

CONSTITUTION OF THE

PLETT TOURISM ASSOCIATION

1. NAME

The Association formerly known as the Guest Accommodation and Activities Association shall, with effect from the date of adoption of this constitution, henceforth be known as the **PLETT TOURISM ASSOCIATION** (hereinafter referred to as “the Association”).

2. DEFINITIONS AND INTERPRETATION

In this constitution, unless the context indicates otherwise:-

- (1) Act means the Western Cape Tourism Act 2004 (Act 1 of 2004);
- (2) Any word or expression to which a meaning has been assigned under the Act, bears the meaning assigned to it;
- (3) The Association means the Plett Tourism Association;
- (4) Plettenberg Bay or Bitou means the Municipal area for the District of Bitou;
- (5) Board means the elected members of the Board of the Association, referred to in this Constitution;
- (6) Local Government means the Bitou Municipality;
- (7) Member means a paid up member of the Association referred to in this Constitution;
- (8) The masculine shall include the feminine, and the singular shall include the plural, and references to persons shall include juristic persons, and vice versa;
- (9) References to any statutory provision shall include a reference to that provision as modified, amended, extended or re-enacted from time to time;
- (10) Notice of general/ special meetings, means that notification will be provided to the members by the most expedient means such as electronic mail and supported by as a minimum a media notice placed in one of the local newspapers;
- (11) Chairman or Vice Chairman denotes both the male and female gender.

3. LEGAL STATUS OF THE ASSOCIATION

- (1) The Association is and shall continue to be an unincorporated voluntary association and shall comprise a distinct and separate legal entity separate from that of its members, with the power to acquire, to hold and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and have perpetual succession.
- (2) All actions or suits, proceedings at law or arbitrations involving the Association shall be brought by or against the Association in the name of the Association and the Board may authorise any person or persons to act on behalf of the Association and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.

4. A NON-PROFIT ASSOCIATION

- (1) The Association is not formed and does not exist for the purpose of carrying on any business that has as its object the acquisition of gain or profit by the Association or its individual members.
- (2) The income and assets of the Association shall be applied solely for investment and for the promotion of the objects for which the Association is established.
- (3) No part of the income or assets of the Association shall be paid, directly or indirectly, by way of dividend, donation or otherwise, to any person other than by way of payment for goods provided, services rendered or facilities or resources provided to the Association.
- (4) The Association shall not be entitled to participate in any business, profession or occupation carried on by any of its members or to provide any of its members with financial assistance or premises or continuous services or facilities for the purpose of carrying on any business, profession or occupation.

5. FUNDS OF THE ASSOCIATION

The funds of the Association may accrue from:-

- (1) Funds received from Municipal, Provincial, National and Non-Governmental Organisations or any other body or person;

- (2) Levies or other fees and charges levied on tourists utilising tourism related facilities operating in the Bitou area which the Association may require that all or certain designated tourism businesses collect and forward to the Association;
- (3) Levies, subscriptions and other amounts which members of the Association may be required to pay to the Association;
- (4) Additional income generated as a result of the endeavours of the Association, including but not limited to merchandising;
- (5) Capital accruals, including unexpended income;
- (6) Rentals and income accruing to the Association from Municipal or other properties, resources or services placed under the administration of or outsourced to the Association;
- (7) Funds raised by such other means not inconsistent with this Constitution as the Board may consider appropriate or in the interests of the Association from time to time.

The Association may not, however, accept donations, bequests, sponsorships and contributions which are subject to conditions that conflict with the Act or this Constitution.

6. TAX STATUS

- (1) Immediately upon the adoption of this Constitution, the association shall submit this Constitution to the Commissioner defined in Clause 1 of the Income Tax Act, 1962 (Act 58 of 1962) for a determination that, in terms of the provisions of the relevant Clause of the Income Tax Act, the receipts and accruals of the association are exempt from tax payable thereunder;
- (2) In the event that this Constitution is amended, the Association Chairman shall forthwith send a written notice setting out the terms of the amendment to:-
 - (a) The Commissioner defined in Clause 1 of the Income Tax Act, 1962 (Act 58 of 1962), but no such notice shall be necessary if the Commissioner has failed or refused to grant the determination described in clause 6(a) and;
 - (b) The Director as defined in Clause 1 of the Fund-raising Act, 1978 (Act 107 of 1978) if the Organisation is a registered Fund-raising Bureau as defined in that Act;

(c) The Western Cape Tourism Destination Marketing Organisation board.

7. RIGHTS OF MEMBERS

- (1) No person or organisation shall have a right to membership of the Association;
- (2) Membership of the Association does not and shall not give any member a right to any of the monies, property or assets of the Association but only confers upon such member the privilege of membership subject to such charges and reasonable restrictions as the Board of the Association may from time to time determine subject to any applicable law;
- (3) All members of the Association shall be bound by this Constitution and any rules or code of conduct of the Association that may be in force from time to time. No member shall be absolved from the adherence to or application of the Constitution as amended from time to time in terms of the Constitution or such rules or code of conduct of the Association by reason of the fact that such member may not have received a copy or notice thereof.

8. LIABILITY OF MEMBERS

- (1) No member shall incur any liability either to the Association or any third party for any bona fide act carried out on behalf of the Association;
- (2) In any event the liability of members shall be limited to the amount of unpaid fees, subscriptions or other monies owing by them to the Association.

9. OBJECTS OF THE ASSOCIATION

The objects of the Association shall be to:-

- (1) Promote and market Plettenberg Bay and the Bitou area generally as a desirable tourism destination in terms of the brand strategy and marketing plan contained in Annexure A to this Constitution or any brand strategy and/or marketing plan that may be substituted therefore from time to time by the Board;
- (2) Develop and implement a tourism strategy that is inclusive of all communities in the Bitou area and transformative in nature and that unites all residents of greater Plettenberg Bay behind a common vision;
- (3) Control and coordinate the development of new tourism products in the Bitou area in order to ensure that such products are consistent with the brand

strategy and/or marketing plan from time to time and endeavour to ensure, in consultation with the Bitou Municipality and any other responsible authority, that any tourism products, insofar as they utilise public amenities or amenities under the administration of the Association, that are inconsistent with or disruptive to such strategy and marketing are not permitted in the area;

- (4) Promote tourism awareness and a culture of hospitality amongst the residents, businesses, employees and Municipal, Post Office, Police and other services in Plettenberg Bay;
- (5) Identify and promote the natural and cultural assets and in particular the natural beauty and ecology of the region, the preservation of such assets and their use and integration into a comprehensive tourism product for the area so as to maximise the attraction of the Bitou area as a tourism destination;
- (6) Enter into constructive dialogue with the Bitou Municipality and/or any other provincial, local, governmental, environmental, private or other interested or affected organisation in order to encourage the beneficial participation of such organisations in the development and funding of a vibrant tourism industry in the Plettenberg Bay area to the benefit of a wide spectrum of businesses and residents in the area;
- (7) Procure the design, production and distribution of relevant and attractive tourism literature, information, web-sites and other electronic advertising and promotional media as may be deemed appropriate from time to time;
- (8) Provide a forum in which those involved or who wish to become involved in the tourism industry in the Bitou area can discuss matters of common administrative, organisational, developmental, financial and marketing interest;
- (9) Foster co-operation amongst those involved in the tourism industry for the purpose of promoting the tourism industry as a whole;
- (10) Stimulate and co-ordinate the development of tourism associated infrastructure in the Bitou area and encourage efficiency and professionalism in all tourism operations;
- (11) Promote, enhance and protect the communal and individual interests of the members of the Association;
- (12) Enter into negotiations with, bring pressure to bear on or otherwise deal with any party or parties that threaten the interests of the members of the

Association either in general or with regard to their individual business interests;

- (13) Take such legal or other action on behalf of any individual or group of members or the entire Association as may be appropriate in the circumstances to enforce the rights and interests of the members of the Association;
- (14) Arrange and partake in communal activities of interest or which are beneficial to the members of the Association;
- (15) Obtain the opinion of expert consultants with regard to the interests and rights of the members of the Association;
- (16) Hold, host and participate in such social, community driven, sporting and other activities as may be deemed conducive to achieving the aims and objectives of the Association.

10. POWERS OF THE ASSOCIATION

Subject to the provisions of clause 4 above, the Association shall have all and any powers as may be necessary for the proper attainment of any or all of the objects set out in clause 9 above, and without derogating from the generality of such powers, shall in particular have the following express powers: -

- (1) To represent the interests of members for the purposes of promoting the development of and furthering the interests of the tourism industry in the area and to that end to participate in discussions and negotiations and enter into agreements with the Bitou Municipality or any other local, governmental, environmental, private or any other organisation or person whatsoever in relation to the establishment and operation of an independent tourism body and the funding thereof;
- (2) To take over the administration of such Municipal and other tourism related resources, properties and activities on such terms and conditions as shall be deemed appropriate in order to integrate such resources, properties and activities into the tourism development plans for the area as determined by the Association from time to time and to earn revenue from doing so for the purposes of funding the activities of the Association;
- (3) To seek and negotiate advantageous purchasing, procurement and other opportunities on behalf of the Association and its members;

- (4) To institute, conduct, defend, compound or abandon any legal or other proceedings on behalf of the Association or any or all of its members or officers as shall be necessary in order to achieve the objects of the Association;
- (5) To raise and collect from its members or any third party or parties such levies, fees, subscriptions, special purpose funds, collections, rentals and donations as shall be necessary to enable the Association to carry out its objects, providing that the Association shall not impose any fee, levy or subscription on its members, other than the original joining fee and annual fee without a resolution passed at an Annual or extraordinary general meeting ratifying the imposition of such fee, levy or subscription;
- (6) To seek funding from the Bitou Municipality or such other Local Government, Governmental or organisation as may be willing to contribute such funds and to apply such funds for the purposes of the Association;
- (7) To employ and pay from Association funds such experts, consultants, legal practitioners, accountants, other professional persons, office and other staff as shall be necessary to effectively achieve the objects of the Association;
- (8) To design, establish and publish a newsletter, websites and other tourism related documentation or electronic media means of communication for the benefit of its members and/or interested persons;
- (9) To acquire any movable or immovable property for the Association, including acquiring such property by Clauseal title, as shall be calculated to benefit the Association and to advance its objects and to maintain, improve, refurbish and alter such property;
- (10) To open banking and other accounts in the name of the Association into which to deposit monies paid to the Association and to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and any other negotiable instruments connected with the business and affairs of the Association;
- (11) To raise such loans and other financial resources and provide such security for such loans, including entering into mortgage and other bonds of security; as may be necessary or desirable for the achievement of any or all of the objectives of the Association or for any purpose which the Board deems to be in the interests of the Association;

- (12) To invest and deal with any monies of the Association not immediately required for the purposes of the Association;
- (13) To enter into and secure the fulfilment of any contracts or engagements entered into by the Association with any third party;
- (14) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any Association or society who's objects are similar or partly similar to the objects of the Association;
- (15) To support and subscribe to any institution or society which may be for the benefit of the Association;
- (16) To make donations, execute exchanges, leases and any other form of contract whatsoever including the purchase and sale of property of any kind whatsoever for the benefit of the Association;
- (17) Subject to the terms of any agreements concluded by the Association, enter into agreements with a similar body, within the Republic or elsewhere, for the promotion of tourism in the respective areas for which the Association and that body have been established;
- (18) Take over investments forming the subject-matter of Government or Local Authority grants to the Association and retain them in the form in which they are received, or realise them and utilise or re-invest the proceeds;
- (19) Produce and sell or make available free of charge, books, guides, maps, publications, photographs, films, videos and similar matter, intended to inform persons, in the Republic or elsewhere, of tourist attractions and items of interest in the Bitou area;
- (20) Gather, evaluate and process information relating to tourism, and make such information available to the Regional Tourism association and persons who are engaged in the tourism industry;
- (21) Establish, promote or assist in establishing or promoting or subscribe to becoming a member of any association or society whose objectives of association, or the establishment or promotion of which may be beneficial to the Association, provided that no subscription be paid to any such other association out of the funds of the Association except for the bona fide furtherance of the interest of the Association;

- (22) Generally to perform all and any other acts required by the Act or regulations made there under or which may contribute towards or be conducive to achieving any or all of the objectives of the association.

11. MEMBERSHIP OF THE ASSOCIATION

- (1) Any owner or operator of a bona fide tourism business based in the Bitou area who subscribes to the aims and objectives of the Association shall be eligible to apply to the Association for membership;
- (2) Qualification for membership will be subject to such reasonable criteria as may be determined by the Board from time to time but, in any event, an applicant:-
- (a) May not be in arrears in respect of any monies due to Bitou Municipality unless such arrears are the subject of a documented dispute as between the Bitou Municipality and the applicant;
 - (b) Must have a valid tax clearance certificate from the South African Revenue Services;
 - (c) Must declare the sector of the tourism industry under which the applicant wishes to join the Association as detailed in terms of clause 12 hereunder or such substitute or additional sectors as may be determined by the Board from time to time,.
- (3) Where the owner of a tourism business is a company, closed corporation, trust or other legal entity capable of exercising rights of ownership, such entity shall be represented by a natural person nominated by such entity in writing;
- (4) A duly formed Association representing any category of the tourism industry as set out in clause 12 below may be admitted as a member of the Association on such terms and conditions as may be determined by the Board from time to time;
- (5) The Board may, in its sole discretion, admit any other person or organization as a special member of the Association on such terms and conditions and subject to such limitations as the Board may deem appropriate;
- (6) The Board's decision regarding the acceptance or rejection of membership will be final and the Board will not be obliged to subscribe any reason for the rejection of any applicant;

- (7) On the recommendation of the Board, a majority of the members present at any annual general meeting shall have the power to confirm an honorary life membership of the Association on any person who has rendered exceptional or special services to the tourism industry or the Association;
- (8) The secretary shall keep a registrar of all members of the Association, together with their addresses and the manner in which members choose to be communicated with. When the particulars or address of a member changes, he or she shall forthwith notify the secretary of such change in writing failing which the Secretary shall be entitled to use the members address of record and the despatch of any notice or documentation to such address shall be deemed to be good and sufficient service upon the member.
- (9) For the avoidance of doubt it is recorded that all members in good standing of the Association (formerly known as the Guest Accommodation and Activities Association) as at the date of adoption of this constitution will be deemed to be members of the Plett Tourism Association.

12. MEMBERSHIP CATEGORIES

The categories of membership of the Association shall be as follows:-

- Hotels
- Guest Houses, Bed and Breakfasts, Backpackers and Self Catering Units
- Restaurants
- Eco tourism
- Sports
- Activities

or such additional or substitute categories as shall be determined by the Board from time to time.

13. CANVASSING, REMOVAL AND RE-INSTATEMENT OF MEMBERS

- (1) The Board may from time to time determine and decide on such ways and methods as they deem appropriate to canvass potential members from the owners and operators of tourism businesses in the Bitou area;
- (2) Subject to the provisions of this Constitution a person or organisation who is eligible for membership shall provide such information, sign such

documentation and pay such amounts as the Board may from time to time determine;

- (3) Should any ineligible candidate be inadvertently admitted as a member, the Board may declare his or her membership void and shall give him or her notice to that effect and with effect from the date of such notice such candidate shall cease to be a member;
- (4) The Board may in its sole and absolute discretion withdraw the membership of any member on written notification to such member in the event that, by majority decision, the Board is of the view that the behaviour of such member is unduly disruptive, brings the name of the Association into disrepute or is in any other way destructive of the aims, objectives or interests of the Association;
- (5) The Board shall have the power to reinstate or readmit a member who, for any reason whatsoever, has had his/her/its membership withdrawn or has relinquished membership of the Association, on such terms and conditions as the Board shall determine in each particular case;

14. RESIGNATIONS

A member may resign such member's membership by written notice to the Board. Any membership fees and or contributions paid by such member shall be forfeited and be deemed to be an unconditional donation to the Association.

15. MEMBERS FEES AND LEVIES

- (1) The entrance and annual fees for members shall be in such sums as the Board may from time to time determine. In addition to the entrance and annual fees the Board may from time to time, subject to the provisions of this Constitution, determine special levies and fees that shall be paid by members;
- (2) The Board may determine different fees and levies for different classes of members based on such criteria as the Board may deem fair and equitable from time to time;
- (3) A member who has not paid his or her fees and/or any special levy within three months after it has become due shall forthwith and without notice cease to be a member of the Association.

16. COMPILATION OF THE BOARD

- (1) The Board shall consist of:
- (a) A duly elected representative of the Hotel Industry;
 - (b) A duly elected representative of the Guest Houses, Bed and Breakfasts, Backpackers and Self Catering units (hereinafter jointly referred to as “Guest Houses”)
 - (c) A duly elected representative of the Restaurant Industry;
 - (d) A duly elected representative of Eco- Tourism;
 - (e) A duly elected representative of Sports Tourism;
 - (f) A duly elected representative of Tourism Activities;
 - (g) A member of the Plettenberg Bay Business Chamber appointed by the Executive Committee of the Business Chamber;
 - (h) A representative from a safety and security based organisation in Plettenberg Bay and/or Professional Services appointed by the Board;
 - (i) A representative from the Local Economic Development department of the Bitou Municipality, appointed by the Municipality;
 - (j) A further representative from the Bitou Municipality appointed by the Municipality;
 - (k) Not less than one representatives from disadvantaged communities appointed at the instance of the Board;
 - (l) Such additional representatives as shall be determined by the Board from time to time.
- (2) Once appointed, the Board shall appoint:-
- (a) Not less than one person from disadvantaged communities to represent such communities on the Board;
 - (b) An independent Executive or non-Executive Chairman to Chair Board meetings;
 - (c) An independent Secretary paid by the Association to take minutes and carry out other administrative tasks on behalf of the Association as may be determined by the Board from time to time;
 - (d) From their midst:-
 - (i) A Vice Chairman who shall be tasked with chairing meetings in the absence of the Chairman;

- (ii) A Treasurer;
 - (iii) Such other designated functionaries as may be deemed necessary for the good administration of the Association from time to time.
 - (e) Other than on the inaugural Board, Municipal or Council officials shall not be eligible to serve as Chairman, Vice-Chairman, Secretary, Treasurer or other functionary of the Board.
- (3) The inaugural Board of the Association shall comprise the following persons:-
- | | | |
|-----|--|-----------------------|
| (a) | Hotels | : - Ian Hunter |
| (b) | Guest Houses | : - Elizabeth Philips |
| (c) | Restaurants | : - Wayne Craig |
| (d) | Eco-Tourism | : - Tony Lubner |
| (e) | Sports | : - Daron Smit |
| (f) | Activities | : - Greg Vogt |
| (g) | The Business Chamber | : - David Wilms |
| (h) | Plettenberg Bay Crime Prevention Association/Professional Services | : - Bruce Richardson |
| (i) | Bitou Municipality | : - Dupre Lombaard |
| (j) | Bitou Municipality | : - Warren Muller |
- (4) It is recorded that the failure by the Bitou Municipality to appoint its representatives timeously or at all or the failure of any other member of the Board to take up his or her post on the Board shall not inhibit or delay the adoption of this constitution or the conduct of the Affairs of the Association;
- (5) The Board shall be empowered to amend the existing categories of representation set out in Clause 12 as read with clause 16(1) above and, in doing so, may reduce the number of categories or create further categories of membership so as to increase the number of members of the Board in which event an additional member or members of the Board will either, at the discretion of the Board, be appointed to the Board by the Board or elected as set out in clause 17 below as deemed appropriate by the Board;
- (6) The Board shall have the power to appoint sub-committees for any special purpose determined by the Board on such terms and conditions as shall be determined by the Board and the persons sitting on such sub-committees may not necessarily be members of the Board;

- (7) The Board shall have the power to co-opt third parties onto the Board or sub-committees for such purposes and for such duration as the Board shall determine whether or not such persons are members of the Association.

17. ELECTION OF THE BOARD AND MANAGEMENT OF THE AFFAIRS OF THE ASSOCIATION

- (1) Other than the inaugural Board appointed in terms of this constitution:-
- (a) Subject to the provisions of sub-clause the Board members shall be elected by each of the membership categories as detailed in clause 12 as read with Clause 16(1) above, or such additional or amended categories as may be determined by the Board from time to time in terms of Clause 16(5) above , at the first Annual General Meeting of the Association pursuant to the expiration of the three year period of tenure of Board members;
 - (b) The representatives of the Municipality shall be appointed by the Municipality at the discretion of the Municipality from time to time;
 - (c) The representative of the Business Chamber shall be appointed by the Business Chamber at the discretion of the Business Chamber from time to time;
 - (d) The representative from the safety and security based organisation and/or Professional Services shall be appointed by the Board.
- (2) Subject to the provisions of clause 16 and sub-clause (1) above, only a member of the Association in good standing may be elected to the Board;
- (3) Subject to the provisions of this constitution, each appointed or elected member of the Board shall hold office for a period of not less than three years, commencing after the Annual General Meeting at which they are elected and terminating at the conclusion of the Annual General Meeting held in the third year after their appointment provided that any such member may be re-elected as a member of the Board without restriction;
- (4) In order to provide for continuity of the Board in protection of the best interests of the Association, the electoral process shall be conducted so as to ensure that not more than thirty percent of the board is replaced at each elective AGM, providing that if more than thirty percent of the board elect to resign, the elective process shall be conducted in such a manner as to replace

the number of Board members who have resigned and consequently provide representation in all the categories of membership set out in Clause 12 as read with Clause 16(2);

- (5) Unless otherwise determined by the Board all electoral processes shall be conducted by a show of hands;
- (6) In the event that the Board determining that the election of one or more incoming Board members will unduly extend the duration of an Annual General Meeting, the Board may conduct such election prior to the Annual General Meeting using such fair and democratic process as shall be determined by the Board from time to time;
- (7) Any member of the Board shall forthwith cease to be a member of the Board:-
 - (a) Upon the passing of a unanimous resolution by the remainder of the Board members calling upon such member to be removed from the Board; or
 - (b) In the case of a Board member elected to his position by a sector of the tourism industry as defined in Clause 12 above, upon the passing of a special resolution by two thirds of the members of the Association in good standing who have joined the Association in that sector, at a special meeting called for that particular purpose by not less than thirty percent of the members in good standing belonging to such sector;
- (8) In the case of a meeting called in terms of sub-clause 6(b) above, the meeting shall be called a Sectorial Special Meeting and the rules and procedures for such meeting shall be the same as those for calling a Special General Meeting other than the fact that only members joining the Association through the sector in question shall be invited to such meeting;
- (9) In the event that a resolution is passed removing the member in question from the Board in terms of sub-clause (6) above, the Board member in question shall be removed from the Board forthwith upon the passing of the resolution and thereafter the Board shall conduct an election to elect a replacement, to which the members of that sector of the Association are invited to attend, in such a manner as shall be deemed fair and democratic by the Board;

- (10) Any member of the Board may resign from the Board at any time upon the presentation of a letter of resignation to the Chairman;
- (11) In the event of the removal or resignation of a member of the Board other than in terms of sub clauses (b) to (d) of sub-clause (6) above, the remaining members of the Board may, but shall not be required, to appoint a replacement member by way of a majority vote of such members which replacement member shall serve for the remaining period for which the Board that he is appointed to serves;
- (12) In the event that a Board member is unable to attend any meeting of the Board, such member shall be entitled to appoint either an alternate member of the Association in such Board member's sector to attend such meeting and vote on behalf of such Board member or to grant a proxy to another Board member to exercise a vote on behalf of such absent Board member. Such appointment or the granting of such proxy shall be in writing.
- (13) The management and control of the affairs of the Association shall vest in the Board which shall have full power and authority on behalf of the Association to do any act, matter or thing which could or might be done by the Association. In addition to such general powers and authority hereby conferred and without any way limiting such general power and authority, the Board shall specifically have the following powers: -
 - (a) to determine the policies, brand strategy and marketing plans for the conduct of tourism in the Bitou area;
 - (b) to vet and either approve or decline any application for the introduction of a new tourism category, function, event or product into the Bitou area;
 - (c) to appoint an Executive Chairman, Chief Executive Officer and/ or General Manager and such other employees, agents and servants for the performance of such permanent, temporary or special services as they deem fit, and to invest such persons with such powers as they may think necessary or expedient and to determine the duties and salaries, fees or emoluments payable to such persons as they may deem appropriate;
 - (d) to enter into dialogue and negotiations with any business or other entity of whatever nature in its endeavours to give fulfilment to the

objects of the Association and to reach agreement with such organisation on any matter affecting the interests of the Association or any one or more of the members of the Association;

- (e) to determine the nature of and proceed with such legal and other action as the Board may decide in its sole discretion either in the name of the Association or the names of any one or more of its members as shall be necessary to fulfil the objects of the Association and/or protect the rights or interests of one or more of its members;
- (f) to engage, instruct and pay for from Association funds, such legal counsel, attorneys and other experts or consultants as shall be required in the sole discretion of the Board to fulfil and enforce the objects of the Association generally or the rights of one or more members of the Association;
- (g) to execute any contracts in the name of the Association;
- (h) to make and give receipts, releases and other discharges for monies payable to the Association and make claims and demands on behalf of the Association;
- (i) to appoint persons who shall be entitled, on the behalf of the Association, to sign bills of exchange, cheques, receipts and negotiable instruments;
- (j) to make rules and regulations and introduce a code of conduct for the regulation of the affairs of the Association, its members, employees, agents and servants;
- (k) to delegate to any sub-committee all or any of the powers vested in the Board.

18. ANNUAL GENERAL MEETING OF THE ASSOCIATION

- (1) The First Annual General meeting of the Association pursuant to the adoption of this Constitution shall be held by not later than the 31st August 2013 at a venue determined by the Board. ;
- (2) Thereafter the Annual General Meeting shall be held prior to the 31st August in each subsequent year at a venue determined by the Board. A formal notice of the Annual General Meeting will be forwarded to each member at least 14 days prior to the date of the Annual General Meeting at the last e-mail or other

address for each member held by the Secretary in the records of the Association.

- (3) An agenda of matters to be raised and resolutions to be considered at such meeting shall accompany such notice.
- (4) The meeting shall be chaired by the Chairman or in his absence the Vice Chairman or in the absence of both the Chairman and the Vice Chairman by a member elected to preside over the meeting by those members present at the meeting.
- (5) The Chairman, Vice Chairman or other party presiding over the meeting shall enjoy a casting vote in addition to a deliberative vote in the event of an impasse at a meeting.
- (6) The business to be conducted at the Annual General Meeting will include:
 - (a) consideration of the annual report of the Chairman and the Executive Committee.
 - (b) consideration of the annual accounts prepared in accordance with Clause 24 together with the annual financial report of the Treasurer.
 - (c) consideration of any resolutions for alteration of the constitution in accordance with Clause 18(1) of which correct notice has been given or has deemed to have been given in accordance with such Clause.
 - (d) consideration of any other resolution of which correct notice has been given or is deemed to have been given.
 - (e) Election of members of the Board in terms of Clause 17(1) of this constitution.
- (7) The quorum at an Annual General Meeting shall be twenty percent of the members in good standing and entitled to vote. In the event that a quorum is not present within 15 minutes of the time at which the meeting is due to commence, the meeting shall be stood down and reconvened without further notice to members at the same venue and time seven days hence and the members present and in good standing and entitled to vote at such meeting shall constitute a quorum.
- (8) Any member whose annual fee and other dues are paid up to date shall be deemed to be in good standing and entitled to vote at any meeting of the Association.

- (9) Any member may by written proxy, in a form approved by the Board, appoint another member in good standing to represent such party's interests and vote on behalf of such party at any Annual General or special meeting of the Association.
- (10) Subject to the provisions of clause 20, any business, resolution or question to be dealt with at an Annual General Meeting of the Association shall be decided by majority vote of those present by a show of hands.

19. SPECIAL GENERAL MEETINGS OF THE ASSOCIATION

- (1) Any group of twenty or more members of the Association shall have the right to require that the Secretary give notice of a Special General Meeting of the Association by providing the Secretary with a written request for such meeting signed by the parties stating the reasons why the meeting is requested.
- (2) A meeting in terms of this clause shall be convened by the Secretary by notice of such meeting to be posted or delivered to each member not less than 14 days prior to the date of such meeting which notice shall contain an agenda of matters to be discussed at the meeting.
- (3) The quorum for a Special General Meeting of the Association shall be twenty percent of all members. If a quorum is not present upon the date fixed for the meeting and within fifteen minutes after the time fixed for the meeting, such meeting shall be dissolved and reconstituted seven days hence at the same time and at the same venue. At such reconvened meeting the members present and entitled to vote shall constitute a quorum.
- (4) Any business, resolution or question to be dealt with at a Special General Meeting of the Association shall be decided by majority vote of those present by a show of hands. The Chairman, Vice Chairman or in their absence other elected by those present to preside over the meeting shall have a casting as well as a deliberative vote in the event of an impasse.

20. VOTING PROCEDURE AT GENERAL MEETINGS

- (1) All members entering the venue of the meeting shall first report to the Board's designated representative/s at the entrance to the meeting who will check and ensure that such party's membership is current and the member consequently has a right to participate in the voting process at the meeting. In the event that

such member has the right to participate in the voting process, the member shall be given a voting card to be used in the voting procedures;

- (3) In the event that the member is attending the meeting as the representative of an association which is a member of the Association as described in clause 11(4), such member shall be required to present to the Board representative a letter signed by the Chairman of such association listing all members in good standing of such association and certifying that all such members listed are members in good standing. Upon presentation of such a letter, the Board representative shall endorse on the voting card the number of members in good standing of the association and consequently the number of votes which the representative member is entitled to exercise and such representative member will be entitled to exercise such number of votes at the meeting;
- (3) When voting is required on any issue, only members who are in possession of a voting card will be eligible to vote;
- (4) No person whose subscription is in arrears shall be entitled to vote at any meeting of the Association;
- (5) Except where otherwise specified, matters shall be decided by a show of hands. Each and every paid up member shall have one vote, either by being personally present, or by written proxy in a format approved by the Board and given to the chairman of the Association at least forty eight hours prior to the meeting, provided that in the event that the person exercising a vote is doing so on behalf of a duly constituted association representing one of the designated sectors of the tourism industry and recognised by the Board as such, such person may exercise the vote of all members in good standing of such association not in attendance at the meeting in question;
- (6) In that case where a ballot is required this shall be taken in such a manner as the Chairman of the Meeting directs, and the result of the ballot shall be the resolution of the Meeting and so entered in the book containing the Minutes of the proceedings of the meeting;
- (7) Save as is otherwise provided in this constitution, any business, resolution or question submitted to such meeting for a decision shall be decided by a majority vote of those present allocated a vote card, by a show of such card with one vote allocated per member.

- (8) The Chairman of any such meeting shall have a casting as well as a deliberation vote in the event of an impasse;
- (9) A declaration by the chairman of the meeting of the result of the show of cards shall be conclusive;
- (10) The election of members of the Board or any other matter which in the opinion of the Chairman and in excess of fifty per cent of the remaining members of the Board acting jointly, affects all members and cannot be satisfactorily resolved other than by a secret ballot by the members, may be determined by a secret ballot or postal vote;
 - (a) In the case of a postal vote, the Secretary shall prepare the necessary documentation for a postal ballot. The documentation in terms of this paragraph shall include the reason for the ballot and the draft resolution/s and the Secretary shall procure that such documents and resolution/s are distributed to all members of the Association to the addresses of members held in the Association records. Such documentation shall reflect the period within which members are to submit their vote for or against the resolution/s which period shall not be less than seven working days from the date of despatch of such documentation;
 - (b) A member shall vote for or against a resolution/s presented in terms of this clause by indicating on the draft resolution/s whether he or she is in favour of or against such resolution/s or exercising such choice as the members is requested to exercise and sending same in the manner as indicated on the resolution/s to the address indicated on such resolution to reach the recipient address on or before the date specified;
 - (c) The Chairman and Secretary shall jointly count the votes for and against the resolution/s in any secret ballot or postal vote and shall advise all members of the outcome of the ballot in writing.

21. BUSINESS MEETINGS

- (1) The Board will meet not less than every three months to conduct the ordinary business of the Association;

- (2) Such meetings shall be called on not less than seven days written notice of such meetings which notice shall be accompanied by an agenda of matters to be discussed at the meeting;
- (3) The requirement for notice may be waived by a unanimous decision of all members of the Board;
- (4) The quorum for a Business Meeting shall two thirds of the members of the Board provided that in the event that a quorum is not present upon the date fixed for the meeting and within fifteen minutes after the time fixed for the meeting, such meeting shall be dissolved and reconstituted seven days hence at the same time and at the same venue. At such reconvened meeting the members present and entitled to vote shall constitute a quorum;
- (5) Matters shall be determined at a business meeting by a simple majority;
- (6) The Chairman at a Business Meeting shall have a casting vote in addition to his deliberative vote in the event of an impasse;

22. ADJOURNMENT OF MEETINGS

The Chairman of any meeting may, with the consent of the majority of those present at the meeting and entitled to vote, adjourn the meeting to such place and at such time provided that no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

23. MINUTES

- (1) Minutes will be taken of all General, Special and Business Meetings of the Association which minutes shall be transcribed by the Secretary and be kept in a special minute file;
- (2) Such minutes shall be submitted at the next meeting for approval, and, subject to any alterations and corrections, signed by the Chairman as being a true and correct record of what took place at the meeting to which the minutes refer;
- (3) A summary of the minutes of the Annual General Meeting shall be available to all Members within thirty days of the Annual General Meeting;
- (4) Full minutes of the previous Annual General Meeting and any Special General Meeting held during the year shall be available to members on request via the selected Association electronic file, together with the Notice convening the

meeting, the Agenda for such Meeting and any financial statements presented at such meeting.

24. FINANCIAL CONTROL AND PRODUCTION OF ACCOUNTS

- (1) The Treasurer of the Association appointed in terms of this Constitution, shall be responsible for the financial affairs of the Association and shall account for all monies received, all payments made, investments made, held or disposed of by the Association;
- (2) The Treasurer shall ensure that proper accounting records are kept of all the financial affairs of the Association. A full report of the financial affairs of the Association shall be distributed to all members whenever so directed by the Chairman, but at least once per year prior to each Annual General Meeting;
- (3) The Treasurer shall, in particular:-
 - (a) Keep or cause to be kept a full and correct record of all monies received or spent by the association, and of the assets, liabilities and financial transactions of the association;
 - (b) Ensure that the accounting service provider providing accounting services to the Association submits as soon as is reasonably possible, but not more than one (1) month after the end of the financial year, all information, documentation and records so as to enable the Treasurer to verify the Balance Sheet and Income Statements and such comments as may be required for inclusion in the Annual Financial Statements;
 - (c) Procure that the Annual Financial Statements that would be tabled at the Associations AGM consisting of the documents referred to in sub-clause (b) above are true, correct and accurate;
- (4) All financial records kept and distributed in terms of this clause shall be endorsed by the Chairman, the Secretary and at least one other member of the Board and certified as a true and correct reflection of the financial transactions and records contained therein;
- (5) In the case that the Chairman or Board are unable to accept the annual financial statements, the Treasurer shall have the accounts audited and ensure that the audited or non-audited financial statement are duly produced and endorsed accordingly in time for circulation with the notice convening the Annual General Meeting;

- (6) The Financial year shall run from 01 July to 30 June of each year;
- (7) The accounting records and books of account of the association shall be kept at the e-file of the association and shall be available at all reasonable times for inspection or copying by any member;
- (8) The accounting records and books of account of the association shall be kept at the e-file of the association and shall be available at all reasonable times for inspection or copying by any member;
- (9) All money and negotiable instruments received by the Association shall be deposited forthwith in a bank account administered by the Association.

25. INTERPRETATION OF PROVISIONS

In the event that any doubt or uncertainty exists as to the interpretation of any of the provisions of this constitution or any rules, regulations or code of conduct promulgated in terms hereof, the determination of the Board as to the interpretation to be applied to such provision shall be final and binding on all members.

26. CAUSUS OMMISSUS

In the event that the provisions of this constitution are silent on any matter or matters in respect of which the Board deem it necessary or are called upon to make a decision, the Board shall be empowered to determine such issue or make such decision in a manner not inconsistent with the provisions of and the spirit and intent of this constitution and such determination shall be deemed to have been made in terms of this constitution.

27. AMENDMENT TO THE CONSTITUTION

- (1) The provisions of this constitution may be amended at an Annual General or Special Meeting of the Association called for such purpose provided that members are given due written notice of such proposed amendment or amendments as required in the holding of such meetings.
- (2) An amendment shall require a vote of not less than two thirds of those members in good standing in attendance at a duly constituted meeting.

28. INDEMNITY

Any member, officer or servant of the Association shall be indemnified by the Association against all costs, losses and expenses which he or she may incur or become liable for by reason of any act or thing done by him or her in good faith in the discharge of his or hers duties undertaken on behalf of the Association in good faith, unless the loss in question is caused by his or her own failure to follow the lawful instructions of the body or person in the Association duly authorised to give such instructions, gross negligence, dishonesty or breach of trust.

29. WINDING-UP OF THE ASSOCIATION

- (1) The Association may be dissolved by a resolution of a two thirds majority of the Members thereof;
- (2) In the event of such resolution being passed, the Chairman shall cause the Association to be liquidated in a manner to be determined by the Board and the surplus funds and assets of the Association after winding-up and after payment of all debts and obligations of the Association, provided that any such surplus exists, shall be transferred to such other association or organisation with similar aims and objectives as the Association, in whole or in part, as the Board shall determine;
- (3) On dissolution of the association the association chairman shall forthwith send a written notice advising accordingly to:-
 - (a) The Commissioner defined in Clause 1 of the Income Tax Act, 1962 (Act 58 of 1962), but no such notice shall be necessary if the Commissioner has failed or refused to grant the determination described in clause 8.1, and;
 - (b) The Director as defined in Clause 1 of the Fund-raising Act, 1978 (Act107 of 1978) if the Organisation is a registered Fund-raising Bureau as defined in that Act;
 - (c) The Western Cape Tourism (DMO) Destination Marketing Organisation Board.

Duly adopted at Plettenberg Bay this.....day of 2019.

NAME

SIGNATURE

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