

ZIMBABWE TOUR OPERATORS ASSOCIATION
CONSTITUTION AND RULES

1) NAME:

The association shall be called Zimbabwe Tour Operators Association, hereinafter referred to as “the Association”.

The official abbreviation of the association shall be ZTOA.

2) OBJECTIVES:

- (a) To promote the tour industry in Zimbabwe in all its aspects.
- (b) To co-operate to the fullest extent with the Government of Zimbabwe, the Ministry of Environment and Tourism and its Departments and Agencies, other government ministries, parastatals, non-government organisations and interested persons and bodies in the government of tourism and the protection of the environment and flora and fauna of Zimbabwe.
- (c) To work towards the improvement of the whole range of tourist services offered in Zimbabwe.
- (d) To promote and uphold a high standard of business and professional ethics in the tour operating, tour wholesaling and destination management industry (hereinafter referred to as the “tour industry”)
- (e) To prevent where possible, any illegal or unacceptable practices in the tourist industry.
- (f) To promote and encourage the training of all categories of employees engaged in the tour industry.
- (g) To promote and safeguard the interest and welfare of members of the association and their employees.
- (h) To co-operate with other associations in Africa and elsewhere having objectives similar to this association.
- (i) To regulate or prohibit as the case may be, the publication in Zimbabwe or elsewhere by members of advertisements, interviews or press releases contrary to the objects of the association.
- (j) To provide at all times proper and professional service, equipment, vehicles, accommodation and staff of high standard for local and overseas tourists.

3) PERPETUAL SUCCESSION:

The Association shall have perpetual succession and shall be entitled to sue and be sued in its own name.

4) POWERS

The Association shall be entitled through its Executive committee -

- a) To purchase, sell, donate, exchange lease or otherwise acquire or dispose of movable or immovable property of all kinds.
- b) To construct, alter, maintain and repair buildings required for the purpose of the association.
- c) To borrow, or raise money or to secure the payment or re-payment of money due by the Association upon security or without security and upon such other terms and conditions as the Association may deem it fit.
- d) To invest the monies of the Association not immediately required upon such security, if any, and upon such terms and conditions as it may deem expedient.
- e) To appoint, remunerate and remove servants or agents of the Association.
- f) To institute, conduct, defend, compound or abandon legal proceedings.
- g) To enter into such contracts and do all such lawful acts and things (including variation and cancellation of contracts) as are incidental or conducive to the attainments of all or any of the objects of the Association.

5) MEMBERSHIP:

- (a) Full membership will be confined to registered Tour Operators, Tour Wholesalers and Destination Management companies whose business are registered in Zimbabwe
- (b) Associate membership will be available to any company or organisation, based in Zimbabwe or elsewhere, which has an interest in the Zimbabwe tourist industry.
- (c) Each candidate for membership shall complete an application form to be draw up by the Executive Committee.
- (d) Every proposal for membership shall be submitted to the Executive Committee which shall be entitled to grant Full or Associate membership of the Association. On acceptance of a new member the Executive Committee shall notify them accordingly in writing, furnish them with a copy of the constitution and request payment of all fees and/or levies to the Association. If payment be not paid within one month from the date of the Executive

Committee's notice, the acceptance of the member may be void, unless sufficient cause be shown to the satisfaction of the executive Committee

(e) The number of members may be limited by the Executive Committee

6) TERMINATION OF MEMBERSHIP:

- a) A member may at any time, by giving notice to the Executive Committee, resign membership of the Association, but shall continue to be liable for any annual subscription due and unpaid at the date of resignation. Any such member having discharged all liabilities to the Association may rejoin and the Executive Committee may in its discretion excuse any payments due.
- b) Membership subscriptions are due and payable on the 1st of October each year. Any member shall cease to be a member if such member's annual subscription or any fees or levies are not paid within 90 days of falling due.
- c) Membership shall terminate further on the expulsion of any member as hereinafter provided or upon the conviction of any member of a criminal offence which the Executive Committee considers renders it unfit to continue as a member or upon the insolvency of any member.
- d) Any person ceasing to be a member of the association shall forfeit all rights to or claims upon the association upon the Association or its property or funds which such member would otherwise have by reason of membership.

7) MISCONDUCT OF MEMBERS :

If any member in the opinion of the Executive Committee:-

- a) Is guilty of improper or dishonest behavior or of conduct unbecoming or prejudicial to the interest and reputation of the Association.
- b) Commits any willful breach of the Constitution or bye-laws or regulations of the Association
- c) Willfully or negligently damages any property of the Association, the Executive Committee shall have the powers:-
 - I. To expel such member
 - II. Deprive such a member of any or all the rights of members for as long as it may think fit
 - III. To require such member in writing through the Executive Committee to resign, and failing compliance within 7 days expel such a member.

IV. To assess against such a member the amount of any damage done by such member or/and to recover from such a member the amount of such damage.

Provided that such a member may appeal to a Special General Meeting of members which shall be called upon its notifying the Executive Committee in writing of its desire to that effect. Before exercising any powers under this section, the Executive Committee shall give written notice to the member concerned of any charge or allegation against it and shall give opportunity to be heard in response thereto.

8 FEES, SUBSCRIPTIONS AND VOTING

a) Subscriptions:-

Subscriptions will be based on the number of employees per member on the following rates:-

<u>No.of staff</u>	<u>Subscription Rate</u>
5	\$18
6-10	\$22
11 or more	\$30
Associate	\$9

b) Voting :-

Full members	one vote each
Associate members	non-voting

The above fees shall remain in force until altered by a resolution at a General Meeting of the Association.

9 GENERAL MEETINGS :

All members may attend and full members may vote either in person or by proxy at any General or Special Meeting of the Association. Persons appointed as proxies shall either be members of the association or duly nominated representatives of a partnership, registered company or other body which is a member of the Association and may nominate one proxy to represent it. Only fully paid up members shall be entitled to vote.

Annual General Meetings:

The Annual General Meeting of the Association shall be held in each year upon a date and at a time to be fixed by the Committee for the following purposes:-

- (a) To receive from the Executive Committee a report and financial statements for the preceding financial year.
- (b) To consider the level of subscription for the ensuing year.
- (c) To fill the vacancies in the Executive Committee and to appoint an auditor for the ensuing year, if such appointment is considered necessary.
- (d) To decide on any resolution which may be submitted to the meeting as hereinafter provided.

Any member desirous of moving any resolution at the annual General Meeting shall give notice thereof in writing to the executive committee not less than 28 days before the date of such meeting. Not less than 21 days before the Annual General Meeting a notice of such a meeting will be sent to all members, inclusive of a full agenda and a copy of the current financial statements.

Special General Meetings:

The executive committee may at any one time for any special purpose, call a Special General Meeting and shall do so forthwith upon the requisition in writing of 25% of the members stating the purpose for which the meeting is required.

Not less than 21 days before any Special General Meeting a notice of such meeting and of the business to be transacted thereat shall be posted to every member, and no business other than that of which notice has been given shall be brought forward at such meeting.

Quorums:

- (a) For motions proposing any repeal, addition or any amendment to this Constitution; any repeal, additions or amendments of any regulations, code of conduct or bye-laws; the sale alienation, encumbrance, transfer, long lease or disposal of the whole or greater part of the movable property of the Association; FIFTY PERCENTUM (50%) of full members. Provided always that such motion shall not be deemed to have been passed unless by at least SIXTY-SIX PERCENTUM (66%) of those present and entitled to vote for the motion.
- (b) For all other business – a simple majority of a properly constituted meeting and a quorum shall for this purpose consist of TEN PERCENTUM (10%) of fully paid up members.

- (c) In all matters which effect the constitution of finances of the Association, then provision must be made for members unable to attend particular meetings to be given a vote by proxy. A member attending a meeting, whether an A.G.M. or a specially convened meeting, shall have the right to vote on behalf of the absented full members, providing he carries and submits to the meeting authority in writing from the company concerned for the proxy vote.

Chairman:

The chair shall be taken at all General Meetings by the Chairman or in his absence by the Vice Chairman and in the absence of both Chairman and Vice- Chairman, the members present shall choose one of their members to Chairman within 30 days of such meeting.

Minutes:

The minutes shall be taken of all the proceedings of the General Meetings and copies shall be sent to all members within 30 days of such meeting.

10 MANAGEMENT:

(a) Executive Committee

The management of the Association shall be entrusted to the Executive Committee whose members shall be representatives of full members of the Association. Each member may nominate one representative to serve on the Executive Committee.

The Executive Committee shall consist of:-

- I. Chairman
- II. Vice-Chairman
- III. Three Executive members

(b) Election of members of the Executive Committee

- I. The members of the Executive Committee shall retire each year and the vacancies created thereby shall be filled at the annual general meeting, and the vacancies shall be notified by the chairman with the notice calling the Annual General Meeting.
- II. Nomination of office on the Executive Committee as defined in (a) shall be invited. Any such nominations shall be in writing, signed by two members and shall contain the consent in writing for the person nominated.
- III. Nomination for office in terms of this section must be received by the Executive Committee seven days prior to the start of the Annual general meeting.
- IV. If the number of nominations received exceeds the number of vacancies to be filled then all the vacancies shall be filled by election at the Annual General Meeting from such nominations.

V. The retiring Executive Committee members shall retire immediately the Annual General Meeting is completed, and the incoming committee shall thereupon take office.

VI. At an election each full member of the Association shall be entitled to vote for as many candidates as there are vacancies to be filled in terms of this section and no more. In the event of two or more candidates receiving equal numbers of votes the chairman of the meeting shall have the second or casting vote.

c) A retiring member of the Executive Committee shall be eligible for re-election.

d) The retiring chairman may ex-officio be a member of the Executive Committee at the invitation of incoming Executive Committee for a period of one year but shall not be eligible to vote.

e) Three members of the Executive Committee shall constitute a quorum.

f) Vacancies :

The Executive Committee shall have the power to appoint a member to fill any casual vacancy on the Executive Committee. Any members so appointed shall retire at the next Annual General Meeting but shall be eligible for re-election as a member of the Executive Committee at such meeting. They shall belong to the same category of membership as the previous Executive Committee member.

g) Meeting of the Executive Committee

The Executive Committee shall meet at least four times a year and more often if so required by the Chairman or Vice-Chairman. The Chairman shall be obliged to convene a meeting upon notice in writing to this effect addressed to him and signed by three or more members of Executive Committee. The Executive Committee shall meet in order to examine the accounts and to arrange the affairs of the Association. The Chair shall be taken at all Executive Committee Meetings by the Chairman or Vice-Chairman, or in the absence of both, the members of the meeting shall choose one of their number to be Chairman. The Chairman of the meeting shall have the casting vote. Minutes shall be open to inspection by a member of the Association applying to the Executive Committee thereof.

h) Sub-Committees

The Executive Committee may from time to time appoint such Sub-Committees as it may deem necessary or expedient or may depute or refer to them such of the powers and duties of the Executive Committee as the Executive Committee may determine. Such Sub-committees shall report their proceedings to the Executive Committee and shall conduct their business in accordance with the directions of the Executive Committee.

i) Employees

The Executive Committee shall have the power to appoint such employees of the Association, as are deemed necessary.

j) Vacation of office

The office of a member of the executive committee or sub-committees shall be vacated:-

- I. Upon tendering resignation to the respective committee
- II. If he or she fails to attend three (3) consecutive meetings of the respective committee, unless he or she has obtained the permission of the respective Committee.
- III. If a general meeting resolves by two-thirds majority of those members at that meeting that he or she should no longer be a member of the executive Committee.

11 BY-LAWS:

The Executive Committee shall from time to time make repeal and amend all such bye-laws, codes of conduct and regulations, which are not consistent with this constitution as it shall think expedient for the internal management and well being of the Association. All bye-laws, codes of conduct and regulations made by the Executive Committee under this rule shall be binding upon the members until repeal by the Executive Committee, or set aside by a resolution of a General Meeting of the Association.

12 FINANCE:

- (a) EACH FINANCIAL YEAR OF THE Association shall commence on October 1 and terminate on September 30.
- (b) No expenditure shall be incurred in the name of the Association without the approval of the Executive Committee.
- (c) Books of account- a register of members and proper books of accounts records and documentation shall be kept and made available to the auditor for inspection on request.
- (d) Banking account- the banking account and savings account of the association shall be kept in such bank or building society as the Executive Committee shall from time to time decide. All cheques or withdrawals drawn on such accounts shall be signed by two members of the Executive Committee or by one member of the Executive Committee and one member of the staff, duly authorised by the Executive Committee.
- (e) An auditor may be appointed by the Association at the A.G.M. for the following year.

13 GENERAL:

- a) Rules- This constitution shall be binding upon all members. In the interpretation of these rules the decision of the Executive Committee shall be final.
- b) That Executive Committee may design and issue to members and officers (at a cost to such members or otherwise) such badges, motifs and other distinguishing insignia of membership of the Association as they shall see fit from time to time with directions as to how and where they are to be displayed or worn by members and officers.

14 RESTRICTIONS:

Any negotiations with Government Ministries or Departments relating to the tourist industry in Zimbabwe generally must be conducted through the Executive Committee.

15 COMMUNICATION WITH THE MEDIA:

No member of the Association, other than the Chairman or Vice Chairman save with the express written permission of the Executive Committee, shall act, speak, behave or cause to be printed anything which might, or could be interpreted as representative of the opinion of the Executive Committee or the Association as a whole.