



**CONSTITUTION
OF
THE
COMMUNICATIONS
REGULATORS'
ASSOCIATION
OF
SOUTHERN AFRICA
(CRASA)**

21 FEBRUARY 2006

CONSTITUTION OF THE COMMUNICATIONS
REGULATORS' ASSOCIATION OF SOUTHERN AFRICA

PREAMBLE

We, the undersigned, being the representatives authorised to sign this CRASA Constitution on behalf of our respective ICT Regulatory Institutions in SADC.

IN PURSUANCE

- of the co-operation envisaged in the SADC Treaty and the SADC Protocol on Transport, Communications and Meteorology.

RECALLING

- Article 10.4 and 11.1 of the SADC Protocol on Transport, Communications and Meteorology, which encourage the coordination and cooperation between broadcasting, postal and telecommunications administrations in support of the economic needs of the region;

- Article 10.7 (b) of the SADC Protocol on Transport, Communications and Meteorology, which encourages the establishment of industry-based bodies or fora with a view to ensuring participation by industry in telecommunications policy development;

- the Declaration of the fourteen Heads of State of SADC, of 14th August 2001, on Information and Communications Technologies, that, among other things, commit to prioritising areas of actions for bridging the digital divide in the SADC region.

RECOGNISING

- the convergence of telecommunications, broadcasting and information technologies and delivery media, driven by the Internet and its relevant protocols, and their encapsulation within Information and Communications Technologies (ICTs);

- the opportunity to take advantage and address the challenges of the technologies and media convergence phenomenon and the use of ICT to develop the region, achieve universal service and bridge the digital divide; and

- the need for appropriate policies and regulations to promote optimal and orderly development and utilisation of ICT-centric networks and services in the Southern Africa region.

And further recognising

- the pre-requisite for SADC to pursue the sustained development of its educational, manufacturing, content and service provisioning sectors to improve access of consumers to information and communication;
- the necessity to co-ordinate efforts to address developmental issues involving the use of scarce economic resources, including investment finance, and other natural resources, such as frequency spectrum; and
- the necessity to introduce new technologies and to undertake investment in infrastructure and promote partnership between the public and private sector in SADC.

NOTING that

- several countries have set up autonomous regulatory institutions to deal with telecommunications, broadcasting, Internet and postal services.

WISHING to

- establish a consultative and collaborative body of regulators to deal with telecommunications, broadcasting, Information technology and postal services in order to play a leading role in the development of ICT in the Southern Africa region.

HEREBY AGREE

to adopt the following Constitution.

ARTICLE 1 - DEFINITIONS

1.1 In this Constitution, unless the context otherwise requires -

"Annual General Meeting" shall mean the plenary meeting of Members as described in Article 7;

"Association" shall mean CRASA;

"Associate Member" shall mean a member of CRASA as provided for in Article 5 herein;

"Broadcasting" shall mean any form of unidirectional telecommunications intended for the public, sections of the public or subscribers to any broadcasting services having appropriate receiving facilities, whether carried

by means of radio or any other means of telecommunication or any combination of the aforementioned;

“Chairperson” shall mean the Chairperson of CRASA, who is both the Chairperson of the Annual General Meeting and that of the Executive Committee;

“Closed Session” shall refer to such session of the Annual General meeting open for attendance by Members only as determined by the Executive Committee;

“Committee” shall mean any committee whether ad-hoc or permanent established under Article 10;

“Communications” shall mean the emission, transmission or reception of voice, sound, data, text, video, visual images, signals or a combination thereof, including applications, by means of electricity, magnetism, radio or other electromagnetic waves, optical electromagnetic systems or any agency of a live nature;

“CRASA” shall mean the Communications Regulators Association of Southern Africa;

“CRASA Contact Person” shall mean a person duly appointed by a member within its organisation to perform the duties under Article 18;

“Executive Committee” shall mean the Executive Committee elected under Article 9;

“Executive Secretary” shall mean the chief executive officer of CRASA appointed under Article 14;

“Headquarters” shall mean the seat of the Secretariat;

“Host” shall mean the Regulator in whose country the Headquarters of CRASA is located;

“Information and Communication Technologies (ICTs)” shall mean technologies employed in collecting, storing, using or sending out information (such as data, text, images, sounds, codes, computer programmes, software, databases or the like) and include those involving the use of computers or any telecommunication system and ICT shall be construed accordingly;

“Member” shall mean a Member of CRASA and Members shall be construed accordingly;

“Member State” shall mean a Member State of SADC;

“Observer” shall mean any person or body, not being a member or staff of CRASA, invited to attend or permitted to sit in at a meeting of CRASA;

“Open Session” shall refer to such session of the Annual General Meeting open for attendance by Members and Associate Members;

“Postal” means the system for the collection, despatch, conveying, holding and delivery of postal articles by or through public and private postal licensees;

“Regulator” shall mean a body designated by a Member State to license and regulate the provision of telecommunications, broadcasting, audio-visual Information Technology or postal services;

“SADC” shall mean the Southern Africa Development Community established under the Treaty which was signed at Windhoek on 17 August 1992;

“Secretariat” shall mean the institution set up by the Annual General Meeting to conduct the business of CRASA under Article 13 of this Constitution;

“Telecommunications” shall mean the transport and routing infrastructure of the ICT that provides accessibility and connectivity to content and services, including Internet and audio-visual;

“TRASA” shall mean the Telecommunications Regulators Association of Southern Africa;

“Treasurer” shall mean the Treasurer of CRASA, who is a member of the Executive Committee, under Article 9;

ARTICLE 2 - ESTABLISHMENT AND LEGAL STATUS

- 2.1 The Communications Regulators Association of Southern Africa (hereinafter referred to as "CRASA") is hereby established pursuant to the SADC Protocol on Transport, Communications and Meteorology and in accordance with the terms of this Constitution.
- 2.2 CRASA shall be duly registered according to the relevant law of the host of CRASA.
- 2.3 CRASA shall have legal personality with the capacity and power to amongst others; enter into contracts, acquire, own or dispose of movable or immovable property and sue and be sued in its name.

ARTICLE 3 -- OBJECTIVES

- 3.1 The objectives of CRASA shall be to –
 - 3.1.1 co-ordinate regulatory matters and exchange ideas, views and experience on all aspects of regulation of the communications sector throughout the Southern Africa region;
 - 3.1.2 promote the establishment and operation of efficient, adequate, and cost- effective communications networks and services in the Southern Africa region in order to meet the diverse needs of customers while being economically sustainable;
 - 3.1.3 facilitate a uniform level of understanding of regulatory matters; and
 - 3.1.4 maximise the utilization of scarce resources in specialist areas of communications
- 3.2 In pursuit of these objectives, CRASA shall:
 - 3.2.1 deliberate on issues relating to communications regulation and make recommendations to SADC or other appropriate authorities;
 - 3.2.2 co-ordinate the utilisation of scarce resources in areas of communications regulation and co-operate through the joint use of specialised facilities;
 - 3.2.3 participate as a consultative or associate member or in any other appropriate capacity in the activities of any organisation, institution or body whose objectives involve the regulation of communications; and
 - 3.2.4 take any other action that may be necessary or desirable for the achievement of its objectives

ARTICLE 4 – MEMBERS

- 4.1 The institutions, enterprises and agencies in the ICT industry shall be eligible to membership in CRASA under two categories of membership namely; Members or Associate Members.
- 4.2 The Regulator in each Member State shall be eligible to become a Member of CRASA.
- 4.3 A Regulator who is not a Member shall become a Member upon the approval of its application for membership by the Annual General Meeting and upon such Regulator acceding to the Constitution as contemplated under Article 29.
- 4.4 Each Member institution shall be represented in a CRASA meeting by its Chief Executive Officer or any other representative duly mandated to represent the institution.

ARTICLE 5- ASSOCIATE MEMBERS

- 5.1 Any legal entity in the communications industry, whether an organisation or an individual may become an Associate Member upon approval by the Annual General Meeting of its application for associate membership on such terms and conditions as may be determined by the Annual General Meeting from time to time and upon the entity acceding to this Constitution according to Article 29.
- 5.2 Institutions from the different sectors of the ICT industry and, including, the research, standard setting and learning sector; the manufacturing and distributing sector; the operations and services sector; the content production and distribution sector, within and outside the Member States may apply to become and admitted as Associate members of CRASA.
- 5.3 Associate Members shall attend open sessions of the Annual General Meeting of CRASA and only Members shall attend closed sessions of the aforementioned meeting.

ARTICLE 6 - INSTITUTIONS OF CRASA

- 6.1 The following institutions are hereby established for CRASA to pursue its objectives:
 - 6.1.1 The Annual General Meeting;
 - 6.1.2 Special General Meeting;

- 6.1.3 The Executive Committee;
- 6.1.4 Committee(s); and
- 6.1.5 The Secretariat.

ARTICLE 7—ANNUAL GENERAL MEETING

- 7.1 CRASA shall hold an Annual General Meeting (AGM) once every year. The date of the Annual General Meeting shall be fixed at a preceding Annual General Meeting.
- 7.2 The Annual General Meeting shall be the supreme policy-making institution of CRASA, possessing the ultimate authority.
- 7.3 The Annual General Meeting shall comprise Members, Associate Members and invited Observers.
- 7.4 The Annual General Meeting shall elect the Executive Committee.
- 7.5 The election of the Executive Committee shall be based on the following:
 - 7.5.1 the Member hosting the AGM shall be the incoming Chairperson;
 - 7.5.2 the outgoing Chairperson shall become the First Vice- Chairperson; and
 - 7.5.3 the Second Vice Chairperson shall be nominated from other Members and shall not be the host of the next AGM.
- 7.6 A new Executive Committee shall assume office for a term of one year, commencing on the last day of the AGM and terminating on the last day of the next AGM.
- 7.7 The hosting of the AGM shall rotate yearly among Members and no Member except the Treasurer shall serve on the Executive Committee for more than two consecutive terms.
- 7.8 The outgoing Chairperson shall submit an annual report and audited accounts of the activities of CRASA during the preceding year for approval.
- 7.9 The annual budget shall be approved by the Annual General Meeting.

- 7.10 The Annual General Meeting shall conduct any other CRASA business as may be deemed necessary by Members.

ARTICLE 8 - SPECIAL GENERAL MEETING

- 8.1 CRASA may hold a Special General Meeting at any time during any financial year at the instance of the Executive Committee, or whenever requested by more than half of the Members. One month's notice shall be given for such a meeting.
- 8.2 Notwithstanding the designation of the Special General Meeting as such, it shall have the same powers as the Annual General Meeting.

ARTICLE 9 - EXECUTIVE COMMITTEE

- 9.1 There shall be an Executive Committee to oversee the operations of the Association in between the Annual General Meetings. The Executive Committee shall be responsible for implementing and monitoring the execution of the decisions of the Annual General Meetings and shall have the power to take decisions and give policy direction when executing the decisions of the Annual General Meetings.
- 9.2 The Executive Committee, unless otherwise agreed at the Annual General Meeting, shall be composed of the following:
- 9.2.1 Chairperson who shall be the present Chairperson of the Annual General Meetings;
- 9.2.2 First Vice Chairperson, who shall, in the absence of the Chairperson, perform the acts and functions assigned to the Chairperson by this Constitution or by the Annual General Meeting;
- 9.2.3 Second Vice Chairperson, who shall, in the absence of the First Chairperson perform the acts and functions assigned to the First Chairperson by this Constitution or by the Annual General Meeting; and
- 9.2.4 Treasurer, who shall be the host.
- 9.3 The Chairperson shall be responsible for overseeing the execution of the decisions of the Annual General Meetings and the conduct of the affairs of CRASA. This includes chairing meetings of the Executive Committee, taking decisions and overseeing the operations of the Secretariat.

- 9.4 The Treasurer shall ensure the safekeeping and security of the funds of the Association. In particular, the Treasurer shall ascertain that the funds are employed according to the Financial Regulations of CRASA for the sole purpose of meeting its objectives.
- 9.5 The Executive Committee shall ordinarily have its official meeting at the Headquarters unless otherwise determined.
- 9.6 The Executive Committee shall meet as often as possible, but not less than three times a year, one of which shall be a clear month before an Annual General Meeting.
- 9.7 Decisions of the Executive Committee shall be arrived at by consensus, failing which decisions shall be by simple majority.
- 9.8 Subject to this Constitution, the Executive Committee may regulate its own procedures.

ARTICLE 10— COMMITTEES

- 10.1 CRASA may establish Committees other than the Executive Committee to deal with particular regulatory policy, rules, procedures or other matters relevant to CRASA's objectives; and
- 10.2 The Terms of Reference of any such Committee shall be drawn up by the Secretariat and approved by the Executive Committee, unless otherwise decided by CRASA in a Annual General Meeting

ARTICLE 11 - MEETINGS

Quorum

- 11.1 The quorum for any Annual General Meeting shall be formed by a simple majority of Members.

Voting

- 11.2 Members are entitled to vote at the Annual General Meetings provided that, where more than one Regulator is established in a Member State, only one Regulator of such Member State shall be entitled to a single vote.
- 11.3 Unless otherwise specified in this Constitution, voting in any institution of CRASA shall take place on the principle of simple majority.
- 11.4 Where in any meeting a vote is called and a tie ensues therefrom, the Chairperson of such meeting shall have a casting vote.

11.5 Decisions of the other Committees of CRASA shall be taken by consensus.

Observers

11.6 Observers may, with the written consent of the Executive Committee, be invited to participate in or contribute at Annual General Meetings but shall not have voting rights.

Venue

11.7 The venue for the meetings shall be determined by a simple majority of Members at the Annual General Meeting, taking into consideration the principle of rotating the hosting of Annual General Meetings among Member States. In the absence of a simple majority of Members, the decision on the venue of a particular Annual General Meeting shall be made by the Executive Committee.

Expenses

11.8 The expenses for attending meetings shall be borne by Members, unless where there is funding provided by external funding agencies such as cooperating partners.

11.9 The expenses of the Secretariat shall be borne by Members.

ARTICLE 12 – HEADQUARTERS OF CRASA

12.1 The Annual General Meeting shall determine the country where the Headquarters of CRASA shall be located.

12.2 The host shall endeavour to create a conducive working environment for the conduct of CRASA activities.

ARTICLE 13- SECRETARIAT

13.1 The Secretariat of CRASA shall be located at the Headquarters of CRASA.

13.2 The Secretariat shall be the principal executive institution of CRASA and shall be responsible for:

13.2.1 conducting and executing the business operations of CRASA on a day to day basis;

- 13.2.2 carrying out the general administration of the affairs of CRASA and the financial administration, including the annual budget and financial plans, according to the provisions of the Financial Regulations of CRASA;
- 13.2.3 strategic planning and management of all programmes and projects of CRASA;
- 13.2.4 producing information and position papers for all the institutions of CRASA that will facilitate the achievement of the objectives of CRASA;
- 13.2.5 arranging and organising the Annual General Meetings, the Executive Committee meetings and other Committee meetings;
- 13.2.6 providing strategic and technical facilitation as well as administrative and logistical support to the meetings of all the institutions of CRASA, including preparation and circulation of agenda to Members; preparation, receipt and distribution of papers and keeping the minutes of meetings;
- 13.2.7 coordinating all papers, policy proposals, offers, submissions to the Institutions of CRASA, without exception, for decision and implementation;
- 13.2.8 establishing information database and documentation systems on the ICT industry; collecting and processing information and statistical data; and operating and managing the intranet and extranet of CRASA;
- 13.2.9 carrying out the representation and promotion of CRASA regionally and internationally;
- 13.2.10 safekeeping and maintaining the security of official documents, membership, records, assets and possessions of CRASA, unless otherwise determined by the Annual General Meeting; and
- 13.2.11 carrying out such other duties as may arise in pursuance of the objectives of CRASA and as assigned from time to time by the Executive Committee for the efficient running of the Association.
- 13.3 The Secretariat shall be headed by an Executive Secretary.

- 13.4 The Secretariat shall have such other staff as may be determined by the Annual General Meeting from time to time.
- 13.4.1 The said staff shall be appointed by the Executive Committee.

ARTICLE 14 - EXECUTIVE SECRETARY

- 14.1 The Executive Secretary shall be the chief executive officer of CRASA and shall be responsible for the day to day conduct of CRASA business.
- 14.2 The term of office of the Executive Secretary shall be up to four years and the Executive Secretary may be eligible for reappointment for another period not exceeding four years.
- 14.3 The Executive Secretary may be removed from office by the Annual General Meeting for cause including but not limited to:
 - 14.3.1 mental infirmity;
 - 14.3.2 incompetence;
 - 14.3.3 gross negligence;
 - 14.3.4 any misuse of CRASA funds and or property; and
 - 14.3.5 conduct likely to bring CRASA into disrepute

ARTICLE 15 – FINANCIAL PROVISIONS

- 15.1 CRASA shall operate on a sound economic and financial base in accordance with the principle of good governance and to have its resources used in the most efficient and equitable manner.
- 15.2 The procedure for the management of the finances of CRASA shall be stipulated in the CRASA Financial Regulations.
- 15.3 CRASA shall be responsible for the mobilisation of its own resources required for the conduct of its business, including the implementation of projects.
- 15.4 CRASA shall raise its revenue from contributions of Members, sponsorships, donations, grants, self-generated income, investments and project funding from multilateral agencies and Institutions.

- 15.5 Financial resources, and other resources, acquired by CRASA by way of gifts, donations or grants shall be the property of CRASA.
- 15.6 The financial year of CRASA shall be determined by the Annual General Meeting.
- 15.7 The Secretariat shall, before every Annual General Meeting, prepare a budget showing the recurrent costs of CRASA together with any identified capital expenditure for the following financial year. The said budget shall be submitted to the Committee responsible for finance and audit for review.
- 15.8 The budget shall be submitted to the Executive Committee for consideration. After such review of the budget, the Executive Committee shall submit it to the Annual General Meeting of CRASA for approval.
- 15.9 The contribution from Members and Associate Members shall be made in accordance with a contribution formula, approved by the Annual General Meeting.
- 15.10 Where the contributions are insufficient to meet the operating costs of CRASA, the Annual General Meeting shall, on recommendation of the Executive Committee, decide on how to meet the shortfall.
- 15.11 Each Member and Associate Member shall remit to the Secretariat its contribution for the current financial year in the manner prescribed by the Annual General Meeting.
- 15.12 The Secretariat shall monitor the collection of contributions and execute the provisions of the budget.
- 15.13 The Annual General Meeting shall appoint external auditors.
- 15.14 The Chairperson shall arrange for the preparation of audited annual statements of accounts of the Association and submit them to the Annual General Meeting for approval.

ARTICLE 16 RIGHTS AND OBLIGATIONS

- 16.1 Members and Associate Members shall abide by the terms of this Constitution in so far as they relate to them.

ARTICLE 17 - SANCTIONS

- 17.1 Sanctions may be imposed on any Member or Associate Member that defaults in payment of its annual contribution for more than one

financial year or contradicts any of the provisions of this Constitution.

- 17.2 Sanctions that may be imposed on a defaulting Member shall include the following; a warning, a reprimand, levying of interest on membership contribution arrears, withdrawal of voting rights, suspension of membership and termination of membership.
- 17.3 Notwithstanding the above, the Annual General Meeting may impose such other penalties or sanctions as it deems necessary and appropriate in the circumstances.

ARTICLE 18 -UNDERTAKINGS AND COOPERATION

- 18.1 In addition to the regular payment of subscription, Members and Associate Members take the responsibility to:
- 18.1.1 actively participate in and facilitate the carrying out of the activities of CRASA;
- 18.1.2 appoint a CRASA Contact Person (CCP) within each Member and Associate Member to coordinate the activities of CRASA;
- 18.1.3 promote the image, reputation and interest of CRASA in the local and global telecommunications, broadcasting, postal, Information Technology and content sectors of the ICT industry;
- 18.1.4 coordinate closely with CRASA Secretariat on business and development activities relevant to CRASA objectives; and
- 18.1.5 cooperate among Members and Associate Members with a view to build a large, strong and profitable ICT industry and mature and competitive markets in SADC.

ARTICLE 19 - LANGUAGE

- 19.1 The working languages of CRASA shall be English, French and Portuguese and such other languages as the Annual General Meeting may decide.

ARTICLE 20 - DEPOSITORY

- 20.1 The original text of this Constitution and all instruments of ratification and accession shall be deposited with the Executive

Secretary of CRASA, who shall transmit certified signed copies to all Members and Associate Members.

ARTICLE 21 - WITHDRAWAL

- 21.1 Any Member or Associate Member, wishing to withdraw from CRASA, shall notify the Chairperson of CRASA in writing and serve a year's notice. The Chairperson of CRASA shall inform Members and Associate Members accordingly.
- 21.2 At the expiration of the period of notice, the Member or Associate Member shall, unless the notice is withdrawn, cease to be a Member or Associate Member of CRASA.
- 21.3 During the one-year period of notice, the Member or Associate Member shall comply with the provisions of this Constitution and shall continue to be bound by the obligations of the same up to the date of its withdrawal.
- 21.4 A Member or Associate Member, which has withdrawn its membership, shall not be entitled to any claim on any property of CRASA.

ARTICLE 22 - DISSOLUTION OF CRASA

- 22.1 CRASA may be dissolved by a resolution taken at a Annual General Meeting by three-quarters majority of Members. Such resolution shall determine the terms and conditions of dealing with the liabilities and the disposal of the assets of CRASA.

ARTICLE 23 - INDEMNITY

- 23.1 Every officer, employee or agent of CRASA shall be indemnified by CRASA against any liability incurred in the *bona fide and reasonable* exercise of their function.

ARTICLE 24 - INTERPRETATION

- 24.1 The decision of a Annual General Meeting shall be final in the interpretation of this Constitution.

ARTICLE 25 - POWERS TO MAKE REGULATIONS

- 25.1 CRASA may from time to time make such Regulations as may be necessary to give effect to this Constitution.

ARTICLE 26 - RESIDUAL POWERS

- 26.1 All powers not catered for specifically in this Constitution, shall be exercised by the Annual General Meeting.

ARTICLE 27 - AMENDMENTS TO THE CONSTITUTION

- 27.1 This Constitution may be amended at the Annual General Meeting, provided that a notice for such amendment shall have been delivered to each Member at least three (3) months prior to the date of the Meeting.
- 27.2 An amendment shall be effective upon adoption by three quarters of the Members present and voting at the Annual General Meeting.

ARTICLE 28 - SETTLEMENT OF DISPUTES

- 28.1 Any dispute among Members arising from the interpretation or application of this Constitution, which cannot be settled amicably, shall be referred to the Annual General Meeting for determination. The decision of the Annual General Meeting shall be final.

ARTICLE 29- ENTRY INTO FORCE

- 29.1 This Constitution shall enter into force on the date of adoption by the Annual General Meeting.
- 29.2 This Constitution shall remain open for accession by any institution subject to Articles 4 and 5. The institution shall submit an application to the Secretariat with a commitment to fulfil the requirements of the Constitution.
- 29.3 In the case of a Member or an Associate Member being admitted to membership under Articles 4 and 5 of this Constitution, such membership shall come into force on the date of the approval of its application by a Annual General Meeting.
- 29.4 All Members of TRASA shall become Members of CRASA upon adoption of this Constitution.

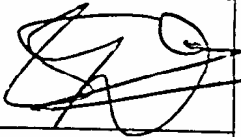
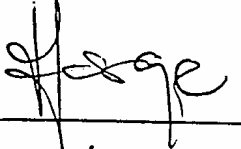
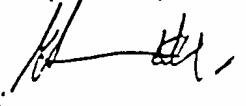

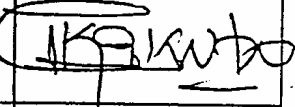

IN WITNESS WHEREOF

The undersigned being duly authorised by their respective Regulators have signed this Constitution.

Regulator	Full Names of Rep.	Date	Signature
Instituto Angolano das Comunicações			
Botswana Telecommunications Authority			
Autorité de Régulation de la Poste et des Télécommunications du Congo			
Lesotho Telecommunications Authority			
Malawi Communications Regulatory Authority			
Information and Communication Technologies of Mauritius			
Instituto Nacional de Comunicações de Moçambique			
Namibia Communications Commission			
Independent Communications Authority of South Africa			
Swaziland			
Tanzania Communications Regulatory Authority			
Communications Authority of Zambia			
Postal and Telecommunication Regulatory Authority of Zimbabwe			

IN WITNESS WHEREOF

The undersigned being duly authorised by their respective Regulators have signed this Constitution.

Regulator	Full Names of Rep.	Date	Signature
1. Botswana Telecommunications Authority	Cuthbert M. Lekaukau (Executive Chairman)	04/12/97	
2. National Communications Institute of Mozambique	Joao Jorge (National Director)	04/12/97	
3. South African Telecommunications	Sonawabo Eddie Funde	04/12/97	
4. Tanzania Communications Commission	Elizabeth M. Nzage (Acting Director)	04/12/97	
5. Zambia Communications Commission	L. Kakubo (Assistant Controller)	04/12/97	
6. Namibian Communications Commission	L. J. Barnes (Chairman)	22/04/98	
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Note: the above image is a reproduction from the original TRASA Constitution