

# CONSTITUTION OF SALDANHA BAY TOURISM ORGANISATION (Effective November 2006)

## **1 NAME AND DESCRIPTION**

- 1.1 The name of the organisation is SALDANHA BAY TOURISM ORGANISATION, herein referred to as the Organisation, which is a unified tourism body with its own legal personality and which operates primarily within the jurisdiction of the Saldanha Bay Municipality, herein referred to as the Municipality.

## **2 PURPOSE AND AIM**

- 2.1 To act as an executive and co-ordinating organisation for the promotion of sustainable tourism and tourism development in the municipal region by means of a strategic partnership with the Municipality.
- 2.2 To negotiate, maintain and execute an annual Service Level Agreement (SLA) with the Municipality with the purpose of governing, funding and managing tourism in the municipal region.
- 2.3 To act as the representative body, by means of membership, for all private tourism businesses and other interested stakeholders in the municipal region.
- 2.4 To facilitate and maintain interaction between its offices, its members and the Municipality.
- 2.5 To liaise with the Regional Tourism Organisation (RTO), Destination Marketing Organisation (CTRU) and any other appropriate tourism body.
- 2.6 To obtain and maintain accreditation from CTRU.

## **3 VISION AND MISSION**

- 3.1 The vision of the Organisation is:
- To create a unique place and people experience
- 3.2 The mission of the Organisation is:
- To establish a sustainable, unified, inclusive, accredited and recognized Local Tourism Organization that:
    - is committed to developing new tourism products, markets and service providers;
    - supports and develops existing infrastructure and products;
    - is working jointly with government and private sector with the active participation of the local community.

## **4 MEMBERSHIP**

### **4.1 MEMBERS**

- 4.1.1 Any person, company or body corporate residing or trading within the the Saldanha Bay Municipal region are entitled to apply to be members of the Organisation.
- 4.1.2 To qualify for membership of the Organisation, an applicant must:
- accept this constitution;
  - pay in full the prescribed subscription fee(s) as ratified at each AGM;
  - fulfil the membership criteria as ratified at each AGM;
- 4.1.3 All members are entitled to vote at annual and special general meetings of the Organisation. Each member holds one vote, per membership category (ie business stream).
- 4.1.4 All members are entitled to participate in the governance of the Organisation by seeking nomination and election to any of the governing committees as defined in GOVERNANCE.

### **4.2 AFFILIATE MEMBERS**

- 4.2.1 Any persons, companies or bodies corporate from outside the Municipal region may apply to become Affiliate Members.
- 4.2.2 The EXCOM may at its discretion, decide to refuse an application for Affiliate Membership.
- 4.2.3 Affiliate Members may share in those benefits of membership as decided by the EXCOM.
- 4.2.4 Affiliate Members may not participate in the governance of the Organisation

### **4.3 HONORARY MEMBERS**

- 4.3.1 Honorary Membership may be bestowed on individuals.
- 4.3.2 Honorary Membership will be proposed and ratified at a GENCOM.
- 4.3.3 Honorary Members have the same rights as Members.

### **4.4 HONORARY PRESIDENT**

- 4.4.1 An Honorary President may be confirmed at the AGM.
- 4.4.2 The Honorary President will have the same rights as Members.

## 5 GOVERNANCE

5.1 The Organisation shall establish the following governing committees, which shall wherever possible be representative of the demographics of the local community:

COMMITTEE	ABBREVIATION	MEETING FREQUENCY
General Committee	GENCOM	quarterly
Executive Committee	EXCOM	2 monthly
Marketing Committee	MARCOM	2 monthly
Development Committee	DEVCOM	monthly
Administrative Committee	ADCOM	monthly
Local Tourism Association	LTA	monthly
Tourism Forum		on request

5.2 A committee may continue to function notwithstanding the fact that, due to the resignation of a member or any other justifiable reason it does not have the requisite number of members.

### 5.3 GENCOM

5.3.1 The GENCOM shall consist of 19 delegates to be comprised of:

- The EXCOM;
- The Chairperson (or representative) of each LTA;
- 2 Councillors;
- 2 Municipal officials.

5.3.2 The functions of the GENCOM are:

- Provide strategic direction
- Decision making and preparation of presentation for final approval to the municipality

### 5.4 EXCOM

5.4.1 The EXCOM shall consist of 9 delegates to be comprised of:

- Chairperson;
- Deputy Chairperson;
- Secretary;
- Treasurer;
- Chief Executive Officer;
- The Chairperson (or representative) of MARCOM;
- The Chairperson (or representative) of DEVCOM;
- 2 Municipal officials;

5.4.2 The functions of the executive committee are:

- Advise on project selection and prioritisation by the Organisation and approval according to delegation of powers;
- Ensure that the constitution of the Organisation is adhered to;

- Monitor long term objectives of the Organisation and ensure that the organisation's plans are implemented;
- Monitor and manage the Organisation's finances in partnership with the Municipality;
- Source partnership agreements to enhance the performance of the Organisation;
- Lobby funding from various institutions such as government bodies and the private sector;
- create a platform for closer working relationships with other LTOs, the Municipality and the DMO.

## **5.5 MARCOM**

5.5.1 The MARCOM shall consist of no more than 7 delegates to be comprised of:

- Chairperson;
- Representatives of LTA's - determined on a skills basis;
- Sub committees based on predetermined themes &/or projects.

5.5.2 The functions of the MARCOM are:

- Monitor tourism activity and growth;
- Ensure that the marketing strategy of the Organisation is aligned to the strategy of the DMO and the Municipality;
- Brochure, advertising, media and shows and exhibition management;
- Work in partnership with the DMO;
- Ensure that the Organisation focuses on the destination marketing of the region and not on towns or the products;
- Build tourism awareness in the local community.

## **5.6 DEVCOM**

5.6.1 The DEVCOM shall consist of no more than 5 delegates to be comprised of:

- Chairperson;
- 1 (one) official employed by the municipality;
- 1 Municipal official.

5.6.2 The functions of the DEVCOM are:

- Ensure buy-in and support from the local community;
- Assist emerging tourism and tourism-related entrepreneurs to enter the mainstream tourism market;
- Work with the Municipality's relevant business strategy unit in its task to implement a development strategy for the municipal region;
- Work in partnership with the DMO;
- Ensure that information on grants / funding is available and clearly communicated to potential product owners and/or members;
- Monitor tourism development and linkages to marketing in each town;
- Assist with product development to satisfy the market.

## **5.7 ADCOM**

5.7.1 The ADCOM shall consist of no more than 7 delegates to be comprised of:

- Chairperson – who shall be the Chief Executive Officer;
- Information office officials;
- EXCOM Treasurer.

5.7.2 The functions of the administrative committee shall be:

- Policy formulation and implementation;
- HR Management;
- Financial Management;
- Management of the information offices;
- IT and Communication Management;
- Control and reporting;
- Membership administration.

## **5.8 LTA**

5.8.1 LTA's are semi-autonomous satellite bodies within the Organisation and therefore are bound at all times by the provisions of this constitution.

5.8.2 Each LTA will draw up their own set of rules and procedures to reflect their individual circumstances and goals.

5.8.3 The LTA rules and procedures must not conflict with this overall constitution.

5.8.4 The functions of the LTA are:

- Promotion of the town/village;
- Product marketing;
- Development opportunity identification and integration;
- Event management and fundraising;
- Co-ordination of safety and security;
- Implementation watch-dog.

## **5.9 TOURISM FORUM**

5.9.1 The Tourism Forum shall consist of members of the EXCOM and Municipality officials as the situation may require.

5.9.2 The functions of the Tourism Forum are as follows:

- Strategy and policy development;
- Problem identification and solving;
- Preparation of presentations to Municipality.

## **6 MEETINGS**

### **6.1 ANNUAL GENERAL MEETING (AGM)**

6.1.1 An AGM of members should be convened whenever possible within two months after conclusion of the fiscal year.

6.1.2 The agenda for the AGM should provide for no less than the following items:

- Welcome, constituent and attendance register;
- Approval of minutes of previous AGM and matters arising;
- Chairperson's report;
- Financial report;

- Ratification of membership fees;
- Ratification of membership criteria;
- Additional agenda items;
- General items from the floor;
- Election of the following members of the EXCOM:
  - Chairperson
  - Deputy Chairperson
  - Secretary
  - Treasurer
  - MARCOM Chairperson
  - DEVCOM Chairperson
- Closure.

6.1.3 The quorum of the Annual General Meeting is the total of:

- 20 members  
plus
- 10% of the balance of the members.

6.1.4 In the event that a quorum is not achieved, then the meeting must be postponed for no less than 14 days and at the next meeting those present shall constitute the quorum.

6.1.5 The AGM will be presided over by the current Chairperson of the EXCOM.

6.1.6 If the Chairperson is absent, the Deputy Chairperson will act as chairperson for that meeting; or if both the Chairperson and the Deputy Chairperson are absent, the members present will elect one of their ranks to act as chairperson for that meeting.

6.1.7 The current Secretary of the EXCOM will record the minutes.

6.1.8 Proxy votes may be submitted by absent members, but must be received by the EXCOM Secretary not less than 48 hours prior to the start time of the AGM

6.1.9 Decisions required by the AGM (except election of office bearers) will be taken by a show of hands. The majority will be deemed to decide for the meeting. In the event of an equal vote, the Chairperson will have the deciding vote besides his own vote. Proxy votes will count, but are restricted to one proxy per attending member.

6.1.10 In the election of office-bearers, the following procedure will apply:

- 6.1.10.1 Each candidate must be nominated and notified to the Secretary of the EXCOM no less than 14 days prior to the date of the AGM;
- 6.1.10.2 Candidates may be nominated for more than one office;
- 6.1.10.3 Candidates must have accepted their nomination and must present to the Secretary a brief CV or statement of credentials no less than 7 days prior to the date of the AGM;
- 6.1.10.4 The Secretary will produce to the AGM a voting sheet which lists all candidates for each office;
- 6.1.10.5 Each candidate present at the AGM will be given the opportunity to verbally present their credentials;
- 6.1.10.6 Each member will mark their voting sheet to reflect only one candidate per office.
- 6.1.10.7 Votes will be counted by at least two independent tellers, as appointed in advance by the EXCOM

- 6.1.10.8 From the point at which the votes have been counted, one teller will run the meeting until all new officer bearers have been announced; whereafter the newly appointed Chairperson will close the meeting.
- 6.1.10.9 The candidate with the most votes for each office will become that office holder.
- 6.1.10.10 In the event that one candidate (nominated for more than one category), is elected to more than one category, the candidate must choose which is the preferred appointment. The other category will then be filled by the candidate with the second highest votes for that category.
- 6.1.10.11 In the event of a tie in votes between candidates for a category, the AGM will decide its preference by a show of hands.
- 6.1.10.12 In the event that there is no candidate for one or more offices, then the new Chairperson may call for nominations from the floor. This office(s) is then ratified by a show of hands.
- 6.1.10.13 Following formation of the new EXCOM, the roles of the newly elected office holders may be swapped by consensus of the EXCOM.

## **6.2 SPECIAL GENERAL MEETING (SGM)**

6.2.1 An SGM may be convened by:

- a minuted decision of the GENCOM or EXCOM;
- or
- a written request signed by no less than 10 members and hand-delivered to the Chairman of the EXCOM.

6.2.2 The reason(s) for the SGM must be made available to all members and must provide no less than 21 days notice of the meeting date.

6.2.3 SGM may only discuss those matters for which the meeting has been convened and which have been communicated to members.

6.2.4 The quorum of the SGM is the total of:

- 20 members
- plus
- 10% of the balance of members.

6.2.5 In the event that a quorum is not achieved, then the meeting must be postponed for no less than 14 days and at the next meeting those present shall constitute the quorum.

6.2.6 The SGM will be presided over by the current Chairperson of the EXCOM.

6.2.7 If the Chairperson is absent, the Deputy Chairperson will act as chairperson for that meeting; or if both the Chairperson and the Deputy Chairperson are absent, the members present will elect one of their ranks to act as chairperson for that meeting.

6.2.8 The current Secretary of the EXCOM will record the minutes.

6.2.9 Decisions required by the SGM will be taken by show of hands. The majority will be deemed to decide for the meeting. In the event of an equal vote, the Chairperson will have the deciding vote besides his own vote. Proxy votes will count, but will be restricted to one proxy per attending member.

6.2.10 Within 7 days of the SGM, the minutes will be made available to the members.

### **6.3 GENCOM MEETINGS**

6.3.1 The GENCOM will meet quarterly.

### **6.4 EXCOM MEETINGS.**

6.4.1 The EXCOM will meet every second month.

### **6.5 PROCEDURES AND QUORUMS (GENCOM/EXCOM)**

6.5.1 A notice of meeting, containing the agenda for the forthcoming meeting, together with the minutes of the previous meeting must be made available to committee delegates no less than one week before the meeting date.

6.5.2 The quorum of the GENCOM shall be no less than 8 of the delegates. In the event that a quorum is not achieved, then the meeting must be postponed for no less than 14 days and at the next meeting those present shall constitute the quorum.

6.5.3 The quorum of the EXCOM shall be no less than 4 of the delegates. In the event that a quorum is not achieved, then the meeting must be postponed for no less than 7 days and at the next meeting those present shall constitute the quorum.

6.5.4 In the event that the delegate from the MARCOM, DEVCOM, ADCOM and LTA's cannot attend their relevant meeting, the Chairperson of each of these committees may nominate an alternative representative to attend.

6.5.5 GENCOM/EXCOM will be presided over by the Chairperson of the EXCOM.

6.5.6 If the Chairperson is absent, the Deputy Chairperson will act as chairperson for that meeting; or if both the Chairperson and the Deputy Chairperson are absent, the delegates present will elect one of their ranks to act as chairperson for that meeting.

6.5.7 The Secretary of the EXCOM will record the minutes.

6.5.8 Wherever possible, decisions will be reached by consensus.

6.5.9 If consensus is not possible then decisions will be taken by show of hands.

6.5.10 A secret vote may be taken on request of the majority of delegates present. In this case, ballot papers must be provided and a person appointed by the meeting shall do the counting.

6.5.11 In the event of a vote, the majority will be deemed to decide for the meeting. In the event of an equal vote, the Chairperson will have the deciding vote besides his own vote.

### **6.6 MARCOM, DEVCOM, ADCOM**

6.6.1 The MARCOM, DEVCOM, ADCOM will each meet every month.

## **6.7 PROCEDURES AND QUORUMS (MARCOM, DEVCOM, ADCOM)**

- 6.7.1 The MARCOM, DEVCOM and ADCOM will base their meetings on the same principles as the GENCOM/EXCOM, as adapted according to their circumstances, but excluding the rules for forming a quorum.
- 6.7.2 Each committee will appoint a Secretary, who must record the minutes of each meeting.
- 6.7.3 The committee Secretary must forward a copy of the minutes to the EXCOM Secretary no less than 14 days following the meeting.

## **6.8 LTA**

- 6.8.1 LTA's will meet every month.
- 6.8.2 The LTA's will base their meetings on the same principles as the GENCOM/EXCOM, as adapted according to their circumstances, but excluding the rules for forming a quorum.
- 6.8.3 Each LTA will appoint a Secretary, who must record the minutes of each meeting.
- 6.8.4 The LTA Secretary must forward a copy of the minutes to the EXCOM Secretary no less than 14 days following the meeting.

## **6.9 TOURISM FORUM**

- 6.9.1 The TOURISM FORUM will meet when required, as requested by either the Organisation or the Municipality.
- 6.9.2 Each TOURISM FORUM will be constituted as agreed by both parties - with regard to the decisions required,.
- 6.9.3 Each TOURISM FORUM must appoint a delegate to record minutes of the meeting. This delegate must forward a copy of the minutes to the EXCOM Secretary no less than 14 days following the meeting.

## **7 FUNDS AND FINANCES**

- 7.1 The fiscal year of the Organisation shall end on June 30<sup>th</sup> of each year.
- 7.2 The Organisation shall participate in the Municipality's annual budgeting process and in so doing, request an allocation from the Municipality budget.
- 7.3 The purpose of this allocation will be for:
- The administrative and running costs of the Organisation;
  - The presentation and support of Marketing, Development and Training programmes in conjunction with the Municipality;
  - Approved travel expenses of delegates to official meetings and workshops;
- 7.4 The Organisation must comply with any reporting and financial management requirements in respect of each annual allocation, as prescribed by the Municipality in its SLA.

- 7.5 The Organisation may generate additional funds as it wishes from any lawful source or tourism-related activity, including, but not limited to:
- Membership subscriptions;
  - Commissions charged for accommodation/restaurant bookings facilitated by the Organisation;
  - Events;
  - Fund-raising drives, donations and bequests;
  - Sponsorships and/or securing contributions from any benevolent or sympathetic bodies.
- 7.6 The rate of membership subscription payable for each year will be determined by the EXCOM and ratified by the AGM.
- 7.7 The funds derived from membership subscriptions are primarily for the purpose of generic marketing and promotion of the municipal region.
- 7.8 LTA's may request financial assistance towards their own marketing activities.
- 7.9 Requests from LTA's for financial assistance must be submitted to the EXCOM Treasurer as part of the Organisation's budgetary process.
- 7.10 An LTA's request will be incorporated into the Organisation's annual budget. The request will be considered by the EXCOM on the basis of the LTA's marketing needs and in relation to the resources available within the context of the Organisation's overall budget.
- 7.11 The LTA's will be notified by the EXCOM of the items for which financial assistance is available.
- 7.12 LTA's will not receive lump-sum funds. LTA's will draw on their approved financial assistance by submitting supplier invoices and/or expense reimbursement claims to the EXCOM Treasurer for payment.
- 7.13 The EXCOM Treasurer is entitled to make whatever queries of invoices/claims are required to establish the nature of the expenditure and the budgetary allocation to which it belongs.
- 7.14 In the event that the EXCOM Treasurer considers an item of expenditure to be inappropriate to an approved LTA budgetary allocation, the EXCOM Treasurer will refuse settlement of the item and must refer the matter to the next EXCOM for a decision.
- 7.15 In the event that the EXCOM considers the item inappropriate to an approved LTA budgetary allocation, liability for the item will remain with the LTA.
- 7.16 An LTA may generate its own additional funds from any legal source and/or activity, except by way of membership subscriptions.
- 7.17 The Organisation may operate one or more bank accounts, subject to the following conditions:
- Accounts may only be held with recognised retail banks resident in RSA;
  - The authority to open a new account may only be granted to the Excom Treasurer by resolution of the EXCOM;
  - All bank accounts must be opened only in the name of the Organisation;

- The address to which bank statements are sent may only be one which is ratified by the EXCOM;
- The payment of funds from all accounts must only be by mandate of the EXCOM Treasurer and one other EXCOM delegate;

7.18 LTA’s may operate their own bank accounts, subject to the following conditions:

- All LTA bank accounts are opened/held in the name of the LTA and not in the name of the Organisation.
- No Government funding is deposited into an LTA bank account.

**8 LEGAL COMPETENCE AND STATUS**

8.1 The Organisation is vested with legal competence, has a separate independent legal personality and is capable of suing and being sued. It has the right to buy, sell, rent or otherwise dispose of any kind of property which it may acquire from whatever source and to do all things necessary in the execution of its functions and duties to the benefit and advantage of its members at its own discretion pursuant to its aims.

8.2 In the execution of their duties as delegates of the governing committees as defined in section 5. GOVERNANCE, or as officials acting in good faith, such delegates or officials are indemnified against responsibility and liability unless male fides can be proven.

8.3 Should the Organisation be dissolved, all its assets and/or liabilities will vest in the Municipality to be kept in trust until such time as another body with similar aims and in the interest of tourism is formed and acknowledged by the Municipality as the proper successor in title to the Organisation.

**9 AMENDMENTS TO THE CONSTITUTION**

9.1 Any amendment to this constitution shall only be made at an AGM or SGM, provided that the following additional conditions are met:

- That a written notice of the proposed amendment is made available to the members no less than one calendar month prior to the AGM/SGM;
- That a vote requiring a choice between “yes” or “no” to the adoption of the notified amendment is held;
- That a majority of no less than two thirds of the members (both present and proxies) carries the decision;

**THUS AMENDED, APPROVED AND ACCEPTED BY THE MEMBERS ATTENDING THE ANNUAL GENERAL MEETING OF THE SALDANHA BAY TOURISM ORGANIZATION HELD AT WINDSTONE ON 8<sup>TH</sup> NOVEMBER 2006.**



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**A KRUGER (CHAIRMAN)**

8 November 2006

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**DATE**