

PROPOSED NEW CONSTITUTION FOR CTGA

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CONSTITUTION OF THE CAPE TOURIST GUIDES' ASSOCIATION

The provisions herein contained shall be known as the CONSTITUTION ~~constitution~~ of the ASSOCIATION which provisions may be altered by a two-third majority of the votes cast at a general meeting save:-

- that the precise terms of any proposed amendments to the CONSTITUTION shall be set out in the notices convening the meeting;
- ~~and~~ that the purpose and objectives of the ASSOCIATION shall not be altered without the consent of two-thirds of the members eligible to vote, where need be, such vote be cast in written proxy.

1. NAME

The name of the ASSOCIATION is the CAPE TOURIST GUIDES' ASSOCIATION (CTGA).

2. MISSION

The CTGA strives for professionalism, representation, upliftment of the knowlwdge base and integrity within the Tourist Guide industry and is committed to the growth and recognition thereof for the benefit of all its members.

3. LEGAL NATURE OF THE ASSOCIATION

This voluntary association shall:

- 3.1 be a body corporate under common law;
- 3.2 be a legal persona distinct from its MEMBERS;
- 3.3 have perpetual succession;
- 3.4 establish a headquarters convenient to the membership;
- 3.5 be capable of owning its own property;
- 3.6 be empowered to conduct legal proceedings in its own name;
- 3.7 not pursue the object of profit or gain either for itself or its MEMBERS.

4. LIMITATION OF LIABILITY

~~4.1~~—A MEMBER shall not be liable for any obligations and debt of the ASSOCIATION.

5. DEFINITIONS

In this constitution words and phrases:

- 5.1 incorporating one gender shall be deemed to include the other gender;
- 5.2 in the singular shall include the plural and vice versa;
- 5.3 defined herein shall have the meanings set out against each and cognate expressions_ shall be similarly construed:
 - 5.3.1 ASSOCIATION means the Cape Tourist Guides' Association (CTGA) and the _____ legal relationship arising from this agreement;
 - 5.3.2 GUIDE means a member who is legally registered as a Tourist Guide in terms of prevailing legislation and accompanying regulation;
 - 5.3.3 COMMITTEE means the management body of the ASSOCIATION whose _____ powers are determined in clause 13 and whose members are appointed under provision of clause 12;
 - 5.3.4 REGION means a logical geographically convenient area of tourism activity and significance, established in order to best represent the interests of all MEMBERS in such an area;

5.3.5 CHAIRMAN -means the person who presides over the general meetings of the ASSOCIATION and meetings of the COMMITTEE;

5.3.6 MEMBERS means the individuals, or living person, who comprise the body of membership who

have met the membership criteria as determined by the ASSOCIATION and who are current paid up members of in good standing;

5.3.7 ASSOCIATE MEMBERSHIP means an individual or company either employing or providing a service to the MEMBERS, particularly that of training and/or tourist related promotion, may apply for ASSOCIATE MEMBERSHIP, subject to criteria laid down by the COMMITTEE.

5.3.8 C.E.O. ——— means the CHIEF OPERATING OFFICER who is the employee of the ASSOCIATION appointed under the provisions of clause 15;

5.3.9 SECRETARY ——— means the person who is an employee of the ASSOCIATION

appointed under the provisions of clause 16;

5.3.10 TREASURER means the person who is appointed by the COMMITTEE of the ASSOCIATION under the provisions of clause 17;

5.3.11 RULES means any additional rules made by the Committee from time to time in terms of clause 7.10 of this constitution.

5.3.12 CONSTITUTION means this document.

1. OBJECTIVES

In striving to achieve its mission the objectives of the ~~CTGA ASSOCIATION~~ are:—

6.1 ~~to~~To promote and encourage the use of legally registered, suitably qualified GUIDES by the public and private sector whether for reward or not;

6.2 ~~to~~To promote the highest standards and integrity for GUIDES and to encourage all involved in the profession to adhere to a common Code of Conduct issued by the Department of Environmental affairs and Tourism, and the Committee;

6.3 ~~to~~To promote cultural and environmental awareness and the conservation of all forms of South Africa's heritage, as well as the preservation of related skills and knowledge;

6.4 ~~to~~To create an organisation that is recognised by the private sector as well as government agencies and which would be competent to represent MEMBERS in dealings with the relevant governing authorities, tour and travel-related operators, agents and the general public, and negotiate with such bodies on all matters relating to the industry;

- 6.5 ~~T~~To encourage and facilitate interaction between associations representing the interest of guides throughout South Africa and all types and categories of GUIDES within South Africa and elsewhere by means of newsletters, magazines, workshops, educational outings and the electronic media;
- 6.6 ~~te~~To pool resources, knowledge and skills in order to provide a better and more effective service to the membership and public at large;
- 6.7 To establish a mentorship program for new members, new to the tourism industry, joining the association to ensure a transfer of knowledge and thus ensuring the upliftment of new members
- 6.87 ~~te~~To take any other appropriate steps to enhance and promote the services, aims and objectives of the ASSOCIATION or its MEMBERS.

7. POWERS OF THE ASSOCIATION

The ASSOCIATION shall have all the powers of a corporate body including the powers to:

- 7.1 consider and decide applications for membership;
- 7.2 raise money by subscription or fees from its MEMBERS subject to the provisions of clause 8.10;
- 7.3 acquire or divest whether by donation, purchase, exchange or barter, property, both movable and immovable and corporeal and incorporeal, to be held distinct from its MEMBERS;
- 7.4 sell, mortgage, or lease any property;
- 7.5 insure and maintain the insurance of its assets against loss or damage;
- 7.6 open, operate and close banking accounts;
- 7.7 execute agreements for the attainment of any of its objectives;
- 7.8 compound, give time in respect of, settle or abandon any proceedings brought by or against it;
- 7.9 affiliate with or contribute cash to any body of persons having similar objectives to its own;
- 7.10 make RULES as it may deem necessary for the proper conduct of the ASSOCIATION'S activities;
- 7.11 employ, dismiss and settle the terms of employment of the C.E.O., employees, professional persons, experts, agents and others;
- 7.12 establish and/or contribute to retirement benefit funds and medical aid schemes providing benefits for its employees;

- 7.13 make RULES for the regulation and conduct of its MEMBERS, provided such RULES are essential for the attainment of its objectives and are in line with the relevant laws;
- 7.14 discipline MEMBERS for contravention of the CONSTITUTION and RULES of the ASSOCIATION, the Registrar of Tourist Guides' Code of Conduct and the laws of the Republic of South Africa;
- 7.15 refer any disputes to arbitration subject to the provision of clause 19;
- 7.16 invite the patronage of and grant honorary membership to any persons it considers desirable;
- 7.17 set down, from time to time, nationally coordinated practical and theoretical evaluations and examinations, either written or orally, to grant MEMBERS recognition of differing levels of expertise attained, in conjunction with the relevant government body; (this can not happen as this is a THETA prerogative and we can only do this if we are THETA accredited)
- 7.18 conduct legal proceedings in ~~its own~~the name of the association ~~name~~;
- 7.19 appoint a COMMITTEE and/or subcommittees to assist with and oversee over the day to day management of the ASSOCIATION, or sections thereof;
- 7.20 delegate any of its powers to the COMMITTEE and / or subcommittees;
- 7.21 ~~to~~ represent the ASSOCIATION on any relevant body or committee that the ASSOCIATION may deem necessary;
- 7.22 adopt and commission a suitable ~~crest~~logo for the ASSOCIATION;
- 7.23 require the books of the ASSOCIATION to be audited at the end of each financial year by the auditors appointed for this purpose;
- 7.24 act in such a manner that a board of directors of the company is entitled to act;
- 7.25 determine the procedure for carrying out disciplinary inquires for purposes deemed necessary by the committee. ~~For what purpose will we do this, we need to define this better~~

8. MEMBERSHIP OF THE ASSOCIATION

- 8.1 Application- for MEMBERSHIP shall be through the completion of a prescribed form, and shall be considered and decided by the COMMITTEE, given such details of the prospective MEMBER as the COMMITTEE shall require.
- 8.2 Membership will be open to any individual who is a qualified Tourist Guide registered with the Department of Economic Development and Tourism in terms of the relevant law.

- 8.3 Any individual or company either employing or providing a service to the MEMBERS, particularly that of training and/or tourist related promotion, may also apply for ASSOCIATE MEMBERSHIP, subject to criteria laid down by the COMMITTEE from time to time.
- 8.4 The qualification for each category of MEMBERSHIP and the number of categories of MEMBERSHIP will be determined by the COMMITTEE from time to time.
- 8.5 The Secretariat shall keep a register reflecting the name, address and category of MEMBERSHIP of each MEMBER and shall, upon the election of a person to MEMBERSHIP, inscribe such person's name, address, and category of MEMBERSHIP therein and in addition shall forward to such person a copy of the CONSTITUTION, a copy of any rules of the ASSOCIATION and a CODE OF CONDUCT.
- 8.6 The COMMITTEE, at its' discretion, may appoint honorary MEMBERS/patrons where deemed appropriate.
- 8.7 A prospective MEMBER whose application for MEMBERSHIP has been refused shall be entitled to appeal against such refusal to the MEMBERS at an Annual General Meeting.
- 8.8 On an application for MEMBERSHIP being accepted, the applicant shall immediately:-
- 8.8.1 become entitled to the benefits and privileges of the ASSOCIATION;
- 8.8.2 become liable for all payments, fees and subscriptions due for the year in which he is accepted;
- 8.8.3 be bound by this CONSTITUTION and RULES and Provincial Registrar's Code of Conduct, and shall be presumed to be aware of all the provisions of such CONSTITUTION and RULES and Code of Conduct;
- 8.9 ~~a~~A joining fee and annual subscription shall be due and payable upon acceptance as a MEMBER. All other payments and fees shall be due on such date as the COMMITTEE may decide. If any MEMBER shall fail to pay any sum due and payable, and, if the sum is not paid within 60 days of such notification, the MEMBER shall, at the discretion of the COMMITTEE, cease to be a member of the ASSOCIATION. This discretionary right shall not restrict ~~it's~~ other legal remedies to collect funds owing to it. ~~—~~ or owing?
- 8.10 In respect of the subscription and other fees contemplated in clause 8.9:
- 8.10.1 ~~a~~A joining fee determined from time to time by the COMMITTEE is payable as a once-off fee when joining the ASSOCIATION. However, such fee will be charged again should the MEMBER resign or allow their MEMBERSHIP to lapse and then subsequently wish to rejoin the ASSOCIATION;
- 8.10.2 ~~8.10.2~~ ~~an~~An annual subscription fee is payable on joining the ASSOCIATION according to
- 8.10.3 the category of membership, and at the beginning of each subsequent financial year. Such subscription will be determined by the COMMITTEE and ratified by a 'two-thirds' majority at the Annual General Meeting;

8.11 MEMBERSHIP shall cease in the instance of:-

8.11.1 ~~D~~death of an individual member;

8.11.2 ~~T~~he resignation of a MEMBER, provided that such resignation is received on or before ~~the 31st May each year~~ 28 February, otherwise the MEMBER shall remain liable for the subscription of that year ; ~~WHY 31ST MAY? This should be changed to a date before the INDABA to give us time to finalise the directory I time for the INDABA. The 28th of Feb gives us time to finalize the directory.~~

8.11.3 ~~F~~ailure to pay the joining fee or subscription, or any other fees due to the ASSOCIATION, within sixty (60) days after the posting to that MEMBER of a notice, requesting such payment; ~~what is this point trying to say?~~

8.11.4 ~~B~~being guilty of conduct which, in the sole opinion of the COMMITTEE, is prejudicial to the interests of the ASSOCIATION, then, subject to the provisions of clause 13 and 19 herein, the COMMITTEE may, by resolution in favour of which not less than 'two-thirds' of those present agree, expel that MEMBER from the ASSOCIATION, or suspend that MEMBER for such a period as the COMMITTEE may determine. The effective date of such expulsion or suspension shall be fourteen (14) days from the date of such vote;

8.11.5 ~~a~~A MEMBER, so expelled as in clause 8.11.4, may appeal to a ~~general meeting~~, after which clause 19 will apply.

8.12 Re-instatement of MEMBERSHIP

In respect of 8.11.2; -8.11.3 and 8.11.4 above, should the MEMBER request renewed MEMBERSHIP, or to be re-instated, and the COMMITTEE is in agreement there upon-

~~8.12.1~~-the MEMBER must repay the joining and any other outstanding fees or subscriptions that the COMMITTEE may deem due.

9. DUTIES OF MEMBERS

The duties of a MEMBER of the ASSOCIATION are:--

9.1 to abide by the CONSTITUTION of the association and the Republic of South Africa, the laws of neighbouring countries when working in these, RULES, CODE OF CONDUCT and resolutions of the ASSOCIATION and the Department of Enviornmental Affairs and Tourism and to ensure observance thereof by his guests, employees and fellow Tourist Guides;

9.2 to respect the authority of the landowner whether government or private and at all times to represent the name of the ASSOCIATION and the guiding industry in the highest regard;

- 9.3 to make sure all fees due to the ASSOCIATION are paid timeously and accurately;
- 9.4 to try and attend all relevant meetings of the ASSOCIATION in order to gather information and to provide input to the ASSOCIATION;
- 9.5 to make sure that all guiding work is correctly done according to the operator's itinerary and the Tourist Guide Code of Conduct;
- 9.6 ~~9.6~~ in the case of an ASSOCIATE MEMBER, that all business transactions be carried out in a professional, honest and ethical manner and will give employees a written contract signed by both parties, and,
- 9.6.1 ~~i~~f a Trainer, that all trainers of courses are suitably qualified and regitered as required by law to perform the required task;

10. MEETINGS OF THE ASSOCIATION

- 10.1 An Annual General Meeting of the MEMBERS shall be held at a venue convenient to the MEMBERS at such time that may be determined by the COMMITTEE, subject to thirty (30) days written notice being given for such a meeting, this meeting will not be held later than 30 April of each year.
- 10.2 The COMMITTEE may at any time convene a general meeting of MEMBERS giving thirty (30) days notice of such meeting, or when requested to call such a meeting by a written requisition stating the objectives of such a meeting and signed by no less than twenty (20) MEMBERS, subject to thirty (30) days notice thereof.
- 10.3 The Chairman of the COMMITTEE, or in his absence, the VICE-CHAIRMAN or their nominee, shall preside over all general meetings.
- 10.4 Both Annual General Meetings and special general meetings shall have the power to raise, discuss and decide any matters whatsoever, provided that any resolutions which purport to effect amendments to this CONSTITUTION shall be circularised to MEMBERS together with the notice of the meeting.
- 10.5 A quorum for any general meeting shall be deemed to be those MEMBERS present, provided that such MEMBERS unanimously agree to continue with the meeting. Should such an agreement not be reached within thirty (30) minutes, the CHAIRMAN may adjourn the meeting. At any meeting so adjourned, the number of- votes represented by MEMBERS present or by proxy in writing, shall constitute a quorum, provided that no business shall be considered at such adjourned meeting which could not have been transacted at the original meeting.
- 10.6 All matters shall be decided on a show of hands, provided that decisions shall be by ballot on a motion to that effect by a member, duly seconded.

11. VOTING

- 11.1 Each fully paid up MEMBER shall have one vote.

- 11.2 At any general meeting a resolution put to the vote shall be decided on a show of hands. A poll may be demanded by the CHAIRMAN or any other MEMBER prior to the taking of a vote by a show of hands.
- 11.3 A MEMBER shall be entitled to appoint any other paid up MEMBER of the ASSOCIATION to represent him at any general meeting and to vote on his behalf. Such a proxy shall be in writing and must be lodged with the COMMITTEE not less than 24 hours before the time of the meeting, and if not so lodged the ~~CHAIRMAN-~~ COMMITTEE shall be entitled to ignore it.
- 11.4 The CHAIRMAN shall have an ordinary and a deliberate vote, in case of equality of votes, whether on a show of hands or on a poll.
- 11.5 No resolution shall be passed unless a majority of such MEMBERS as are present in person or by proxy have voted in favour of it, provided that no resolutions having the effect of altering or adding to this CONSTITUTION and or the RULES or CODE of CONDUCT, shall be passed unless two-thirds of such persons who are present in person or by proxy have voted in favour of it.

12. APPOINTMENT OF THE COMMITTEES

- 12.1 The affairs of the ASSOCIATION shall be managed by a COMMITTEE consisting of a maximum of ten (10) and a minimum of four (4) MEMBERS, excluding the C.E.O. referred in clause 15.
- 12.2 The outgoing Chairman and/or Vice Chairman, if not elected may remain on the COMMITTEE for a period not exceeding six months, as ex-officio members with a view to ensuring continuity is provided to the incoming COMMITTEE.
- 12.3 ~~The Chairman of each guiding region shall be ex-officio members of the COMMITTEE and may attend COMMITTEE meetings as well as hold office on the COMMITTEE. We have no other regions than Cape Town at the moment, this must be scraped.~~
- 12.3 The COMMITTEE shall at its first meeting elect from their number a CHAIRMAN, VICE-CHAIRMAN and TREASURER, who if not an elected member of the COMMITTEE shall become an ex officio member of the COMMITTEE.
- 12.4 At each Annual General Meeting of the ASSOCIATION after the first, the entire COMMITTEE shall retire. A retiring MEMBER shall be eligible to be re-elected. At least one nominated member of the exiting executive will stay on in the executive as set out in 12.2.
- 12.5 No MEMBER shall be eligible for re-election after they have served four (4) consecutive years without a two (2) year compulsory absence from the COMMITTEE.
- 12.6 The COMMITTEE shall be entitled to co-opt additional MEMBERS to the COMMITTEE for a specific task or to fill a vacancy. A co-opted MEMBER shall cease to be such at the next Annual General Meeting of the ASSOCIATION after he was co-opted.

- 12.7 The Chairman of the COMMITTEE, and in his absence the VICE CHAIRMAN, shall preside at all meetings of the COMMITTEE. At the meetings of the COMMITTEE each MEMBER shall have one deliberate vote and the Chairman presiding shall, in addition, have a casting vote. A simple majority of votes cast by MEMBERS present, being not less than a quorum, shall be required to pass a resolution thereat.
- 12.8 Nominees for election to the COMMITTEE must be MEMBERS in good standing and the nomination shall be in writing to the Secretariat at least fourteen (14) days prior to the Annual General Meeting each year, and such nominations must be signed by the nominee and a proposer who must be a MEMBER in good standing.
- 12.9 A quorum for a meeting of the COMMITTEE shall be not less than four (4) or two thirds, which ever is less, of the MEMBERS elected to such committee.
- 12.10 The COMMITTEE shall meet at least six (6) times per year, providing that each COMMITTEE MEMBER be given at least ~~twenty-one (21)~~ seven (7) days' notice of such meeting and the purpose thereof.
- 12.11 A MEMBER of the COMMITTEE:
- ~~_____~~12.11.1— ~~_____~~ who absents himself from three (3) consecutive meetings of the COMMITTEE without a reason acceptable to the COMMITTEE, shall cease ~~_____~~ to be a MEMBER of the COMMITTEE
- ~~_____~~12.11.2— ~~_____~~ may be removed from office by a resolution of the MEMBERS of the ~~_____~~ ASSOCIATION at a general meeting
- 12.12 Written resolution of the COMMITTEE outside of a COMMITTEE meeting shall be effective and valid as if it had been passed at a meeting of the COMMITTEE, only if signed by all COMMITTEE MEMBERS.
- 12.13 Minutes of meetings of the COMMITTEE shall be kept and placed in the minute book of the COMMITTEE.
- 12.14 The CHAIRMAN of the COMMITTEE shall be the duly authorised representative of the ASSOCIATION in any legal proceedings brought by or against the ASSOCIATION.

13. POWERS AND DUTIES OF THE COMMITTEE

- 13.1 The COMMITTEE's duties shall be to carry out the OBJECTIVES of the ASSOCIATION, to enforce the rules and CODE OF CONDUCT and to preside over the day to day running of the ASSOCIATION.
- 13.2 All property and funds of the ASSOCIATION shall vest in the EXECUTIVE COMMITTEE who shall hold such property and funds in trust on behalf of the ASSOCIATION as a corporate body.
- 13.3 The powers delegated by the ASSOCIATION to the COMMITTEE are the powers granted in clauses 7.1 to 7.25.

- 13.4 The COMMITTEE shall have the right to waive subscriptions and/or fees of certain MEMBERS should it be deemed to be in the interest of the ASSOCIATION.
- 13.5 The COMMITTEE shall have the right to appoint a C.E.O. to administer the ASSOCIATION as laid down in clause 15 and to appoint a SECRETARY as laid down in clause 16. —
- 13.6 ~~The COMMITTEE shall encourage the formation of REGIONAL COMMITTEES, the powers and duties of which will be delegated by the COMMITTEE. Each CHAIRMAN or acting CHAIRMAN of a REGION will be an ex-officio MEMBER of the COMMITTEE and will be encouraged to attend COMMITTEE meetings with full voting rights.~~ We need to define regions as we do not have any
- 13.7 The COMMITTEE shall appoint standing portfolio subcommittees when necessary for the purposes of undertaking or delegating certain duties. The CHAIRMAN and C.E.O. shall be ex-officio members of all such standing portfolio committees.

~~14. — POWERS AND DUTIES OF THE REGIONS~~

- ~~14.1 Any prominent geographical guiding area may form a REGION with a Regional Committee, at the discretion of the COMMITTEE. Such a REGION must consist of paid up MEMBERS of good standing and must be viable and functional in order to achieve sustainability.~~
- ~~14.2 REGIONS shall abide by this CONSTITUTION and the RULES of the ASSOCIATION.~~
- ~~14.3 REGIONS shall elect a REGIONAL COMMITTEE, consisting of a maximum of six (6) and a minimum of four (4) MEMBERS which shall be presided over by an elected CHAIRMAN who shall be an ex-officio MEMBER of the COMMITTEE and may hold office therein.~~
- ~~14.4 REGIONS may be delegated powers by the COMMITTEE at its discretion.~~
- ~~14.5 REGIONAL COMMITTEES must meet at least four (4) times each year, and must, at a Regional Annual General Meeting prior to the ASSOCIATION's Annual General Meeting, elect a CHAIRMAN to represent the REGION on the COMMITTEE.~~
- ~~14.6 REGIONAL COMMITTEES shall be responsible for MEMBERSHIP recruitment as well as acting as a conduit for information back to the COMMITTEE.~~

This is not our main aims. We should rather concentrte on assisting the formation of other associations and let them run themselves.

15. THE CHIEF EXECUTIVE OFFICER – C.E.O.

- 15.1 An executive official of the COMMITTEE called the CHIEF EXECUTIVE OFFICER (C.E.O.) may be appointed by the COMMITTEE. Such C.E.O. need not be a member of the Association.

- 15.2 The C.E.O. shall be an ex officio MEMBER of the COMMITTEE and shall be entitled to deliberate at all of the general meetings of the ASSOCIATION and all of the meetings of the COMMITTEE but shall only have the right to vote at general meetings in his capacity as a MEMBER and not at COMMITTEE meetings.
- 15.3 The C.E.O. shall perform such functions and carry out such duties as shall be set out in his service contract. The COMMITTEE may remunerate the C.E.O. in such a manner as they determine.
- 15.4 The C.E.O. may represent the ASSOCIATION at all levels and may carry out any function as may be delegated to him by the COMMITTEE.
- 15.5 The C.E.O. is responsible for the day to day management of the ASSOCIATION.

16. SECRETARY

- 16.1 An executive official of the COMMITTEE called the SECRETARY shall be appointed by the COMMITTEE in the absence of appointing the C.E.O. see clause 15.
- 16.2 The SECRETARY so appointed shall be an ex officio MEMBER of the COMMITTEE and shall be entitled to deliberate at all of the general meetings of the ASSOCIATION and all of the meetings of the COMMITTEE but shall only have the right to vote at general meetings in his capacity as a MEMBER and not at COMMITTEE meetings.
- 16.3 The SECRETARY shall perform such functions and carry out such duties as shall be set out in his service contract. The COMMITTEE may remunerate the SECRETARY in such a manner as they determine.
- 16.4 The SECRETARY may represent the ASSOCIATION at all levels and may carry out any function as may be delegated to him by the C.E.O. if appointed by the C.E.O. or by the COMMITTEE.

17. TREASURER

- 17.1 An executive official of the COMMITTEE called the TREASURER shall be appointed by the COMMITTEE in the absence of appointing the C.E.O. see clause 15.
- 17.2 The TREASURER so appointed, if not already a MEMBER of the COMMITTEE shall be an ex officio MEMBER of the COMMITTEE and shall be entitled to deliberate at all of the general meetings of the ASSOCIATION and all of the meetings of the COMMITTEE but shall only have the right to vote at general meetings in his capacity as a MEMBER and not at COMMITTEE meetings unless an elected MEMBER already.
- 17.3 The TREASURER shall perform such functions and carry out such duties as shall be set out in his service contract. The COMMITTEE may remunerate the TREASURER in such a manner as they determine.

17.4 The TREASURER may represent the ASSOCIATION at all levels and may carry out any function as may be delegated to him by the C.E.O. if appointed by the C.E.O. or by the COMMITTEE.

18. FINANCIAL RULES

18.1 The financial year of the ASSOCIATION shall commence on the first day of March of every year and terminate on the last day of February the following year.

18.2 The accounts of the ASSOCIATION shall be kept by the 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 balance sheet and revenue and expenditure account shall be prepared and, having been duly audited and certified shall be submitted to the MEMBERS at the Annual General Meeting.

19. DISPUTES

19.1 A dispute arising from an alleged infringement of the provisions of this CONSTITUTION as per clause 8.11, which remains unresolved after appeal to a general meeting of MEMBERS, shall be referred for resolution to a single arbitrator, mutually acceptable to both parties.

20. DURATION AND DISSOLUTION

20.1 The ASSOCIATION shall have perpetual succession.

20.2 The provisions of clause 18.1 notwithstanding, the ASSOCIATION may be dissolved upon resolution of MEMBERS by a two-third majority of the votes cast at a general meeting held for that purpose.

20.3 In the event of the dissolution of the ASSOCIATION, its assets shall be distributed in the following manner:

—20.3.1 first, in payment of all creditors;

20.3.2 any asset remaining thereafter to be paid out proportionately to all current paid up MEMBERS in good standing;

20.3.3 in the event of 20.3.2- not being practically possible or not allowed in terms of the non-profit status allowed by SARS then such remaining assets are to be distributed to an organisation with objectives similar to those of the ASSOCIATION.

[Draft prepared/amended 08/04/2009]