

CONSTITUTION OF THE GANSBAAI ASSOCIATION FOR TOURISM

1. NAME

The name of the Association shall be GANSBAAI TOURISM ASSOCIATION (2007).

2. LOCATION

The office of the Association shall be in Gansbaai. (in the Overstrand Municipal area).

3. MISSION STATEMENT

The Association will strive:

- 3.1 To promote and market Gansbaai as a prime Tourism destination (2007);
- 3.2 To ensure vibrant and clean industrial and business centres for a culturally active, harmonious and gainfully employed local community;
- 3.3 For the provision of commercial and tourism products to satisfy the needs and standards of residents and tourists; and
- 3.4 For Economic advantage to all members and residents, who are seen as shareholders in the tourism industry.

4. OBJECTIVES

The objectives of the Association shall be:

- 4.1 To make known and promote the attractions of Gansbaai and the surrounding areas, its scenic beauty, climate, places of interests, leisure activities and industry, through advertising, press releases, illustrated material, films or any other medium.
- 4.2 To promote, organize or manage exhibitions, festivals, displays, sports events, entertainment, tours and attractions in the tourist area of Gansbaai.
- 4.3 To work with the Government, the Department of Tourism, The Provincial Government, Overstrand Municipality (2007), Overstrand Destination marketing organization, press or any other parties or service organisations who aim to promote Gansbaai and its surrounding areas.
- 4.4 To work together with other official or non-official bodies, societies, regional or national, whose objects are the same or complement those of this Association.
- 4.5 To establish and maintain an information and tourism bureau.
- 4.6 To initiate or support any scheme or undertaking which aims to promote the prosperity of Gansbaai
- 4.7 To assist the ODMO in an advisory capacity to develop and appropriate tourism infrastructure and products including sightseeing attractions,

accommodation, transport and shopping facilities and to increase the revenue and employment generated from tourism and commerce in Gansbaai by assuming the relevant publicity and marketing functions.

5. POWERS

The association shall hold a Service Level Agreement (SLA) with the ODMO.

The Association will have the following powers:

- 5.1 To own any movable or immovable property including intangibles; to possess, to buy, to sell, to cede, or receive in session, to rent, to let or sub let, to dispose of, to mortgage or to bond, to give or take as security, to give or take any business or other right over, to deal with or about and in general try to undertake any legal action about and obtain or relinquish any right pertaining to the said property.
- 5.2 To borrow or receive money and obtain any kind of loan and to secure the loan in any way considered necessary, on the express condition however that no loan may be requested without the permission of the local government, and any such loan may not be applied for running expenses.
- 5.3 To make advancements and give loans, with or without security under conditions set by the Management Committee.
- 5.4 To insure the assets of the Association against fire and/or any other risks.
- 5.5 To take people or bodies into service on agreed conditions and to remunerate them.
- 5.6 To open and operate bank accounts.
- 5.7 To invest the funds of the Association with a recognized financial institution in the Republic of South Africa.
- 5.8 To conduct any business for or without gain provided the said business is in the interest of Gansbaai, is not detrimental to any existing business and that any financial gain is used to further tourism in Gansbaai.
- 5.9 In general to act in any way that enhances or coincides with the above mentioned aims of the Association and/or that promotes these aims.

6. MEMBERSHIP

- 6.1 Compulsory subscribing membership shall be open to Accommodation Establishments in the Gansbaai area who have the necessary statutory requirements as set out by local government.
- 6.2 Subscribing membership shall be open to Traders, businesses, industrialists, financiers, companies, associations, organizations, merchants, shopkeepers or institutions of whatever nature who apply for such.
- 6.3 Each business which applies in terms of 6.2 above will have one vote at a General Meeting.

- 6.4 Individuals (not carrying on a business in terms of clause 6.2) who apply. Individual members will also have a vote at a General Meeting.
- 6.6 Members of other Tourism Bureaux as country members. Such members shall have no voting powers unless full membership is granted them.
- 6.7 Membership is renewable annually

7. CANCELLATION OF MEMBERSHIP

In the following circumstances membership will terminate:

- 7.1 In the event of a member giving written notice of his intention to resign and on condition that he gives notice at least 3 (three) months before the end of the financial year. He will be responsible for his membership fees for the financial year in which he resigns.
- 7.2 When membership is terminated by the Management Committee in terms of clause 8.

8. TERMINATION OF MEMBERSHIP

The Management Committee will have the authority in the following circumstances to suspend a member of the Association after due notice has been given to the member and redress having being afforded:

- 8.1 In the event of membership fees being 60 days in arrears.
- 8.2 In the event of a member, at the discretion of the Management Committee, acting contrary to the objectives and constitution of the Association.
- 8.3 If the behaviour of a member is such that, at the discretion of the Management Committee, it makes him unsuitable to stay on as a member of the Association.
- 8.4 When an accommodation member's statutory rights to trade are withdrawn by Council or for any other legal reason.

9. SUBSCRIPTIONS (Membership Fees)

- 9.1 Membership fees will be determined by the Management Committee from time to time in respect of the different categories of membership as set out in clause 6. The Management Committee will after consideration of the facts have the final say to determine in which category a member will be categorized.
- 9.2 All new members will pay joining fees equal to 25% (twenty five percent) of their annual subscriptions.
- 9.3 Subscriptions will be due and payable on application and acceptance of membership and thereafter within 3 (three) months of the start of the financial year.

- 9.4 New members will pay subscription on a pro rata basis with effect from the month during which they are admitted as new members.
- 9.5 The Local Town Council does not pay membership fees.

10. FINANCIAL ADMINISTRATION

- 10.1 The finances of the Association shall be controlled by the who will receive subscriptions and shall make such payments as approved by the Management Committee.
- 10.2 Proper books of account shall be kept of money received and expended by the Association.
- 10.3 The Association's financial year shall be from 1 July of one year to the last day of June of the next year.
- 10.4 All cheques of the Association must be authorized (2007) by two of the following people: Chairman, Vice-Chairman or Treasurer.
- 10.5 The accounts of the Association shall be audited at least once in every year by a qualified auditor or by some suitably qualified person appointed by the Association at its annual General Meeting. This audit must take place prior to the Annual General Meeting.(see 10.6)
- 10.6 The Treasurer of the Association shall not later than the 31 st of July in each year deliver to the Accountant a full set of the financial documents; to draw up the financial statement which will then be submitted at the Annual General Meeting. The report of the auditor or such other suitably qualified person must be available to the members as soon as it is received. In the event of an auditor not being able to fulfil his duties in terms of his appointment, the Management Committee will have the authority to appoint another person until the next Annual General Meeting.)
- 10.7 The Management Committee will have the right to open bank accounts in the name of the Association as they deem fit.
- 10.8 The Association must yearly, but not later than six months after the end of the financial year, deliver a report in respect of its affairs and activities during the financial year together with it's audited financial statements as well as a budget for the next financial year and accompanying business plan, to the Chief Executive Officer of the local government, and such report, financial statements and budget must be tabled at the next meeting of the local government for perusal and consideration.

11. COMMITTEES AND THEIR POWERS

- 11.1 (i) A Management Committee shall be elected at every Annual General Meeting to manage the affairs of the Association for the ensuing year. The Committee will comprise of not less than 8 (eight) and not more than 12 (twelve) members, plus at least one representative from the local government (2007).
- 11.1 (ii) The Management Committee must be divided into 2 subcommittees namely a subcommittee for Development and a subcommittee for

Marketing: provided that a minimum of 4 members must be appointed in any subcommittee. (2007)

- 11.1 (ii) At least three of the present members should be re-elected to ensure continuity.
- 11.2 At every Annual General Meeting a chairman of the Management Committee must be elected who will also act as chairman of the Association.
- 11.3 At least two of the member of the Management Committee shall be nominated from the ODMO and shall have voting rights.
- 11.4 The CEO of the DMO will serve on the Committee but will not have voting rights.
- 11.5 Nomination forms to be sent out prior to the meeting. The nominations received shall be sent out to the members.
- 11.6 The Management Committee shall at the first meeting after the Annual General Meeting elect from its members a Vice-Chairman, Secretary and Treasurer. Should 2 (two) or more members be proposed and seconded for either appointment, the final decision shall be made by ballot. At the same meeting the Management Committee members will also be allocated to respectively the subcommittees for Development and Marketing.
- 11.7 (i) Any vacancy in the office of Chairman, Vice-Chairman, Secretary and Treasurer arising in the Management Committee during the period from one Annual General Meeting till the next, shall be filled at a meeting of the Management Committee from amongst its members.
- 11.7(ii) The Chairman shall have a casting vote at any management Committee Meeting.
- 11.7 (iii) The Management Committee shall have the power:
 - (a) To purchase, rent, or obtain in any other way movable or immovable property which may be necessary for the accommodation of the Association's offices or for any other purpose that the Association might require and to keep, sell, rent, pledge or dispose of such property or share thereof as the Management Committee may decide, on condition however that the acquiring or alienation of any immovable property will be subject to the approval of the majority of members at a general or special meeting.
 - (b) To make provision for the buying and leasing of all necessary material and equipment for office purposes.
 - (c) To arrange procedures at the meetings of the Management Committee.
 - (d) In general to take any steps in order to promote and/or give effect to the declared objectives of the Association.
 - (e) To refer specific functions to the appropriate subcommittee for further consideration and finalisation of the task.
 - (f) To draw a budget of income and expenses, and to allocate funds to every subcommittee as well as specific projects.

- 11.4 The Subcommittees for Development and Marketing respectively will at their first meetings to be held after the annual general meeting, elect from their members a chairman and vice-chairman: provided that the chairman of the Management Committee may not be elected in any such positions.

12. EXECUTIVE COMMITTEE

- 12.1 The Executive Committee of the Association will comprise of the Chairman, Vice-Chairman and Treasurer and Secretary of the Management Committee, as well as the chairmen of respectively the subcommittee for Development and the subcommittee for Marketing.
- 12.2 The Executive Committee may decide over and finalise any matter over which the Management Committee is authorised, but only in the event where the Management Committee, due to the urgency and seriousness of the matter, cannot make a decision at its meetings held in terms of clause 17. The Management Committee may in turn refer matters to the Executive Committee for finalisation.

13. GENERAL MEETINGS

The Association shall hold its annual General Meeting within three months of the beginning of each financial year for the purpose of:

- 13.1 Receiving the annual report of the Management Committee for the past year's activities.
- 13.2 Receiving the financial statements and audited balance sheet.
- 13.3 Election of the members of the Management Committee.
- 13.4 A special General Meeting will be held in the following circumstances:
- 13.4.1 When the Management Committee decides thereto;
- 13.4.2 On receipt of a written request signed by not less than 10 members of the Association. In such circumstances the members must set out the reasons why such a meeting must be held and no other business may be discussed at such a meeting.
- 13.5 The secretary shall not less than 14 days before any General Meeting of the Association issue to all members a notice of the meeting setting out the time and place thereof and the business to be discussed and any motion of which notice has been given.
- 13.6 The quorum at any General Meeting shall be one sixth of the total membership. If however within 15 minutes of the time appointed, the meeting is not constituted by virtue of a lack of a quorum, the meeting shall stand adjourned without further notice for one week, thereafter to be held at the same time and place regardless of the number of members present.
- 13.7 The Chairman of the Association will act as Chairman of the Annual General Meeting of the Association or in his absence, the Vice-Chairman. In the absence of the Chairman and Vice-Chairman one of the members of the Management Committee can be elected as Chairman of the Annual General

Meeting and in the absence of such a member, one of the members present can be elected as Chairman.

14. VOTING

Any matter requiring a vote at any meeting shall be decided by a show of hands except when electing a new Management Committee, which shall be by secret ballot.

14.1 At the Annual General Meeting, proxy votes will be allowed under the following conditions:

14.1.1 The member must hand in their written proxy to the secretary / at the Bureau at least 24 hours before the meeting.

14.1.2 Any one member may carry a maximum of 3 (three) proxy votes.

15. OFFICE MANAGER / MANAGERESS

The day to day running of the Association shall be conducted by an Office Manager / Manageress, appointed by the Management Committee. Such Manager or Manageress shall be responsible to the Management Committee, and to which he/she shall act as advisor. The powers of the Manager /Manageress shall be as are determined and delegated to him/her from time to time by the Management Committee.

16. ABSENCE OF COMMITTEE MEMBERS

In the event of a member being absent from three consecutive management committee or subcommittee meetings without apology to the Chairman or Vice-Chairman, such member's membership of the committee will immediately lapse.

17. MEETINGS

17.1 The Management Committee will meet for at least 10 (ten) times a year, on condition that special Management Committee Meetings at request of the Chairman, and in his absence the Vice-Chairman may be held after at least 48 hours prior notice was given to members.

17.2 The Executive Committee meets when in the discretion of the chairman, and in his absence, the Vice-Chairman, deems it necessary, after at least 12 (twelve) hours prior notice was given to members.

17.3 The subcommittees for Development and Marketing will arrange meetings as they deem fit.

17.4 A quorum shall consist of one more than fifty percent of the members of the Management Committee, Subcommittee or Executive Committee.

18. DISSOLUTION OR AMALGAMATION

The Association may dissolve or be liquidated or amalgamate with another body or Association by a two third majority of the members present at a Special General Meeting that will be held according to clause 13 of the constitution. In the event of the Association dissolving, the assets of the Association will be transferred to

another Association as determined by the Management Committee of the Association in their sole discretion.

19. INSPECTION OF BOOKS

Every member shall have free access during business hours to the minute books of the General Meetings of the Association as well as all other minutes, accounts and documents, but will not have the authority to remove such documentation without the consent of the Chairman of the Association.

20. MINUTES

Proper minutes shall be kept of all meetings.

21. AMENDMENT OF CONSTITUTION

The constitution of the Association may be amended or added to by the members of the Association at any General Meeting or Special General Meeting of the Association provided that:

21.1 Notice of any proposed amendment or addition shall be given to the members of the Association at least 14 (fourteen) days before the particular General Meeting in question is held.

21.2 The proposed amendment or addition to the constitution be approved by $\frac{2}{3}$ (two-thirds) of the members present at General Meeting.

22. DISPUTE

The English version of the Constitution is the official version (2007).

23. DATE OF COMMENCEMENT

This constitution was adopted at a General Meeting of the Association held on 21 August 1995 at Gansbaai.