



HOSPITALITY AND TOURISM ASSOCIATION OF BOTSWANA CONSTITUTION AND RULES

Article 1: NAME

- 1.1 The name of the Association shall be HOSPITALITY AND TOURISM ASSOCIATION OF BOTSWANA (hereinafter referred to as "The Association") and its headquarters shall be in Gaborone, Botswana.
- 1.2 The official abbreviation for the Association shall be "HATAB"

Article 2: DEFINITIONS

- 2.1 "Company" includes a corporation, a limited liability company and the proprietor of a registered business name.
- 2.2 "Employees of Full Members" means Directors or proprietors of, or any persons who are employed full time by, the Full Member or whose names are included in the payroll of the Full Member; and "Employer" shall be interpreted accordingly.
- 2.3 "Financial Year" means the financial year of the Association, which shall be from 1st September to 31st August until otherwise decided by a General Meeting.
- 2.4 "Full Member" means a Member who has all rights and privileges accorded under this constitution and has a turnover above the agreed minimum threshold that is set from time to time by the executive committee to cater for small companies becoming members of the association.
- 2.5 "Member" means a company or Honorary Member whose name appears in the Register of Members.
- 2.6 "Register of Member," means the Register of Members maintained by the Chief Executive.
- 2.7 "Representative of a Member" means a Director, proprietor or senior member of the management of a Member appointed in writing by a Member to represent that Member at meetings of the Members.
- 2.8 "Unethical Behaviour" means such behaviour or conduct which the Ethics and Standards Sub-Committee and the Executive Committee consider improper or not in accordance with the best business methods of tourism enterprises as defined by the Association's Code of Conduct.

Article 3: OBJECTS AND POLICY

- 3.1 The Association is non-political in nature, intent and practice.
It's main objectives are:
 - a to provide a forum for Government licensed tourism organisations in Botswana through which to address and deal with issues of relevance to their business

interests.

- b to provide a voice for the tourist industry in its dealings with Government Ministries and other professions and trades connected with trade and tourism.
- c to encourage the advancement of sustainable tourism within Botswana and to improve the standards of service offered by Botswana tourism organisations.
- d to encourage the creation of an enabling environment for profitable tourism operations in Botswana.
- e to form branches as and when required by the Association.
- f to negotiate and enter into agreements with commercial undertakings for the betterment of the tourism industry.
- g to uphold the business standards and ethics of members.
- h to receive and disburse monies for the purposes of the Association with power to open such accounts, whether current or deposit, as are necessary and to invest monies in such securities or investments as the Executive Committee may think fit.
- i to borrow money and to mortgage all or any part of the property of the Association as security for any debts, liabilities or obligations of the Association or any third party and to issue guarantees in respect thereof.
- j to form and hold shares in commercial enterprises or companies to carry out the commercial activities of the Association.
- k to carry out such other activities as may be required in furtherance of the objectives of the Association.

Article 4: **ORGANISATION**

- 4.1 The Association shall have an Executive Committee, which shall be elected by the Members of the Association as provided for in this Constitution.
- 4.2 The Association shall have a Finance & Audit Sub-Committee of the Executive Committee, which shall be constituted as, provided for in this Constitution and Rules.

Article 5: **MEMBERSHIP**

- 5.1 There shall be four classes of membership; Full, Associate, Affiliate and Honorary.
- 5.2 Full Membership
 - 5.2.1a Any bona fide business enterprise involved in tourism or related activities: which has a registered office in Botswana; and
 - b the standard of service and integrity of which is acceptable to the Executive Committee; and
 - c which has a turnover above the agreed minimum threshold that will be set from time to time by the executive committee to cater for small companies becoming members of the association.
 - d which has a valid tourist license, or a, valid license issued by the government of Botswanashall be eligible for Full Membership of the Association.
- 5.3 Ceiling For Bulk Full Membership Payments
 - 5.3.1 In the event that a single company shall be involved in multi tourist operations

holding a volume of tourist licenses the ceiling for bulk payment shall be decided by the executive committee.

- 5.3.2 In the event of a company holding bulk full membership each tourist licensed enterprise belonging to that member company shall be entitled to one vote each.

5.4 Associate Membership

- 5.4.1 Any bona fide business organisation which:

- a holds a license issued by the Government of Botswana; and
- b has its registered office in Botswana;
- c does not have a turnover exceeding the agreed threshold that will be set from time to time by the executive committee to cater for small companies becoming members of the association shall be eligible for Associate Membership of the Association at the discretion of the Executive Committee for a period of no longer than two consecutive years.

- 5.4.2 At the end of that period, or upon exceeding the agreed threshold, on the recommendation of the Executive Committee; the Associate Member shall become a Full Member of the Association.

5.5 Affiliate Membership

- 5.5.1 Local and foreign tour operators and allied trade companies, associations or individuals from whom HATAB can benefit may be admitted as Affiliate Members of the Association at the discretion of the Executive Committee.

- 5.5.2 Affiliate members shall not have voting rights.

5.6 Honorary Membership

- 5.6.1 Individuals who have served the tourist industry with distinction may be elected Honorary Members annually at the Annual General Meeting on the recommendation of the Executive Committee or on a proposal by any Full Member.

- 5.6.2 Honorary members shall not have voting rights.

Article 6: **APPLICATION FOR MEMBERSHIP**

- 6.1 Every application for Full, Associate or Affiliate Membership of the Association shall be made to, and in the form prescribed by, the Executive Committee.
- 6.2 The information contained in the application shall be circulated to all members of the Executive Committee at least one month before the meeting at which the application is to be considered.
- 6.3 Each applicant for membership shall be considered by the Executive Committee which shall ensure that the applicant meets the qualifications required by this Constitution and Rules after which the Executive Committee shall decide whether or not to admit the applicant to membership and in what category or class.
- 6.4 No explanation need be given for refusal of an application for membership.
- 6.5 A further application may be submitted after a period of three months from the date of refusal.

Article 7: **ANNUAL AND SUBSCRIPTION FEES**

7.1 Subscription Fee

- 7.1.1 There shall be an annual subscription fee for Full Membership of the Association which shall be set by the Executive Committee from time to time, and which shall

be paid before an applicant for membership is registered as a Member of the Association.

7.1.2 An annual subscription fee shall be payable by an applicant for Associate Membership.

7.1.3 An annual subscription fee will be required for Affiliate membership.

7.1.4 No annual subscription fee will be required for honorary membership.

7.2 Annual Subscription Fee

7.2.1 The annual subscription fee for Full, Associate and Affiliate Membership shall be set at the discretion of the Executive Committee from time to time and subject to approval by a General Meeting.

7.2.2 Such annual subscription fees shall be paid by the first day of October unless otherwise decided by the Executive Committee in any particular case.

7.2.3 The minimum threshold for the annual subscription fee for full membership will be set from time to time by the executive committee.

7.3 Failure to Pay Annual Subscription Fee

7.3.1 Any Member that fails to pay when due the annual subscription fee by the last day of November of each calendar year shall automatically cease to be a Member of the Association.

7.3.2 The Executive Committee may however at its discretion reinstate such a Member upon payment of the full amount in arrears but a Full Member shall be required to pay the annual subscription fee as a penalty.

7.3.3 Any Member who resigns or is expelled from Membership shall not be entitled to fund of its annual subscription fee or any part thereof.

Article 8: **CESSATION OF MEMBERSHIP**

8.1 Any Member which:

- a resigns, or
- b fails to pay the annual subscription fee, or
- c is expelled, or
- d ceases to be a Member for any other reason, as provided in this Constitution and Rules shall thereupon immediately cease to be a Member and its name shall be deleted from the Register of Members and circulated to all Members.

Article 9: **GENERAL MEETINGS**

9.1 There shall be two classes of General Meetings - Annual and Extraordinary.

9.1.2 Venue of General Meetings.

The venue of all General Meetings shall be at a place decided by the Executive Committee.

9.2 Annual General Meetings

9.2.1 Date of Annual General Meetings

The Annual General Meeting of the Association shall be held on a date to be decided by the Executive Committee not later than nine months after the end of the Financial year.

9.2.2 Notice of Annual General Meetings

Notice in writing of each Annual General Meeting detailing the agenda for the meeting, together with a copy of the audited accounts of the Association for the previous financial year and the Auditor's report thereon, an un-audited financial statement and projections for the current year and a copy of the proposed budget for the ensuing financial year shall be sent to all Members not less than 21 days before the date of the meeting.

9.3 Agenda for Annual General Meetings

The agenda for each Annual General Meeting shall consist of the following:

- a Chairman's Report.
- b Declaration of Letters of Representation, Proxies and Nominations for the Chairman, Vice Chairman, and Executive Committee.
- c Confirmation of the Minutes of the previous Annual General Meeting and Extraordinary General Meeting (if any).
- d Consideration of the Accounts, financial statements and projections and approval of the Association's budget for the ensuing financial year.
- e Elections for the Chairman, Vice Chairman, and Executive Committee, and for any other Committee or Sub-Committee the election of which by a General Meeting is required.
- f Appointment of Auditors.
- g Any other business with the approval of the Chairman.

9.4 Extraordinary General Meetings

9.4.1 An Extraordinary General Meeting may be called for any specific purpose:

- a by the Executive Committee on its own, or
- b on a requisition signed by at least 20 Full Members to the Chief Executive accompanied by the Resolution or Resolutions to be proposed by such Members at the meeting.

9.4.2 Notice of and the agenda for such meetings shall be sent to all Members not less than 21 days before the date thereof.

9.5 Quorum at General Meetings

9.5.1 The quorum at all General Meetings shall be not less than one third of the Full and Associate Members attending by Representative or by proxy, with three Associate Members counting as one Full Member for this purpose, and who are present thirty minutes after the time notified for the meeting or within such other time as may be agreed by all members then present.

9.5.2-a If no quorum is obtained a second General Meeting shall be held 30 days later.

- b Notice of the second General Meeting shall be given to all Members at least 14 days before the date of the meeting.
- c The quorum for the second meeting shall be the number of Full and Associate Members present by Representative or by proxy, with three Associate Members counting as one Full Member for this purpose, who are present thirty minutes after the time notified for the meeting or within such other time as may be agreed by all Members then present

9.6 Attendance and votes at General Meetings

Those entitled to attend the General Meetings of the Association shall be:

- a Representatives of Full Members who shall each be entitled to one vote.
- b Representatives of Associate Members who shall have one vote per three Associate Members present by Representative or by proxy.
- c Representatives of Affiliate Members who shall not have the right to vote.
- d Honorary Members who shall not have the right to vote.
- e At the discretion of the Chairman, any number of observers, any of whom may address the meeting at the invitation of the Chairman but who may not vote

9.7 Chairman at General Meetings

At all General Meetings of the Association the Chairman, the Vice Chairman or in their absence a member of the Executive Committee elected by the meeting shall take the chair, or in the absence of any of them, any person present and elected by the meeting shall take the chair.

9.8 Voting on Resolutions and Poll

- 9.8.1 Resolutions shall be decided by a simple majority on a show of hands by Representatives unless a poll is called for by the Chairman or by at least one third of the Full Members present by Representative or by proxy. In the case of an equality of votes the Chairman shall have a second or casting vote.

- 9.8.2 On a poll votes may be given by Representative or by proxy.

9.9 Letters of Representation and Proxies

- 9.9.1 Letters of Representation and proxies shall be deposited with the Chief Executive at least 48 hours before the meeting and shall be in the form prescribed by the Executive Committee, otherwise they shall not be valid and the person named shall not be entitled to attend the meeting nor to vote.

- 9.9.2 Letters of Representation may be valid for all meetings until revoked and may name more than one person, in which case the person present at the meeting whose name appears first in the Letter shall be the Representative.

Article 10: **EXECUTIVE COMMITTEE.**

10.0 The Executive Committee

The Executive Committee shall be automatically empowered by the AGM and accordingly shall be responsible for the management of the Association and for that purpose may give directions to the Office Bearers and to the Chief Executive as to the manner in which, within the law, they shall perform their duties.

10.1 Membership of Executive Committee

- 10.1.1 The Executive Committee shall consist of twelve members elected by General Meetings as provided in this Constitution and Rules, nine of whom shall be Representatives (as defined below in section 10.4) of Full Members and one shall be the Representative (as defined below in section 9.6 B) of an Associate Member. Each of the above members will be drawn from each of and represent each of the following sectors:

- | | |
|-------------------|----------------------------------|
| i. Hotels | vi. Tour Operators/travel Agents |
| ii. Lodges/Camps | vii. Restaurants |
| iii. Air Charters | viii. Services / Affiliates |
| iv. Hunting | ix. Airlines |
| v. Mobile Safaris | |

10.1.2 The Chief Executive shall ex officio be a member of the Executive Committee.

10.2 Power to Co-opt

The Executive Committee may annually co-opt additional members not exceeding three at any one time, who shall have the right to vote, and may invite expertise either from within or without the membership of the Association on an ad hoc basis but with no vote.

10.3 Temporary Replacements of Members of Executive Committee

An elected member of the Executive Committee who is unable to attend a meeting or meetings of that Committee may in writing request that Committee through its Chairman to appoint a replacement from the same category or class who may represent him and form part of the quorum and vote in his place at such meeting or meetings.

10.4 Nominations for Executive Committee

10.4.1 Candidates for nine places for election to the Executive Committee shall be proposed and seconded by Full Members of the category to which their Employers belong and candidates for one place shall be proposed and seconded by Associate Members.

10.4.2 Three additional members of the committee shall be the Chairman, Vice Chairman, and treasurer. In the event that a sector representative is elected to one of the above offices then members within the same AGM would elect an additional member

10.5 Cessation of membership of Executive Committee; Filling of Vacancies

- a An elected member of the Executive Committee shall cease to be a member on his resignation, or on his failure to attend three consecutive regular meetings without having requested the appointment of a replacement, or on his removal by a General Meeting.
- b Any vacancy caused by death or by such cessation of membership shall be filled by the Executive Committee until the next Annual General Meeting.
- c Any vacancy caused by failure to elect a member of the Executive Committee at an Annual General Meeting may be filled by an election at an Extraordinary General Meeting called within three months by the Executive Committee.

10.6 Quorum for Executive Committee

The quorum for a meeting of the Executive Committee shall be not less than four elected members except that a quorum of five elected members shall be required to approve expenditure not provided for in the annual budget, and all those present, one of whom shall be the Treasurer, shall sign such approval.

10.7 Voting at Executive Committee

- a Voting at Executive Committee meetings shall be by a simple majority on a show of hands by the elected members including members appointed to fill a casual vacancy unless a secret vote is called for by at least two members of the committee.
- b In the event of a tie the Chairman shall have a second or casting vote.

10.8 Meetings of Executive Committee

The Executive Committee shall meet not less than once in every four months at such times and places as it shall resolve.

10.9 Declaration of Interest

Any member of the Executive Committee having an interest in any matter or issue under consideration by the Executive Committee shall declare such interest and at the discretion of the Chairman shall be excluded from participating in the deliberations of the Committee on such matter or issue.

10.10 Suspension and Removal

The Executive Committee shall have power to suspend any of its members who fails to declare his interest in any matter or issue before the Committee or for any misconduct and in its discretion may within three months seek the removal of such member from the Committee by a General Meeting.

10.11 Sub-Committees of Executive Committee

- a The Executive Committee shall have the power to appoint any sub-committee for such purposes and on such terms as it may deem desirable, from amongst its members, members of the Association or such other persons as the Executive Committee may decide.
- b The Chairman of any such Sub-Committee shall be a member of the Executive Committee.
- c The Chief Executive shall ex officio be a member of each such Sub-Committee.

10.12 The Ethics and Standards Sub-Committee

- 10.12.1 The Ethics and Standards Sub-Committee may be formed on an ad hoc basis and shall be responsible to the Executive Committee for overseeing the preservation and enforcement of proper standards, ethics and discipline among Members.

10.12.2 Membership of Ethics and Standards Sub-Committee

This Sub-Committee shall consist of three members, one of whom shall be member of and nominated by the Executive Committee and the other two of whom shall be nominated by the executive committee from among the Members

- 10.12.3 The Chief Executive shall ex officio also be a member of this Sub-Committee.

10.12.4 Invited Member

The licensing officer in the Ministry for the time being responsible for tourism shall be invited to attend meetings of this Sub-Committee

10.13 The Finance and Audit Sub-Committee

- 10.13.1 The Finance and Audit Sub-Committee shall be responsible to the Executive Committee for advice on the management of the finances of the Association under Article 13.
- 10.13.2 The Finance and Audit Sub-Committee shall consist of four members, who shall be the Chairman, Vice Chairman, Treasurer and Chief Executive.

Article 11: **OFFICE BEARERS**

- 11.1.1 The Office Bearers of the Association shall be the Chairman, the Vice-Chairman and the Treasurer.

- 11.1.2 The Principal Officer of the Association shall be the Chief Executive.

11.2 Election of the Office Bearers

- 11.2.1 At the annual general meeting the Chairman, Vice Chairman, shall be elected by the members present after the executive has been elected.

- 11.2.2 At its meeting immediately following the Annual General Meeting, the Executive

Committee shall elect a Treasurer for the following year.

- 11.2.3 A person who has served for a continuous period of six years as Chairman or Vice Chairman shall resign from such post and shall not be eligible for re-election to the respective post until after a period of three years has elapsed since such resignation; provided that this provision shall only apply from the date on which this Constitution and Rules comes into effect.

11.3.1 Chairman

The Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Executive Committee and at all General Meetings of the Association.

11.3.2 Vice Chairman

The Vice-chairman shall perform the duties of the Chairman in the absence of the Chairman.

11.3.3 Treasurer

- a The Treasurer shall receive and shall also disburse under the direction of the Executive Committee all monies received by him and preserve vouchers for all monies paid by him.
- b The Treasurer is responsible to the Executive Committee and to the Members that proper books of accounts of all monies received and paid by the Association are written up, preserved and available for inspection by the Auditor and by any member of the Executive Committee at any time.

Article 12: **PROTECTION AGAINST PERSONAL LIABILITY**

- 12.1 Every member of the Executive Committee and every officer and employee of the Association, and any person acting on the lawful directions of the Executive Committee or the Chairman or the Chief Executive or any of them, shall be indemnified and shall be deemed always to have been indemnified out of the funds of the Association, or, to the extent that such funds are insufficient, by the Members of the Association who were Members at the date on which the claim was made against such person, against all damages, costs and expenses awarded against or incurred by any such person as a result of any claim made against him personally for anything done or omitted to be done by him bona fide for the purpose of carrying out any of his functions, powers or duties as provided in the Constitution and Code of Conduct of the Association as in force when such act or omission occurred or is alleged to have occurred: PROVIDED THAT no payment shall be made under this indemnity unless the person against whom any such claim is made:
- a has given notice in writing to the Executive Committee within thirty days of the claim being made against him in respect of which he proposes to rely on this indemnity; and
- b acts in response to such claim on the directions, if any, reasonably given to him by the Executive Committee.

Article 13: **FINANCES**

- 13.1 The funds of the Association may only be used for the promotion of the objectives of the Association.
- 13.2 The Executive Committee shall have discretionary power to approve expenditure up to 25% in excess of that approved for any particular budget item by Members in the Annual General Meeting, but not more.
- 13.3 All monies and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Association in any bank or banks approved by the Executive Committee; provided that the Treasurer may delegate this responsibility to the Chief

Executive of the Association in writing.

- 13.4 All cheques on such bank account shall be signed by two persons, one of whom shall be the Treasurer, the Chairman or the Vice Chairman and the other shall be the Chief Executive or a member of the Executive Committee nominated by the Executive Committee.
- 13.5 The Chief Executive may hold a cash imprest of an appropriate amount for petty cash disbursements of which he shall keep proper account. Such amount shall be reviewed from time to time and if necessary increased or decreased by such sum as the Executive Committee may deem reasonable.

Article 14: **CHIEF EXECUTIVE**

- 14.1 There shall be a full time salaried Chief Executive appointed by the Executive Committee on such terms and conditions as the Committee shall from time to time agree who shall deal with all the business and affairs of the Association subject to such directions as the Executive Committee may from time to time give to him.
- 14.2.1 In the case of urgent matters when the Committee cannot be consulted the Chief Executive shall consult the Chairman or other Executive Committee members as the Chairman shall direct. The decision reached shall be subject to ratification or otherwise at the next meeting of the Executive Committee,
- 14.3 The Chief Executive shall:
- a Issue notices convening all meetings of the Members of the Association and of the Executive Committee and all Sub-Committees of the Association;
 - b be responsible for keeping Minutes of all such meetings;
 - c be responsible for the preservation of the property of the Association and of all records of proceedings of the Association, the Executive Committee and all Sub-committees;
 - d keep the Register of Members up to date.

Article 15: **BRANCHES**

- 15.1 Branches of the Association may be formed with the approval of the Executive Committee and the Registrar of Societies and they shall adopt the same Constitution as that of the parent Association with the following exceptions:
- a Amendments to the Constitution can only be made by the Association in accordance with provisions of Article 20.
 - b The provisions of Article 22 shall apply to branches but, in addition, branches shall not be dissolved without the consent of the Executive Committee of the Association.
 - c The Secretary of the branch shall organise a voting committee of the branch.
 - d A representative of the branch may attend the Association's Executive Committee meetings should the Executive Committee so wish,

Article 16: **DISCIPLINE**

16.1 Code of Conduct

There shall be a Code of Conduct binding on all Members of the Association and their Directors, proprietors and employees that shall be prepared by the Executive Committee and approved at a General Meeting.

16.2 Expulsion of Member

Any Member may be expelled from membership if a General Meeting of the

Association shall so resolve by a two-thirds majority vote following the recommendations of the Executive Committee that such Member should be expelled on the grounds that its conduct or that of one or more of its Directors, proprietors or employees amounts to Unethical Behaviour or has adversely affected the reputation or dignity of the Association or that it or more of its Directors, proprietors or employees has contravened any of the provisions of the Constitution and Rules of the Association or of the Code of Conduct.

16.3 Suspension of Member

The Executive Committee shall have power to suspend a Member from membership on the same grounds until the next General Meeting of the Association following such suspension.

16.4 Procedure

A member whose expulsion is proposed shall have the right to address the General Meeting at which its expulsion is considered, but with no voting right.

16.5 Bankruptcy or Liquidation

The bankruptcy or liquidation of a Member shall automatically make that Member cease to be a member of the Association and its name shall be struck off the Register of Members and circulated to all Members.

16.6 No Member of the Association and no Director, proprietor or employee of a Member, save with the express permission of the Executive Committee, shall act, speak, behave or print matters suggesting that it or he represents the Association.

Article 17: **NOTICES**

Notices may be served on any Member or any other person:

- 17.1 by post in a prepaid envelope at his or its last known address and shall be deemed duly served three working days after posting, and proof of posting shall be proof of service;
- 17.2 by fax, or email when the notice shall be deemed served on receipt; or
- 17.3 by hand delivery, or by courier when the notice shall be deemed served on receipt.

Article 18: **INSIGNIA**

- 18.1 The insignia of the Association shall as depicted on the first page of this constitution.
- 18.2 Full Members of the Association may display on their letterheads and other suitable stationery, pamphlets and brochures the insignia of the Association.
- 18.3 Affiliate Members may likewise display the insignia of the Association with the words "Affiliate Member" shown prominently beside it.
- 18.4 The said insignia shall remain the property of the Association and shall be deleted from all letterheads and other stationery, pamphlets and brochures of a Member immediately that member ceases to be a Member.

Article 19: **AUDITORS AND AUDIT**

- 19.1 Auditors shall be appointed by the Association for the following year at each Annual General Meeting.
- 19.2 All the Association's accounts, records and documents shall be open to the inspection of the Auditor at any time.
- 19.3 The Treasurer shall produce to the Auditors annually a full account of the Association's income and expenditure, a statement of its assets and liabilities and

related financial statements of the previous financial year, at the earliest possible date but not less than four months before the date of the Annual General Meeting at which these accounts are to be presented.

- 19.4 The Auditors shall examine such annual accounts and statements in accordance with generally accepted auditing practices in Botswana and shall either certify that they disclose a true and fair view of the financial position and operating results of the Association or report to the Association in what respect they are not true and fair.
- 19.5 A copy of the Auditors' report on the accounts and statements together with a copy of such accounts and statements shall be sent to all Members with the notice convening the Annual General Meeting.
- 19.6 The Auditors may be paid such honorarium for their duties as may be resolved by the Annual General Meeting appointing them.
- 19.7 No Office-Bearer, member of the Executive Committee of the Association or Director, proprietor or employee of a Member may be appointed as an Auditor.

Article 20: AMENDMENTS TO THE CONSTITUTION

- 20.1 Amendments to the name or Constitution and Rules of the Association shall be proposed at a General Meeting of the Association convened as provided in this Constitution, and if approved the consent of the Registrar of Societies shall then be sought and his approval obtained before any such amendments become effective.
- 20.2 Any amendment to this Constitution and Rules shall require the approval of two thirds of the Members of the Association present at a General Meeting, voting by Representative or by proxy as provided in this Constitution and Rules.

Article 21: RESIGNATION

Any Member desiring to resign from the Association shall submit its resignation to the Chief Executive, which shall take effect from the date of receipt by the Chief Executive of such notice.

Article 22: DISSOLUTION

- 22.1 The Association shall not be dissolved except by a resolution passed at a General Meeting of members by a two-thirds majority of the entire Membership voting by Representative or by proxy. If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further General Meeting, which shall be held one month later. Notice of the second General Meeting shall be given to all Members of the Association at least 14 days before the date of the meeting. The quorum for the second meeting shall be the number of Members present by Representative or by proxy and entitled to vote.
- 22.2 No dissolution shall be effected without prior permission in writing of the Registrar of Societies obtained upon application to him in writing and signed by three of the Office Bearers of the Association.
- 22.3 When the dissolution of the Association has been approved by the Registrar of Societies no further action shall be taken by any member of the Executive Committee of the Association in connection with the aims of the Association other than to collect and liquidate for cash all assets of the Association, and the Board of Trustees shall be dissolved and the Trust wound up as provided in the Trust Deed.
- 22.4 The meeting at which the Association is dissolved shall determine whether the assets of the Association after payment of the debts of the Association and defraying the expenses of dissolution shall be paid to a charity, to a new body replacing the Association or be distributed amongst the Members.