



ASSOCIATION OF
SOUTHERN AFRICAN TRAVEL AGENTS

ASATA CONSTITUTION

This is the constitution of the Association of Southern African Travel Agents (ASATA). It is written by our members, and it includes any annexures and any other agreements or conventions we enter into on behalf of our members.

1. ABOUT ASATA

1.1 Who we are

We're a voluntary association of members who are governed by this constitution. Our offices are in South Africa.

1.2 What we stand for

ASATA's mandate is to safeguard the Travel Industry future and advance the sustainability of our members.

Our Mission is to grow the Travel Industry into a leading economic sector that drives transformation and job creation.

1.3 Our code of conduct

In order to promote a travel industry where members display the highest standard of integrity and service delivery, we expect that our members adhere to our code of conduct.

1.4 What we aim to achieve

Our objectives are:

- 1.4.1 To further secure our interests and those of our members.
- 1.4.2 To reflect the consensus of our members and to present their views to all sections of the public, the government, and the business community.
- 1.4.3 To act on behalf of our members in deliberations and negotiations with other sectors of the travel industry.
- 1.4.4 To continually assess and evaluate the needs of our members in order to provide them with meaningful services and benefits.
- 1.4.5 To consider and promote the highest standards of professionalism and ethics of our members in dealing with the public and each other.
- 1.4.6 To promote training within all sectors of the travel industry that fall within our scope.
- 1.4.7 To consider all legislation that affects, or is likely to affect, the travel industry and to take action in the interest of our members.
- 1.4.8 To play an active role in the international travel community and travel associations.
To continually raise consumer awareness of the ASATA brand and the value of using an ASATA member.
- 1.4.9 To develop the travel industry as an attractive career opportunity.

- 1.4.10 To promote transformation among our members and in the travel industry.
- 1.4.11 To promote the benefits of using an ASATA member to all sectors of the public, the government, and the business community.

2. INTERPRETATION AND DEFINITIONS

2.1 Interpretation

- 2.1.1 South African law and the jurisdiction of the South African courts govern this constitution and the rights and obligations of our members.
- 2.1.2 Any questions of interpretation will be settled by the board whose decision will be final and binding. The board may take legal advice before they make the decision.

2.2 Definitions

- 2.2.1 **Business day:** Monday to Friday excluding public holidays.
- 2.2.2 **Grouping:** Any collection of members including company-owned branches and consortiums.
- 2.2.3 **Member:** Means a paid-up travel or partner member whose membership has been approved by the board without limitations.
- 2.2.4 **Travel Member:** Means a travel business whose core business is:
 - (i) selling domestic and international travel products, services or both to end-consumers, corporates or government; or
 - (ii) developing, preparing, marketing and reserving tours and travel packages; or
 - (iii) providing travel agents with a wide selection of offers to destinations.
- 2.2.5 **Partner Member:** Means a supplier who supplies travel products, services or both to end-consumers, either directly or through travel members.

3. LIMITATION OF LIABILITY

ASATA is not formed for the purpose of gain. No member or board member is liable for any debts or obligations of ASATA; they are only responsible for money they legitimately owe ASATA, like membership fees or levies.

4. BOARD OF EXECUTIVES

4.1 Composition of the board

ASATA's board of executives consists of

- 4.1.1 A president who must be a travel member.
- 4.1.2 A vice president, who must be a travel member.
- 4.1.3 The Chief Executive Officer (CEO), who is a salaried officer of ASATA.

- 4.1.4 A treasurer. The treasurer must be actively engaged in the travel industry and must have time to devote to the office of the treasurer. The treasurer must preferably hold a professional qualification; for example, CA(SA), BCom, etc. The treasurer and the president cannot be the same person.
- 4.1.5 At least six, but no more than twelve travel members nominated by the board nomination committee in accordance with the rules of the board nomination committee.

The board nomination committee consists of the president of the board, the vice president, two board members who are travel members, and may include one co-opted, independent board member.

- 4.1.6 One partner member nominated by the board nomination committee in accordance with the rules of the board nomination committee.

4.2 Election and terms of office of the board

How ASATA's board of executives is constituted:

- 4.2.1 The board is appointed by the board nomination committee (BNC). The BNC will follow the following procedure:
 - 4.2.1.1 The BNC must approach six to twelve travel members and at least one partner member to nominate a candidate to the board. The BNC will consult the board on which travel and partner members to approach to ensure that they are representative of ASATA's membership.
 - 4.2.1.2 The BNC is not required to accept the nomination made by the member. The BNC may request further nominations from that member. If a member does not nominate a suitable candidate, they will forfeit the seat on the board.
 - 4.2.1.3 The BNC will recommend the new board to the outgoing board for their approval at the penultimate meeting of their term. The new board will be announced to all members.
- 4.2.2 The BNC must set its procedures in its Terms of Reference. This must include:
 - 4.2.2.1 The procedure which must be followed to nominate a board member,
 - 4.2.2.2 The factors which will be considered when assessing nominations,
 - 4.2.2.3 A strategy for succession planning, the development of new leaders and transformation.
- 4.2.3 The Terms of reference must be approved by the board.
- 4.2.4 The new board will take office at the last meeting of the outgoing board.
- 4.2.5 The board must elect a new president, vice president and treasurer at their first meeting. The treasurer cannot be president or vice president.
- 4.2.6 If the president can no longer hold the office, the vice president will automatically become president for the remainder of the board's term. If the vice president is not available, another president and vice president will be selected by the board.
- 4.2.7 If the treasurer can no longer hold the office, the board must select a new treasurer.
- 4.2.8 When a board member reaches their term limit, the member must nominate a new representative. If no other suitable candidate is available, the Executive may extend the term of the current representative.

4.3 Powers of the board

It is the board's responsibility to act in the best interest of ASATA and to promote its objectives. In exercising their power, the board must consult with the standing and ad hoc committees. The board has the following responsibilities:

- 4.3.1 To appoint, remove, and determine the duties and remuneration of the CEO and other officials, employees, agents, or representatives, and to engage and pay for professional services.
- 4.3.2 To establish standing and ad hoc committees, approve their terms of reference, appoint members to these committees, and appoint or dismiss chairpersons to these committees.

An ad hoc committee is a member advisory forum, or a committee established for a specific purpose, or empowered to act in terms of an authority or instructions set by the board. Ad hoc committees have completion and reporting dates set down in their brief.

- 4.3.3 To co-opt and appoint an additional person as director to serve on the board where additional expertise is required. The director will serve for a specific period determined by the board.
- 4.3.4 To introduce, amend, or rescind rules and regulations that the board may consider necessary for the proper conduct of ASATA's affairs and in line with its constitution.
- 4.3.5 To institute or defend legal proceedings by or on behalf of ASATA, and occasionally seek legal advice.
- 4.3.6 To set the membership fees and amend the payment terms as necessary.
- 4.3.7 To receive, control, administer, invest, and dispose of the funds and other assets and property, including immovable property of ASATA, and to lease premises.
- 4.3.8 To open and operate bank accounts.
- 4.3.9 To represent ASATA in all its dealings and enter into arrangements for the benefit of ASATA.
- 4.3.10 To establish services for ASATA members.
- 4.3.11 To co-ordinate and appraise programmes that ASATA adopts for the benefit of its members.

4.4 Board meetings

- 4.4.1 The board must meet at least four times per year and keep a record of their meeting on file.
- 4.4.2 Two thirds of the board members constitute a quorum. Attendance by video conference will count towards the quorum.
- 4.4.3 All board members must attend at least three board meetings.
- 4.4.4 If a vote is tied at a board meeting, the CEO will have a casting vote.

5. MEMBERSHIP

Membership is open to all travel members and partner members as defined in this constitution.

5.1 Members are bound by ASATA's rules

- 5.1.1 Travel members are bound by ASATA's constitution, the terms of reference, and the code of conduct. Partners members are not bound by the code of conduct.
- 5.1.2 Travel members must sign a compliance record each year to confirm that they comply with ASATA's constitution, terms of reference and code of conduct, and with the law.

5.2 The board manages the application process

- 5.2.1 The board decides on the method and terms of application for travel and partner membership, set out in the terms of reference.
- 5.2.2 The board will consider, accept or refuse an application, postpone it for further consideration, or ask that the applicant provide additional information.

6. MEETINGS

6.1 Notice of meetings

Members will be notified of a meeting by email at least 14 business days before the meeting. The email will contain the agenda, and the date, time, and place at which the meeting will take place.

6.2 Representation of travel and partner members

At any ASATA meeting where an individual claims to be the duly authorised representative of a travel and partner member, the chairperson may challenge the authority of that individual. Unless the individual can satisfy the chairperson that he or she is in fact authorised, he or she will not be allowed to attend the meeting.

6.3 Annual general meetings

- 6.3.1 ASATA holds an AGM once a year. It is a gathering of travel and partner members where the year's activities and finances are discussed.
- 6.3.2 The board decides on the time and place of the meeting.
- 6.3.3 The president or vice president of ASATA will preside as chairperson of every AGM.

6.4 Extraordinary general meetings

- 6.4.1 ASATA holds extraordinary general meetings (EGM) where members gather to discuss specific ASATA activities.
- 6.4.2 The board may convene these meetings at any time.
- 6.4.3 Members may convene a meeting by submitting a written request to ASATA 14 business days before the meeting signed by no fewer than 15 members and stating the objectives of the meeting.
- 6.4.4 The president or vice president of ASATA will preside as chairperson of every EGM.

6.5 What constitutes a quorum

- 6.5.1 For all general meetings, members representing 51% of the members' market share will constitute a quorum.
- 6.5.2 Members who are attending the general meeting via video conferencing will be counted as a member for purposes of the quorum.
- 6.5.3 Proxys will not be counted as a member for purposes of the quorum.
- 6.5.4 Members who have two or more branches or offices and who are part of the same legal entity will only be counted as a single member for purposes of the quorum.
- 6.5.5 In order for an AGM or EGM to go ahead, a quorum must be present when the meeting proceeds to business.
- 6.5.6 If a quorum is not present within 60 minutes after the time appointed for the meeting, the meeting will be adjourned to the same day in the next week at the same time and place. If that date is a public holiday, the meeting must take place on the following business day. The members who are present at that meeting will constitute a quorum.

6.6 Adjourned meetings

- 6.6.1 The chairperson may adjourn a meeting with the consent of those present.
- 6.6.2 When the meeting is reconvened, only business left over from the original agenda of the adjourned meeting may be discussed.

6.7 Votes

Voting at an AGM or EGM can be by show of hands or by poll. Members who are attending via video conferencing will be able to vote.

- 6.7.1 Voting by show of hands
- 6.7.2 At the AGM, each member present will have one vote by show of hands.
- 6.7.3 Voting by poll
- 6.7.4 At the AGM, voting will take place by show of hands unless a poll is demanded on or before the declaration of the result of a show of hands. In the event of a poll, all proxies correctly signed and lodged will be taken into account. Voting by proxy is discussed in 6.7.7.
- 6.7.5 When voting is done by poll, members do not have equal votes. The weight assigned to each vote is determined by an acceptable measure of the members' market share.
- 6.7.6 We calculate the market share of the groupings and we divide the remainder of the market share equally amongst the rest of the members.
- 6.7.7 Voting by proxy
 - 6.7.7.1 Proxys are appointed by members in writing.
 - 6.7.7.2 The instrument of proxy is only valid if it is submitted to the CEO at least two business days before the appointed time of the meeting.
 - 6.7.7.3 If the proposed amendment of the constitution is on the agenda for an AGM, the CEO will send each member a proxy form when sending out the notice of the meeting. But members may submit their own form of proxy for any other business conducted at AGMs.

- 6.7.7.4 Any member may appoint a proxy as a representative to speak or vote on a poll at a general meeting.
- 6.7.7.5 A proxy also has the authority to demand a poll.
- 6.7.8 A majority vote
 - 6.7.8.1 The chairperson has a second or casting vote, whether voting took place by show of hands or by poll.
 - 6.7.8.2 Resolutions can only be passed with a majority vote, and changes to the constitution can only be passed with a majority vote of at least 60%.

6.8 Amendments to the constitution

- 6.8.1 Changes to the constitution may be proposed by the board, or by no fewer than 15 members.
- 6.8.2 Amendments to the constitution must be decided at an AGM.
- 6.8.3 Members must be given written notice of the AGM where the changes will be tabled, and full details of the proposed changes within 14 business days of the meeting.
- 6.8.4 Amendments to the constitution will take effect immediately after the close of the general meeting at which it was approved.

7. FINANCE

7.1 Membership fees

- 7.1.1 Membership fees
 - 7.1.1.1 Every member pays an annual membership fee set by the board.
 - 7.1.1.2 The payment terms can be amended by the board.
 - 7.1.1.3 Membership fee for groupings will be based on an acceptable measurement of grouping market share.
 - 7.1.1.4 Membership fees are due on the first of April each year.
 - 7.1.1.5 A member admitted between the first of April and the first of October must pay the full membership fee for the current year.
 - 7.1.1.6 A member admitted after the first of October must pay half the annual membership fee.
 - 7.1.1.7 A member who is in arrears of their membership fee or levies will receive an email reminder that payment is due. If the member does not respond, his or her membership may be terminated.

- 7.1.2 Levies

The board may occasionally impose levies against members.

7.2 Our financial policy

- 7.2.1 ASATA's financial year runs from 1 April to 31 March.

- 7.2.2 No member may directly or indirectly have an interest in ASATA.
- 7.2.3 ASATA may not have a share or interest in any business, profession, or occupation carried out by its members.
- 7.2.4 ASATA may not directly or indirectly distribute any of its profits or gains or funds or assets to any person other than in the course of furthering its objectives
- 7.2.5 ASATA may only use its funds to further the objectives for which it was established.
- 7.2.6 The treasurer must prepare an income and expense budget for the following year, and submit the report for board approval at the last board meeting of each financial year.
- 7.2.7 Within six months of the close of each financial year, the balance sheet and income and expense report must be prepared, Independently reviewed and submitted to the board for approval.
- 7.2.8 The CEO and the board must have access to paper accounts for inspection at any reasonable time.

7.3 Expenses

- 7.3.1 Every board member, or committee members are entitled to travel expenses being refunded in-line with the approved Travel Policy.
- 7.3.2 ASATA may only pay reasonable fees for services rendered.

7.4 Entity funding

ASATA must be fully, or substantially funded by its members or from an appropriation by the government. The board will approve any funds ASATA receives before accepting the funds to ensure that the funds do not form a substantial amount in terms of the total income for a financial year.

8. TERMINATION OF MEMBERSHIP

Membership may be terminated if a member fails to comply with ASATA's constitution, terms of reference, code of conduct, or with the law. ASATA's disciplinary process is set out in its code of conduct and approved by the Board.

9. DISSOLUTION

ASATA may be dissolved at a general meeting convened in terms of 6.4, of which notice is given in terms of 6.1. If ASATA is dissolved, its assets must be distributed in terms of Section 82 of the Companies Act, No 71 of 2008.

10. CONFIDENTIALITY

10.1 What is confidential information?

Confidential information includes:

- 10.1.1 All letters to members from ASATA

- 10.1.2 All meetings of ASATA
- 10.1.3 All the minutes of meetings
- 10.1.4 All reports, memoranda, and opinions circulated to members
- 10.1.5 The accounts, financial statements and affairs of ASATA and the like

Confidential information excludes, but only to the extent necessary:

- 10.1.6 Information or communication that is publicly available.
- 10.1.7 Information or communication explicitly identified by ASATA as being intended for the public.
- 10.1.8 Information or communication that must be disclosed in terms of a court order.

10.2 How confidential information should be treated

- 10.2.1 Members must keep all ASATA's information, affairs, and communications confidential and not disclose it to a third party without ASATA's permission.
- 10.2.2 Members are responsible for the disclosures made by their representatives, including their employees or agents.
- 10.2.3 Clause 10.2.1 survives the termination of membership.

11. ANNEXURES

The following documents form part of this constitution:

- 11.1.1 ASATA code of conduct (not applicable to partners)
- 11.1.2 Travel member terms of reference
- 11.1.3 Partner member terms of reference
- 11.1.4 ASATA advertising guidelines
- 11.1.5 ASATA corporate identity (ASATA logo)
- 11.1.6 The board nomination committee terms of reference and other documents that have not been included are available from the board on request.