



CONSTITUTION AND RULES

1. NAME

The name of the association is the Southern Africa & Indian Ocean Travel Organisers Association (hereinafter referred to as 'the Association'). The letters SATOA will be recognised as an abbreviation of the Association's name.

2. OBJECTIVES

- 2.1 The main objective of the Association is to increase traffic to Southern Africa & Indian Ocean by acting as a professional association.
- 2.2 To bring together organisations that qualify in promoting tourism to Southern Africa & Indian Ocean from the United Kingdom and Republic of Ireland.
- 2.3 To exchange ideas and improve marketing/tourism to Southern Africa & Indian Ocean.
- 2.4 To exchange ideas and improve co-operation within the Southern African & Indian Ocean travel industries.
- 2.5 To do all such other lawful things as are incidental to or conducive to the attainment of the above objectives or any of them.

3. MEMBERSHIP

- 3.1 Membership shall consist of Active Members and Overseas Members as defined below:

3.1.1 Member Countries

The member countries shall consist overseas members of the following Countries: Angola, Botswana, Comoros, Lesotho, Madagascar, Malawi, Maldives, Mauritius, Mozambique, Namibia, Reunion, Seychelles, South Africa, Swaziland, Tanzania, Zambia, Zanzibar and Zimbabwe.

3.1.2 Active Members

Active Membership shall consist of the following categories: Tourist Boards, Airlines operating to and within Southern Africa & Indian Ocean, Car Hire Companies, Tour Operators, Hoteliers and their Representatives, Land Transportation / Operators, Cruise Companies, Private Game Reserves and their Representatives, Representation, PR and Marketing Companies and Tourism Consultants. Membership shall be applicable to all those who have a prime interest in promoting Southern Africa & Indian Ocean as tourism destinations.

3.1.3 Overseas Members

Overseas Membership is to be offered to Southern African & Indian Ocean based companies with no representation or sales office in the UK, Republic of Ireland, Europe and Channel Islands.

3.1.4 Voting Rights

Each member shall be entitled to one vote.



3.2 **The Committee**

The Committee shall consist of the Executive Committee (Chair-person, Vice Chairperson and Treasurer), plus a cross-section of the active members from each category as defined under 3.1.2.

A Committee member will need to attend at least 50% of the meetings in any one-year and carry out his/her duties in order to remain on the Committee. If a Committee member does not attend said percentage or carry out allocated duties, they will not be eligible to run for the following year.

3.2.1 **Application for Membership**

Any application for membership will be processed by the Secretariat, and upon completion of the relevant forms, must be returned accompanied by the membership fee, plus the annual subscription at the rates applicable at the relevant time. All Tour Operators should hold the appropriate bonding.

3.2.2 **Committee Commitment**

If a committee member wishes to stand down from the committee, their place shall be either replaced or held open until the next committee election.

If the committee member leaves their member company, their space will either be held open until the next committee election. Or, should the member company wish to nominate an alternative candidate, this needs to be submitted to the Secretariat to be put to vote in the next general committee meeting.

3.2.3 **Resignation of Members**

A member wishing to resign from the Association shall give written notice of his/her intention to do so to the Secretariat.

3.2.4 **Change of Ownership**

Should any member dispose of or otherwise part with control of his/her business, he/she will immediately cease to be a member and shall notify the Committee. The company shall remain a member until the end of their paid membership year. The person who has acquired that business will be admitted to the appropriate class of membership of the Association without payment of any entrance fee or subscription fee for the remainder of the paid membership.

3.2.5 **Change of Name**

Should any member change the name of his/her business he/she shall immediately notify the Secretariat in writing of such change.

3.2.6 **Register of Names**

The Secretariat shall keep a register of members to whom he/she shall on election cause a copy of the Association's Constitution and Rules to be sent.

4. **SUBSCRIPTIONS**

- 4.1 Every member shall pay on being admitted to the Association an entrance/joining fee and every member shall pay an annual subscription Membership of the Association shall begin from the day payment is confirmed and cleared in the Associations bank account.



- 4.2 The annual subscription shall be payable in advance in respect of every member on his/her admission to membership and thereafter, 30 days before the end of their 12 month membership. Such entrance fee and subscription shall be deemed to be a debt due to the Association for the time being.
- 4.3 Membership can be chosen on either Gold or Silver Level, and payment needs to be confirmed before participation in any activity. Payment must be made to the Association by cash, cheque or bank transfer (including payment of bank fees / charges).
- 4.4 The annual membership fee should be proposed by the Treasurer and ratified by the committee prior to the Annual General Meeting set out in 6.1.

5. **DISQUALIFICATION AND EXPULSION OF MEMBERS**

- 5.1 Should any member:
 - 5.1.1 cease to hold qualifications necessary for membership, or
 - 5.1.2 fail to pay the entrance fee or subscription fee due to the Association within one month after the posting of notice to that member requiring such payment, or
 - 5.1.3 offend against the rules of the Association or be guilty of conduct which in the opinion of the Committee is prejudicial to the interest of the Association.

The Committee shall have power to expel any such member of resolution in favour of which not less than three quarters of those present at the meeting of the Committee referred to in 5.2.2 defined for such period as the Committee may determine. Provided however that any such resolution while having effect as hereinafter set out in 5.2, shall nevertheless be further subject to ratification or otherwise by the Association in General Meeting.

- 5.2 Every member referred to in 5.1 shall be:
 - 5.2.1 given at least seven days notice before the meeting of the Committee, at which the resolution referred to in 5.1 is intended to be proposed, of the proposed resolution and the date and place of the proposed meeting of the Committee, and
 - 5.2.2 entitled to attend that meeting of the Committee (either in person or by authorised representation) and to make representation on the proposed resolution of the Committee.
- 5.3 The effective date of expulsion or suspension shall be 14 days from the date of the Committee meeting held under Clause 5.2 in which time the member concerned shall have the right to present further evidence to the Committee, which evidence shall not bind the Committee in any way.

6. **MEETINGS**

- 6.1 An **Annual General Meeting** of the Association shall be held in every year before 31st August at such place and time as may be determined by the Committee / Secretariat and fifteen months shall not elapse without an annual general meeting.

Members will be required to cast their votes for the new Committee, by email, fax or written letter prior to the Annual General Meeting taking place. This should be sent to the Secretariat no later than two days in advance.



A committee meeting must be held no less than 1 week prior to the Annual General Meeting in order to establish business to be discussed and finalised. At the Annual General Meeting the following business shall be conducted:

- 6.1.1 the presentation and (if accepted) the passing of the accounts of the previous financial year ended 31st May prior to the meeting which accounts shall first have been audited by an appointed Executive Committee Member.
- 6.1.2 the appointment of officers
- 6.1.3 such other business as shall have been agreed by the committee previously and communicated to the Secretariat and included in the notice of the meeting sent by him/her to the members.

6.2 **Extraordinary General Meeting**

Within seven days after receipt by the Secretariat of the Association of a requisition stating the objects of the meeting and signed by not less than four Members, a notice convening the meeting shall be sent by the Secretariat in accordance with clause 7.4 hereof.

6.3 **Ordinary General Meeting (Committee meeting)**

Not less than **two** ordinary meetings shall be held in every year at such times and places as may be determined by the members.

6.4 **Notice**

Notice of any meeting shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in writing and posted or delivered to all members not less than 14 days and not more than 28 days before such meeting.

7. **PROCEEDINGS AT ALL MEETINGS**

- 7.1 No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Not less than **four** Committee Members of the Association shall constitute a quorum.
- 7.2 If within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting if convened upon requisition of members shall be dissolved, in any other case it shall be reconvened at a suitable time and venue as agreed by the Chairperson of the Association, and not of the Meeting.
- 7.3 The Chairperson of the Association or in his/her absence the Vice-Chairperson of the Association shall preside at every General Meeting. If there is no Chairperson or Vice-Chairperson present within 30 minutes after the time appointed for the meeting, the members present shall choose someone of their number to be the Chairperson of the meeting.
- 7.4 On a poll, votes may be given personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer or if the appointer is a corporation either under seal or under the hand of an officer duly authorised. The instrument appointing a proxy shall be deposited with the Vice-Chairperson/Secretariat of the Association not less than forty-eight hours before the time of holding the meeting at which the person named in such instrument proposes to vote.
- 7.5 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a further single casting vote.



- 7.6 Every member of the Association shall have the right to attend meetings of the Association and shall have the right to vote. No member shall be entitled to vote at any meeting unless all the monies then due from him/her to the Association have been paid.

8. ALTERATION OF RULES

- 8.1 No resolution having the effect of altering or adding to the Constitution and Rules of the Association shall be considered at any General Meeting unless two members of the Committee have proposed it.
- 8.2 No rule of the Association shall be repealed or altered, and no new rule shall be made, except by a majority of not less than three fourths of the votes of such members, as being entitled so to do, vote in person or, by proxy, at a Meeting the notice of which shall have contained particulars of the proposed alternation or addition.

9. ASSOCIATION OFFICIALS

The Committee shall govern the Association. The Association shall elect annually from its members:

- 9.1 a person who shall hold office as Chairperson of the Association. A Chairperson's term of office shall be restricted to four years in succession and he/she shall not be eligible for re-election as Chairperson until the second Annual General Meeting after the date on which he/she last held office as Chairperson.
- 9.2 a Vice-Chairperson
- 9.3 an Honorary Treasurer

10. POWERS OF THE COMMITTEE

The Committee shall have the power to:

- 10.1 admit or refuse application for membership.
- 10.2 take and impose disciplinary action against members.
- 10.3 represent the Association in its dealings with Government, Governmental or other authorities or agencies, and the general public and enter into arrangements for the benefit of the Association.
- 10.4 open and operate one or more banking accounts. Cheques drawn on the accounts shall be signed by the Treasurer and countersigned by one Committee Member, provided that such member shall have submitted a specimen signature to the Association's bank. With online banking, payments may be made by the Treasurer and / or Secretariat as well.
- 10.5 appoint such standing committees and sub-committees as shall be necessary for the purpose of undertaking or delegating special work, subject always to control by the Committee.
- 10.6 institute or defend all legal proceedings on or behalf of the Association.
- 10.7 arbitrate on disputes within the Association between members.
- 10.8 introduce such regulations (not inconsistent with the Constitution and Rules) as it may deem necessary for proper conduct of the Association's activities.



- 10.9 subject to the Constitution and Rules, do all such things as it may consider conducive to the interests and good management of the Association for the promotion of its objectives.

11. **FINANCIAL RULES**

The accounts of the Association shall be kept by the Honorary Treasurer and shall be open for inspection at any reasonable time upon application by any member of the Association. As soon as possible after the close of each financial year, the audited balance sheets shall be prepared and submitted to the members of the Annual General Meeting.

12. **BOOKS**

The books to be kept by the Association shall include:

- 12.1 A proper record of Minutes of Meetings to be kept by the Secretariat
12.2 A proper Book of Accounts to be kept by the Honorary Treasurer

13. **NOTICES**

- 13.1 The accidental omission to give notice of any Meeting to any member or the non-receipt of any member of notice of any such meeting shall not invalidate the proceedings at that meeting.
13.2 Any notice shall be deemed to have been properly given to a member if given to that member personally, sent by pre-paid mail or email to the last known address of that member and any notice sent by post or email shall be deemed to have been delivered on the seventh day following the day of posting.

14. **REPRESENTATION**

- 14.1 Representation on behalf of the Committee of the Association shall not be made to any person, public body or governmental department unless the Chairperson or nominated representative has been informed beforehand of the nature and purpose of such representation.
14.2 In the event of any Committee Member, disagreeing with the view taken up by the majority of the members, the minority of Committee Members shall have the right to require that any representation made to those mentioned in paragraph 14.1 on behalf of the Association shall indicate the names of the minority at their request.

15. **SECRETARIAT**

The Secretariat is employed by the Association and is to do as the Committee instructs. The Secretariat will be held with a representation company / individual for the period of 3 years. Following the 3 year contract, the Association will go out to interested parties, including the current secretariat to tender for the business on or before the 1st April with a submission deadline in place for the 1st May

The Committee will vote on the new company, agree the fees to be paid (following presentations) and the new Secretariat will be announced at the Annual General Meeting.

16. **CHARITY MEMBER**



- 16.1 The Association will contribute to its chosen charity for the duration of the SATOA financial year, 1 June to 31 May. The charity must be a small, personal charity involved in the community, conservation or both.
- 16.2 The selection process will take place as follows:
- The charity member will be nominated by members, up to one month prior to the AGM.
 - The list of nominations will be sent to the members to vote.
 - The charity member will then be voted for and confirmed, at the AGM from the nominated shortlist.
- 16.3 SATOA will hold a specific sponsorship raffle at each event for the appointed charity. All monies raised with each raffle will be donated to the charity.

17. **WINDING UP**

In the event of the Association being wound up, its assets should be distributed in the following order:

- 17.1 firstly, in payment of all liabilities.
- 17.2 secondly, in refunding the unexpired portion of members subscriptions.
- 17.3 thereafter the remainder as may be determined by the Committee at a meeting convened for that purpose.

18. **HEADINGS**

The headings in this Constitution and Rules shall not be taken as part thereof, or in any manner affect the interpretation or construction of the same.

19. **DEFINITIONS**

Committee – the committee as a whole shall consist of up to 10 members.

Executive Committee – consists of Chairperson, Vice-Chairperson & Treasurer.

Quorum – Not less than 4 Committee members.