary Association (126)

When coming together to form an Open Africa route, one of the first duties for the route members is to formalise the route by choosing the most appropriate organisational form.

Early in the history of your route, a voluntary association is likely to be your best option. Later on, it may be required to convert into another organisational form, such as a nonprofit company, a trust or a co-operative, but when you start out with the route, a voluntary association is a very good option for organising.

The existence of your route as voluntary association will be confirmed and formalised by the members adopting a constitution as founding document.

The constitution clarifies your route's objectives, governs the internal functioning of the route, and it allows for relationships to be formed with other parties. In other words, it defines the route's purpose and sets out the rules that will govern its existence.

While it is possible to copy the content for your constitution from a template document, it is very important for the route's good functioning that its governance is appropriate to your specific circumstances.

It is therefore good if most prospective members are involved in adopting the constitution. Their involvement will not only help refine the content of the document, but will also ensure the buy-in of the members in the way the route is managed.

This Guide offers advice on how you could go about writing and

adopting your route constitution. You could also use other Guides and Resources in the Open Africa Toolkit covering suitable legal formations.

Why is it important to adopt a constitution?

There are two main reasons for formalising your route as a voluntary association and adopting a constitution as founding document:

- First, you need agreement among the members on the rules that will apply to the internal functioning of the route as an organisation. For instance, defining the rights and obligations of members, describing how leaders and/or managers are elected or appointed, and setting out the rules for decision-making.
- Second, the route needs recognition as a legal person, so that it can contract or enter into agreements with other parties such as for opening a bank account and entering partnerships. The constitution provides documented proof of the existence of the organisation and the applicable rules governing its operations.

What is a constitution?

A constitution is a document that describes why and how a voluntary association is constituted by its members – in other words, it defines the greater purpose of the organisation, how it is formed and how it will continue to function even after the founding members may have left.

Typically, the document will be divided into sections covering:

- The context and greater purpose of the organisation.
- The organisation's name and the objectives prioritised

by the organisation.

- Criteria for membership, as well as the rights and obligations of members.
- The organisational structure with ascribed roles and responsibilities for office-bearers.
- Rules for meetings, decision-making and succession mechanisms.
- Rules for changing the constitution and how the association may be dissolved.

A constitution does not need to be a bulky document – it may be just a few pages – but it must clarify all the above-mentioned points and it must allow members to make changes to the document when it becomes clear that the long-term requirements of the route have shifted. Such changes are not something that will happen often and, since it entails potential changes to the governance of the route, it should require overwhelming support from members – normally more than two-thirds.

Examples of constitutions of existing Open Africa routes are included in the Resources in the Open Africa Toolkit.

Who should be involved with adopting your constitution?

Open Africa suggests that routes start off with the template constitution provided in the Resource section of the Open Africa Toolkit (see Resource: [Template Voluntary Association Constitution](#)).

The template can be used to initiate discussion among route members and then be adjusted to meet the unique requirements of the route and its members.

The following roles and functions are defined in the template constitution for the people involved in the association:

- **Active members:** The geographical reach, involvement in the tourism industry and focus on specified economic activities define who may and who may not become route members. Typically, the route will be as inclusive as possible to cover tourism business, agencies and associations from a specific destination area. This local area may not overlap with other Open Africa routes.
- **Route member categories:** Many routes require just one membership category (as reflected in the template constitution), but in areas where the variation between members are significant, it may be practical to introduce membership categories in the constitution. For instance, very small and startup tourism businesses may not be able to afford membership fees that well-established and larger companies or agencies may be able to pay; or a route may include many companies and organisations who are only indirectly involved in the tourism industry and would therefore only be interested in Associate Membership status.
- **General Meeting:** The Route General Meeting is a properly constituted meeting of active route members. The constitution does not have to specify exactly what happens at most of these meetings, even though this is where members will be learning, contributing and participating most. However, there is one meeting that is very important in the route's activities in a year, namely the AGM. At this meeting, the Executive Committee is elected, and the route's financial position is considered. These are very important aspects ensuring good governance and are therefore specifically defined in the constitution.
- **Route Forum:** The governance of the route association and management of route projects fall under the control of the route's Executive Committee, which in Open Africa is known as the Route Forum (In other formations such as a nonprofit company, the Route Forum will be formed by the

Board of Directors or the Board of Trustees, but they are all called the Route Forum, since they govern the route). Each route may see the roles of the portfolios in the Route Forum differently, but it is most likely that the constitution will define the roles of the Chairperson (to lead and direct), the Treasurer (to control the assets and money) and the Secretary (to keep the administration up-to-date). You may also want to consider describing the roles of project managers and/or committee coordinators, but this may vary between routes.

In the process of establishing your route, you would have formed a Route Establishment Working Group to guide the route's set-up phase. This group plays a very important role in the drafting of the constitution. When the decision is made to form a voluntary association, it would be best to establish a smaller task team of people from the Route Establishment Working Group to take responsibility for developing the first draft of a proposed constitution. Three or four members will be enough. The co-ordinator of this task team and its members will play a key role in getting to the point where a document can be presented to the prospective members for discussion.

While the constitution task team will be doing much of the refinement on the document, it is in fact inputs from members that will make the constitution a good one. During the time of refining the draft, you may want to emphasise communication with the prospective members – rather overcommunicate than undercommunicate.

Prospective members should be asked to make suggestions and discuss the best options for the constitution. For this purpose, you may want to e-mail one or two (but not too many) draft versions as you make progress. You may also want to organise a workshop or two to discuss contentious issues or options. Through involving prospective members in this way, you are more likely to refine the constitution based on your

local requirements and you are also more likely to have the buy-in from the most members by the time the constitution is adopted.

How to create your own constitution

Best is to follow a clear and transparent process of developing a draft document for consideration by prospective members. You can adjust these steps to meet your requirements:

1. **Confirm the decision** by the Route Establishment Working Group that the best organisational formation is that of a voluntary association.
2. **Form a constitution task team** to develop a draft constitution for consideration by the members. Three or four members should be a good number.
3. **Get the template constitution** from the Open Africa Route Toolkit (Resource: [Template Voluntary Association Constitution](#)).
4. Ask one of the task team members to **edit the template** so that the basic information you already have can be inserted before the task team members discuss the document.
5. **Organise the first task team meeting** and circulate the draft document to the task team members several days before the meeting.
6. At the task team meeting, **identify all the issues** that members may like to give inputs on, including issues of possible contention, and try to identify the options available for each of these. Also, finalise the first draft version of the constitution at this meeting.
7. **Send out the first draft version** of the constitution along with a communication to all who are involved as prospective members, asking for comments and input by a specified date.
8. After receiving replies, meet again as the task team to **refine the draft** as far as you can. Then finalise the

second draft version of the constitution for discussion by members at a workshop.

9. **Set a date for a workshop** by members to discuss the second draft version of the constitution. Make sure all knows about it and send the document to them at least a week before the workshop.
10. The task team must plan this workshop carefully. **Identify the five or so key issues to discuss** at the workshop. Assign a person to each of these topics to prepare a very short explanation of what the options are for decision, so that the workshop can address the important issues first. When these are covered, ask the workshop attendees for more issues to be raised and discussed, if any.
11. After the workshop, one or two of the task team should **incorporate all the decisions at the workshop into the third draft** version of the constitution.
12. Organise another task team meeting where the reworked version of the document is refined and the **final draft version of the constitution is finalised**.
13. **Submit the final draft** version of the constitution to the Route Establishment Working Group so that it can call prospective route members to a founding meeting where the constitution can be adopted as the founding document of the route.
14. **Complete the founding meeting** by having the constitution adopted and signed by the founding members (and don't forget to bring along the Champagne!)

Practical tips in drafting your constitution

Here are some tips for drafting and adopting your constitution:

- Start the process by mandating a task team to develop a

draft constitution.

- The task team should be about three or four people – too many becomes cumbersome and too few may miss some important insights.
- Clearly communicate to all involved the process the task team is following.
- Follow the communicated process, but be flexible enough to adjust to meet the demands of prospective members.
- Don't send out every version and every edit to everyone... Yes, the prospective members all need to be involved, but limit the versions sent to all members to one or at most two, before the final draft version is sent.
- Invite all prospective members to the inaugural meeting where the constitution will be adopted and signed.

Use of this Guide

The task team members who are responsible for developing the constitution should all study this Guide closely so that they are fully informed on what the issues are. They may also want to refer to the resources listed below to widen their insight.

The Route Establishment Working Group may also want to use the content of this guide when they interact with prospective members, but it may not be realistic to expect of all prospective members to study this guide and the resources referred to here.

Other Guides, Resources and Examples

In the Open Africa Toolkit you will also find the following Guides and Resources of help:

- Example: [Constitution Of the Richtersveld Route](#)
- Resource: [Template Voluntary Association Constitution](#)

Other resources

You may also find the following resources from other organisations helpful:

- *Constitutions for Non-Profit Organisations*, Education & Training Unit Community Organisers Toolkit
- *Guidelines to Section 21 Companies, Trusts and Voluntary Associations*, Rosenthal, R. and Walton, M. 1998.
- *Non-Government Organisations: Good Policy and Practice Training Kit*, Commonwealth Foundation. 1997
- *The law of partnership and voluntary association in South Africa*, Bamford, B. 1982. Juta.

Contacts and other support

You may also find the following contacts useful:

- Education & Training Unit: www.etu.org.za
- Sangoco: www.sangoco.org.za