

AFRICA TRAVEL ASSOCIATION  
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# AFRICA TRAVEL ASSOCIATION

## CONSTITUTION & BY-LAWS



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DRAFT PRESENTED TO INTERNATIONAL BOARD

**ATA 32<sup>ND</sup> ANNUAL CONGRESS**  
**ADDIS ABABA, ETHIOPIA**  
**MAY 2007**

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**CONSTITUTION AND BY LAWS  
OF THE  
AFRICA TRAVEL ASSOCIATION**

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# CONSTITUTION and BY-LAWS

## PREAMBLE

### ADDENDUM OF DEFINITIONS FOR WORDS AND TERMS used in the ATA CONSTITUTION & BY-LAWS:

**ABSENTEE:** One who is absent, or relating to one who is absent. An Absentee vote is a vote made by a person not present at a given meeting.

**ASSOCIATION:** Refers to the Africa Travel Association

**ATA:** Stands for the Africa Travel Association

**BY-LAWS:** Guideline, rule or provision (law) governing the internal affairs of an

- i. Organization. (An extension or secondary law). ATA's By-laws are legal and
- ii. official rules and provisions, and are considered as the extension of the
- iii. Constitution.

**DIRECTOR:** A member of the Association elected to serve on the International Board of Directors.

**EMPLOYEE:** Refers to any full-time paid worker and consultant of the Africa Travel Association.

**FINANCIAL STATEMENTS:** Refers to the Association's financial reports and documents including, but not limited, to:

- a. The Balance Sheet
- b. The Income (Revenue) Statement(s) and
- c. The Expenditure Statement(s)

**FISCAL YEAR:** A 12-month period during which the Association plans to use its funds. ATA's fiscal period is January 1 through December 31 of each year.

**GOOD STANDING:** A member "in good standing" will have met all Membership requirements including the payment of all membership fees.

**INTER ALIA:** Inter alia means "among other things".

**MAIL VOTE:** An absentee member's vote sent to the organization or committee by mail.

**MEMBER:** Refers to a person or an organization affiliated with the travel and tourism industry and having been accepted and approved for Membership by the Association and is in good standing in accordance with the terms and conditions of the Constitution.

**OFFICER:** An Officer is a member of the International Board of Directors who has been elected to serve on the Executive Committee of the Association.

**PROXY:** A person authorized to act for another. An agent of substitute for another person. A proxy is also the document which authorizes a person to act for another.

**QUORUM:** The minimum number of Officers, Directors, or members of a committee who must be present for valid transaction of Business.

**ROBERT'S RULES OF ORDER:** The most recognized guidebook to parliamentary procedures for conducting meetings smoothly, orderly and fairly.

# CONSTITUTION

*Revised 5/2007*

## ARTICLE I – NAME

The name of the organization shall be Africa Travel Association (ATA), hereafter referred to as the Association.

## ARTICLE II – ORGANIZATION

- A. The Association is an educational, non-profit and non-political organization registered in the Commonwealth of Massachusetts, and all regulations pertaining to such non-profit organizations apply.
- B. The business office of the Association shall be located in New York, New York, USA or at a place designated by the International Board of Directors.
- C. The organization structure of the Association shall include:
  - a. The General Membership
  - b. The International Board of Directors
  - c. The Executive Committee
  - d. The Chapters
  - e. The Standing Committees
  - f. The Advisory Committees
  - g. The Office of the Executive Director
- D. The policy-making function of the Association shall rest with the International Board of Directors.

## ARTICLE III – PURPOSES

The purpose of the Association is:

- A. To promote and foster the growth, development, value and quality of travel, tourism and transport to and within the Africa continent in association with the individual African countries.
- B. To develop and sponsor public interest in travel and tourism to and within Africa.
- C. To cooperate with other organizations and associations having common interest in the travel industry ,Tour and Ground Operators, Incentive Travel Organizers, Meeting and Convention Planners, Travel Agents, Airlines, Hoteliers, and all other branches of the travel and leisure industries represented in the Association.
- D. To provide a forum for General Membership to present their respective products and services.
- E. To schedule an annual congress and provide for the various elements of the travel industry promoting tourism to Africa and to interact and exchange information.
- F. To collect, compile and publish information of interest on travel and tourism for and about Africa.

- G. To promulgate and establish a code of ethical standards and trade practices for General Membership.
- H. To act as the agent and representative of General Membership in general or class proceedings relative to the Association.
- I. To assist General Membership in practical methods and techniques of marketing and promotion.
- J. To foster the continuing education of General Membership through seminars, study tours, scholarships and other possible means.
- K. To engage in private and non-political activities in furtherance of travel and tourism for and about Africa.

#### **ARTICLE IV – MEMBERSHIP**

- A. Membership is open to any entity or individual involved in the promotion of travel and tourism to and/or within the African continent.
- B. There shall be 6 categories of active members, namely, Government and Corporate Membership, Supplier Membership, Allied Membership, Associate Membership, Student Membership, and Honorary Members.
- C. All Memberships, except Honorary Members, shall pay annual membership dues as set forth by the International Board of Directors.
- D. The International Board of Directors has the authority to waive prerequisites for membership or make any alterations of the dues.

#### **ARTICLE V – ADMISSION TO MEMBERSHIP**

Upon the recommendation of the appropriate chapter, wherever applicable, all applications for General Membership shall be submitted to the Association's International Headquarters. Memberships may be subject to acceptance and approval by vote of the International Board of Directors.

#### **ARTICLE VI – MEMBERSHIP PRIVILEGES**

- A. All members of the Association, in good standing, as specified herein, are eligible to receive the services and participate in the affairs of the Association, and are entitled to the rights, honors and benefits befitting a member of the Association.
- B. With the exception of Honorary Members, any active member in good standing may be elected to the International Board of Directors and may serve as an Officer of the Association.
- C. With the exception of the Honorary Members, all members of the Association in good standing shall have equal voting privileges at the annual general membership meeting or in an absentee vote.

## **ARTICLE VII – CATEGORIES OF MEMBERSHIP**

Categories of active members consist of:

### **A. GOVERNMENT & CORPORATE MEMBERSHIP**

1. Government  
Tourism Ministries/ Government Departments/ Government Tourism Organizations
2. Transportation Providers
  - a. Airlines /International and Regional Carriers/Airports
  - b. Cruise Lines/International & Regional Passenger Sea/Ocean Carriers
  - c. Railway Lines and Car Rental Companies
3. International Hotel Chains
4. Corporations

### **B. SUPPLIER MEMBERSHIP**

1. Individual Hotels (single unit)
2. Wholesalers/Tour Operators
3. Local Ground Operators/Car Rental Franchises
4. Travel Agencies
5. Meeting Planners and Incentive Organizers

### **C. ALLIED MEMBERS**

1. Public Relations Firms (small-medium size enterprises)
2. Media Organizations (small-medium size enterprises)
3. Academic Institutions / Research Firms / NGO's
4. Museums and Zoological Societies

### **D. ASSOCIATE MEMBERS**

1. Travel Agents
2. Group Travel Organizers
3. Other individuals actively engaged in promoting tourism to Africa

### **E. HONORARY MEMBERS**

Those persons who, in the judgment of the International Board, have rendered valuable service to the Association and who no longer are eligible members, may be granted Honorary Membership in the Association without voting privileges and the paying of dues.

### **F. STUDENT MEMBERS**

Those individuals enrolled in an educational institution pursuing Travel, Tourism and/or Hospitality Studies (student ID required).

## **ARTICLE VIII – TERMINATION & REINSTATEMENT OF MEMBERSHIP**

- A. Any member may be automatically terminated for any of the following reasons:
1. Failure to pay the prescribed annual dues 90 days after the beginning of the fiscal year.
  2. Change in status resulting from failure to qualify under the existing categories.
  3. Activities, which in the opinion of the International Board, would materially hinder the image and/or activities of the Association.
- B. Reinstatement of Membership
1. Any former member who lost his/her membership due to any one of the causes mentioned under A (1-3) above, may be reinstated to full membership only upon satisfying the requirements for membership.
  2. Reinstatement of membership shall be made subject to the conditions set forth by the International Board.

## **ARTICLE IX – THE INTERNATIONAL BOARD OF DIRECTORS**

- A. The elected Board Members of the Association shall be called Directors.
- B. The International Board of Directors is the highest policy-making body of the Association directly responsible to the General Membership.
- C. The International Board of Directors is responsible for the implementation and interpretation of the Constitution.
- D. There shall be 35 Directors elected to represent all members of the Association.
- E. The Directors shall be elected from the membership category to which they belong and not from the General Membership.
- F. Each category of Membership shall elect biennially its representatives for the International Board of Directors at the annual general meeting.
- G. Elected Directors may serve consecutive terms subject to their re-election by their respective categories of Membership.
- H. Employees of the Association shall not hold any elected office of the Association.
- I. No one region/chapter shall have more than one Associate member elected as Director.

## **ARTICLE X – BOARD MEMBERSHIP**

- A. The number of Directors that will be elected from each category of Membership shall be as follows:

<u>Category</u>	<u>No. of Directors</u>
Governments	8
Airlines/Cruise Lines	6
Hotels	6

Wholesalers/Tour Operators	8
Allied Members	3
Associate Members	4

Except for Allied and Associate categories, it is the entity not a person that is elected to the Board of Directors. The entity holding the seat on the Board of Directors appoints the individual to the Board.

- B. The International Board of Directors shall meet at least twice a year, one of which shall be held during the annual general meeting of the Association.
- C. Chapter Presidents shall be ex-officio members of the International Board without voting powers.
- D. Chapter Presidents are not eligible to serve simultaneously as elected officers of the International Board of Directors.
- E. The International Board of Directors is responsible for the annual review of the performance of the Executive Director.
- F. The Chairperson of the Constitution Committee shall be an ex-officio member of the International Board of Directors without voting powers and shall serve the Association and the Board in an advisory capacity.

## **ARTICLE XI – EXECUTIVE COMMITTEE OF THE ASSOCIATION**

The Executive Committee shall consist of the President, five Vice Presidents, Treasurer and Secretary and shall be members of the International Board of Directors and entitled to vote at all Board meetings as may be convened from time to time. No member shall hold more than one Office concurrently.

## **ARTICLE XII – ELECTION OF THE EXECUTIVE COMMITTEE**

- A. Only Directors elected in accordance with Article X.A.1 above shall qualify to serve on the Executive Committee.
- B. The Chairperson of the Election Committee shall communicate to the Membership the results of the election at the congress during which the election takes place.
- C. The newly elected Board shall elect members of the Executive Committee from amongst themselves before the conclusion of the congress.
- D. The election of the International Board of Directors and the Executive Committee shall be held biennially.
- E. All eligible members who are unable to attend the annual general meeting will forward an absentee vote in a sealed envelope to the Chairperson of the Election Committee, c/o ATA International Headquarters, at least 15 days before the meeting and all such absentee votes will be included in the count at the annual general meeting.
- F. Elected Directors may decline to serve on the Executive Committee or express their interest for a particular office before the election process takes place.

## **ARTICLE XIII – ROLE OF THE EXECUTIVE COMMITTEE**

- A. The function of the Executive Committee is to oversee the current affairs of the Association on behalf of the Board of Directors and implement Board policy in respect to these affairs.
- B. The Executive Committee shall be comprised of the President, the Immediate Past President, the five Vice Presidents, the Treasurer and the Secretary.
- C. Executive Committee Members elected in good standing will serve in an office for 1 term (a period of 2 years) and may present themselves for re-election for the same office for 1 additional term only.
- D. An Officer shall serve in the same office for only 2 terms. Officers may serve for more than 2 terms only if they are re-elected to an office they did not occupy in the previous term.
- E. The Executive Director of the Association shall be an Officer of the Board and serve on the Executive Committee without vote.
- F. The Immediate Past President may serve as an observer on the Board without vote, if they are not currently serving.
- G. Upon the recommendation of the Executive Director and the Treasurer, the Executive Committee shall review, endorse and present for approval to the International Board the annual operating budget of the Association 3 months prior to the beginning of the fiscal year.
- H. The Executive Committee shall meet with the Executive Director at least twice a year to review work in progress and meet with Standing Committee Chairs as needed.
- I. In the event of an emergency, the Executive Committee may exercise the powers of the International Board of Directors. All such actions of the Executive Committee shall be reported in writing to the International Board of Directors for ratification within 45 days.

## **ARTICLE XIV – OFFICERS OF THE ASSOCIATION**

- A. President – The President shall, upon taking office, become Chairman of the International Board of Directors. He/She shall preside at all meetings of the International Board, chair the Executive Committee, and perform such other duties as may, from time to time, be assigned to him/her by the International Board.
- B. Vice Presidents –
  - 1. There shall be 5 Vice Presidents elected, who upon taking office, shall perform any and all such duties as the Board may, from time to time, assign.
  - 2. From the 5 Vice Presidents elected, the Officers shall select and designate 1 as the Vice Chairperson of the Board. For purposes of facilitation and expediency, a First Vice President, who shall be a resident of the United States, shall be selected for the position.
  - 3. In the absence of the President, the First Vice President shall preside at all meetings of the Executive committee.
- C. Treasurer – The Treasurer shall chair the Finance Committee, examine financial statements of the Association and present the annual financial statements of the

Association at the annual general meeting in each calendar year, and shall submit such additional reports as the Board may, from time to time, direct.

- D. Secretary – The Secretary shall record the minutes of the proceedings at all meetings. He/She shall present to the Board all relevant communications received in an official capacity.

## **ARTICLE XV – RESIGNATION OR TERMINATION OF DIRECTORS AND OFFICERS**

Directors and Officers shall be considered to have resigned and/or terminated their services if:

- A. They express their intention to so resign by letter to the President with copy to the Executive Director.
- B. They fail to attend 3 consecutive meetings without valid reason made in writing to the President and copy to the Executive Director. The President shall have the discretion to determine the merits of the case in question.
- C. Their annual dues remain unpaid for a period of 90 days from the beginning of the fiscal year.
- D. There is cause for termination of their membership in the Association as stipulated in Article VII of this Constitution.

## **ARTICLE XVI – VACANCIES**

- A. International Board – Vacancies on the International Board shall be filled by a two-thirds vote of the remaining members of the Board and the person or persons so elected shall hold office until the next regular election of the Association. Such replacement of Director(s) shall come from the General Membership and shall be limited to the same category of Membership as stipulated in Article X-A.
- B. Executive Committee – Vacancies on the Executive Committee shall be filled by a two-thirds vote of the Board, and the person or persons so elected shall hold office until the next regular election of the Association. Such replacement of Executive Committee member(s) shall be limited to the members of the International Board.

## **ARTICLE XVII – CHAPTERS**

ATA Chapters are regionally-based organized networks of travel trade professional individuals, organizations and associations promoting travel and tourism to Africa.

- A. Any ATA member may start a chapter where one does not exist.
- B. Membership shall be open to any individual engaged in promoting travel and tourism to and within Africa.
- C. Membership applications must be forwarded to ATA International Headquarters.
- D. A minimum number of paid members are required to start a Chapter.
- E. The Chapters organizing group shall constitute an "Interim Executive Committee".

- F. A chapter's Executive Officers shall include a President, 2 Vice Presidents, A Treasurer and a Secretary to be elected every 2 years.
- G. Membership dues shall be determined by and paid in full to ATA International Headquarters.
- H. ATA International Headquarters will distribute fifty percent (50%) of the membership dues received from all Allied and Associate members to the chapter to which the members belong pending good governance.
- I. Ten percent (10%) of the total membership dues received from Supplier Membership shall likewise be distributed to the chapters in the proportion that their membership bears to the overall Membership of the Association.
- J. Chapter jurisdiction is defined in consultation with ATA International Headquarters.

## **ARTICLE XVIII – COMMITTEES**

- A. The Association shall have 2 types of Committees: Standing and Advisory.
- B. Each Committee shall consist of members in good standing, and shall have only the powers specifically delegated to it under the Constitution / By-Laws.
- C. Committee members need not necessarily be Board members and may be drawn from the Membership at large on the basis of their experience, expertise and/or desire to be involved in Association activities at that level.
- D. The Association shall have the following Standing Committees:
  - 1. FINANCE COMMITTEE
  - 2. ELECTION COMMITTEE
  - 3. CONSTITUTION COMMITTEE
 and such other standing committees as the Board may establish.
- E. The Board of Directors shall appoint the members and Chairs of the Standing Committees with the exception of the Finance Committee that is chaired by the Treasurer.
- F. The Association shall have the following Advisory Committees:
  - 1. PROGRAM PLANNING AND DEVELOPMENT COMMITTEE
  - 2. PRESS AND PUBLIC RELATIONS COMMITTEE
  - 3. MEMBERSHIP COMMITTEE
  - 4. COMMITTEE FOR THE ANNUAL CONGRESS
  - 5. AWARDS COMMITTEE
  - 6. EDUCATION AND TRAINING COMMITTEE
  - 7. YOUTH COMMITTEE
 Other Standing or Special Committees the Board may establish.
- G. The Executive Director shall appoint the members and chairs of the Advisory Committees as required.
- H. Appointments to a special committee shall terminate as provided in the resolution establishing it or, if not so provided, at the discretion of the appointing Official.
- I. A Director appointed to chair a committee may not simultaneously chair another committee.

- J. The Chair of a Committee is responsible to the Board or the Executive Director, as appropriate.

## **ARTICLE XIX – OFFICE OF THE EXECUTIVE DIRECTOR**

- A. The Association shall be managed by an Executive Director who will be selected and appointed by a two-thirds vote of the International Board.
- B. The International Board shall conduct an annual evaluation of the Executive Director who shall be appointed to a minimum term of 3 years which may be extended.
- C. The International Board shall appoint a Screening Committee to help it in the selection of the Executive Director.
- D. The Executive Director shall be provided an annual fee to cover the administrative expenses of the Association to include at least professional accounting and secretarial services.
- E. In consultation with the Treasurer, the Executive Director shall prepare an annual operating budget and submit the same to the Executive Committee and the Board for approval 3 months prior to the beginning of the fiscal year. The operating budget shall not exceed the net revenue anticipated by the Association within the period prescribed.
- F. As required, the Executive Director shall make recommendations and/or suggestions to the Executive Committee on award policies and procedures.

## **ARTICLE XX – FINANCE AND OPERATING BUDGET**

- A. The Association's sources of income shall include the following:
  - 1. Membership dues
  - 2. Funds raised or received from the annual congress and other Association activities.
  - 3. Donations approved by the International Board.
- B. The funds of the Association shall be maintained in a bank account(s) in the name of the Africa Travel Association.
- C. The operating budget of the Association shall be disbursed over the signatures of the Executive Director and/or the Treasurer. In the absence of the Treasurer, the signature of 1 elected officer will be required.
- D. Accordingly, the Association shall, as required, register 3 independent specimens of signatures with its Bank from the current list of the elected Officers and/or Directors.
- E. The financial records of the Association shall be audited by an independent certified public accountant at the end of each fiscal year of the Association and when deemed necessary by the International Board.
- F. The operating and congress budgets shall be prepared by the Executive Director and the Treasurer for subsequent approval by the Executive Committee and the International Board of Directors. This process shall be completed at least 3 months prior to the beginning of the fiscal year for which the budget is prepared.

- G. A financial report shall be submitted by the Executive Committee through the Treasurer to the Membership at each annual general meeting.

## **ARTICLE XXI – ANNUAL GENERAL MEETING**

- A. There shall be at least 1 Annual General Meeting of the members of the Association.
- B. The Annual General Meeting of the members of the Association shall be held at a time and place to be determined by the International Board of Directors.
- C. All members of the Association shall be notified by the Executive Director of such a meeting(s) by direct mail and /or email at least 90 days in advance.

## **ARTICLE XXII – QUORUM**

- A. Executive Committee - A minimum of 4 elected members, in good standing, present in person at the Executive Committee meeting shall constitute a quorum for the transaction of any business.
- B. Board of Directors - A minimum of 12 elected members, in good standing, present in person at the International Board of Directors' meeting shall constitute a quorum for the transaction of any business.
- C. Annual General Meeting - Those members in good standing present in person and in attendance at the annual general meeting shall constitute a quorum for the transaction of any business. In the case of the election of the Executive Officers and the amendment of the Constitution, members who are unable to attend the annual general meeting shall participate by a mail vote.
- D. An Officer may be represented by proxy in the case of sections A and B above.

## **ARTICLE XXIII – ROBERT'S RULES OF ORDER**

Robert's Rules of Order shall be the parliamentary authority on all matters not covered by the Constitution.

## **ARTICLE XXIV – STATUS**

No part of the earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officers, or their private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the Association shall be carrying on the propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.

Notwithstanding, any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (1) by an Association/Corporation exempt from US Federal Income Tax under 501 (c)(6) of the US Internal Revenue Code of 1954 (or the corresponding provisions of any future US Internal Revenue Law).

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## **ARTICLE XXV – AMENDMENTS AND REVISIONS**

The provisions of the Constitution and By-laws may be amended by a two-thirds vote of the General Membership in accordance with Article XXI of the Constitution. All such amendments and/or revisions shall be part of the provisions of this Constitution and By-laws by reference.

# **BY-LAWS TO THE CONSTITUTION**

## **ARTICLE I – GENERAL GUIDELINES FOR ASSOCIATION COMMITTEES**

- A. Committee service is strictly on a volunteer basis, with all incurred costs being the Committee members' responsibilities.
- B. Members shall be concerned with the projection and enhancement of the Association's image and with the interaction of the Association, other entities and the general public.
- C. A commitment to participate and complete the tasks/projects assigned is imperative. Committee work requires attendance at a minimum number meetings each year.
- D. Attendance at scheduled meetings and conference calls is essential to the success of every Committee.
- E. The term of service on most committees shall be 2 years.
- F. All Standing Committees are required to provide a written report to International Headquarters by April 15 for reporting at the annual general membership meeting.
- G. Each committee shall annually submit to the Executive Director a schedule of its committee's financial requirements for consideration and inclusion to the operating budget of the Association no later than 60 days after the annual meeting.

## **ARTICLE II – ASSOCIATION COMMITTEE MANDATES**

### **A. STANDING COMMITTEES**

#### **1. CONSTITUTION COMMITTEE shall:**

- a. Periodically review the Constitution to ensure its validity and relevance to the Association.
- b. Develop and suggest amendments and/or revisions to the Constitution as needed.
- c. Be thoroughly familiar with the Constitution so as to advise the Membership when in question regarding appropriate issues and actions, etc.
- d. Ensure adherence to the Constitution on the part of the Board of Directors, the Executive Director and the Membership in all Association meetings, congresses and activities.
- e. Provide a report on members' requests for amendments and/or revisions of the Constitution and recommend practical steps for their disposition. The Committee may seek legal advice as deemed appropriate.
- f. The Chairperson of the Constitution Committee shall be an ex-officio member of the International Board of Directors and shall serve the Board and the Association as parliamentarian and in an advisory capacity.

2. ELECTION COMMITTEE shall:

- a. The Election Committee shall be comprised of one member from each of the 6 categories of Membership as described in Article X - A (1) and an observer nominated by the Executive Director of the Association.
- b. The Directors shall be elected by and from the membership category to which they belong and not from the General Membership.
- c. Each member of the Election Committee will be responsible for the following in his/her respective category:
  - i. Assembling/notifying the Caucus Group within his/her respective membership category.
  - ii. Explaining the election process within his/her respective group and reminding the members that in casting their ballots, their selections should represent the geographically regional diversity of the Association.
  - iii. Ascertaining the willingness of selected members to serve.
  - iv. Collecting all ballots within the Category.
  - v. Convening with other members of the Election Committee where ballots will be counted by category, making sure there is one ballot per member.
  - vi. Submitting in writing, to the President of ATA, cc: Executive Director, the results of the elections for each category. Presenting all returned ballots in each caucus group. No ballots will be accepted unless the voting member's name is clearly printed and the ballot is signed.
  - vii. Accepting additional nominees at the time of election within the caucus group for each individual membership category.

3. FINANCE COMMITTEE shall:

- a. Oversee the financial affairs of the Association.
- b. Assist the Treasurer and Executive Director in the preparation of the annual budget prior to its presentation to the Executive Committee and the International Board of Directors.
- c. Consider any questions of financial policy which may be referred to it, (may do so on its own initiative) and shall report on all such matters to the Board.
- d. Review external accounting reports, including audits as required, of the accounts, records and vouchers of the Association. Neither the committee members, the Treasurer, nor the Executive Director may be affiliated with the audit firm selected.

## B. ADVISORY COMMITTEES

1. PROGRAM PLANNING and DEVELOPMENT COMMITTEE shall assist in:
  - a. Defining objectives and goals for the Association's activities and develop a 5-year strategic plan for achievement in consultation with the Executive Committee and the Board of Directors.
  - b. Formulating a plan of activities on an annual basis, covering the full administrative year of the Association.
  - c. Presenting to the annual Membership a complete report of activities undertaken during the year.
  
2. PRESS AND PUBLIC RELATIONS COMMITTEE shall:
  - a. Prepare and implement a program of publicity/public relations designed to position the Association as a leading organization within the travel industry community.
  - b. Produce promotional materials as appropriate.
  - c. Cultivate chapter news, pictures and reports of activities for publication throughout the travel and tourism industry news organizations.
  - d. Present a publicity status report at the annual congress.
  
3. MEMBERSHIP COMMITTEE shall assist in:
  - a. Maintaining or arranging for the maintenance of an up-to-date Association membership list.
  - b. Produce and publish a membership roster for distribution to all members.
  - c. Assess Membership needs on a regular basis and assess whether programs meet the needs of members.
  - d. Initiate chapter formation responsibilities and procedures as required.
  - e. Provide guidance and support for the formation of chapters.
  - f. Develop policies and procedures for the formation and establishment of chapters.
  
4. COMMITTEE FOR THE ANNUAL CONGRESS shall:
  - a. Make recommendations of times and places for the annual congress so as to allow a site inspection at least 12 months before the scheduled congress.
  - b. Assist in communicating with respective contacts of countries selected as venues (i.e., Host Committee Chairperson, etc.).

- c. Coordinate Host Country responsibilities (see Appendix A).
  - d. Facilitate the congress Site Inspection Team, which shall consist of at least the following: 1 member of the Executive Director's staff, 1 chapter president, and 1 Board member.
  - e. Assist with establishing registration requirements and fee structures for the annual congress.
  - f. Periodically review the annual congress format and schedule.
  - g. In addition, the Chairman of this Committee will participate in the annual formal evaluation of the performance of the Executive Director and the Association's progress against the Strategic Plan.
  - h. Undertake post-congress evaluation and assessment to determine the level of performance.
5. AWARDS COMMITTEE shall assist with:
- a. Determining what awards will be given annually.
  - b. On behalf of the General Membership, soliciting nominations via Chapter Presidents and/or members of the Board of Directors.
  - c. Assisting in the selection of the types of awards, e.g. plaque, certificate, trophy, etc.
6. EDUCATION & TRAINING COMMITTEE shall:
- a. Assess the education and training needs of the Association on a regular basis and evaluate whether programs meet the needs of members professional growth and development.
  - b. Initiate education and training guidelines and procedures as required.
  - c. Work in tandem with the Membership and annual congress committee to disseminate news and information about the Association's education and training opportunities with regard to the travel and tourism industry of Africa.
  - d. The committee chairperson shall present an education and training status report at the annual congress.
7. YOUTH ADVISORY COMMITTEE shall:
- a. Assist the Association in attracting young people interested in travel and students who are enrolled in institutions that train future travel and tourism leaders.

## **ARTICLE III – DUTIES OF THE EXECUTIVE DIRECTOR**

The Executive Director shall inter alia:

- A. Implement and execute the policies and decisions of the Executive Committee.
- B. Execute and manage the day-to-day activities of the Association.
- C. Initiate and implement programs and activities in accordance with the aims and purposes of the Association.
- D. Execute the approved operating budget to ensure solvency of the Association.
- E. Assist the Secretary of the Association in the recording of minutes of all meetings of the International Board of Directors including the Executive Committee meetings.
- F. Report to the International Board of Directors through the Executive Committee.
- G. Assist the Chair of the Election Committee at the appropriate time, by developing a separate ballot for each category of Membership, together with a list of current paid members for that particular category, and mailing 60 days prior to elections to all current paid members of that respective category.
- H. Notwithstanding anything herein specified to the contrary, the Executive Director shall have access to the banking accounts of the Association in order to facilitate the day-to-day working of the Association and render regular accounts of all funds received and disbursed to the Treasurer and, if so required, to the International Board.
- I. Submit an annual written report to the General Membership on the activities of the Association. Such an annual report will have been presented to the Board for endorsement.
- J. Manage advisory committees.
- K. Ensure that the Association complies with all US federal, state and local tax requirements.
- L. Have the custody of all financial records, correspondence, minutes, reports, resolutions, copies of the Constitution and the Corporate Seal of the Association.

## **ARTICLE IV – CHAPTER RESPONSIBILITIES**

To receive financial support, Chapters must:

- A. Convene a minimum number of meetings a year.
- B. Maintain a bank account in the name of the Africa Travel Association (chapter name) and submit annual financial statements to ATA International Headquarters.
- C. Present a report orally to ATA at the annual general meeting and submit a written report to ATA Headquarters no later than April 15 of each year.
- D. Organize and operate exclusively for purposes described in Section 501(c) (6) of the US Internal Revenue Code (US Chapters).
- E. Sign a contract with ATA International Headquarters which sets forth these and other provisions (renewable annually).

## **APPENDIX A**

### **Host Country Responsibilities**

The following provides an overview of the roles and responsibilities of a Host Country for ATA's annual congress and/or symposium.

- A. Establish a Host Committee, including public, private, and non-profit sector representation, under the leadership of the Minister of the Department or Ministry responsible for Tourism, the Environment and/or Culture.
- B. Appoint 1 individual as the Chair of the Host Committee, who will serve both as a member of the Host Planning Committee and as the main contact person for ATA International Headquarters in New York.
- C. Participate in pre-congress promotional activities by:
  - a. Sponsoring a gala dinner prior to the congress.
  - b. Advertising in trade publications (optional / highly encouraged).
    - i. ATA International Headquarters will assist by identifying media sponsors.
  - c. Participating in a promotional "Roadshow in the U.S." organized by ATA International Headquarters 3-4 months prior to congress (minimum of 3 cities, with New York as the premier city).
    - i. The Host Country will be responsible for covering delegation travel and accommodation costs, as well as costs for 2 accompanying ATA International Headquarters members.
    - ii. US-based ATA chapters will solicit participation in related events.
    - iii. Increasing the number of US Roadshow stops (more than 3 cities) will incur additional costs per city.
  - d. Issuing and facilitating invitations to African countries' Heads of State to participate in ATA's Annual Africa Presidential Forum on Tourism in New York, in parallel to the United Nations General Assembly Meeting in September, at a venue organized by ATA International Headquarters.
    - i. The Forum aims to promote African countries' tourism attractions, investment opportunities, and to spread positive news on Africa.
  - e. Providing ATA International Headquarters with a sufficient supply of the Host Country's tourism and investment promotional materials to be distributed prior to congress.
- D. Host ATA Site Inspection Committee (5 persons)
  - a. Provide round-trip (RT) air transportation for Site Inspection Committee Members from respective destinations in the USA, Africa, Asia or Europe.
  - b. Provide hotel accommodations and meals.
  - c. Provide ground transportation and English-speaking guide for entire duration of the on-site visit.
  - d. Provide a brief tour of country's tourism attractions, including a walk through of Host Country day activities.
  - e. Provide input for desired program of the congress.
  - f. Organize a press conference with local media to announce the congress and provide the media with Q & A opportunities on ATA's objectives.
- E. Develop, implement and facilitate the following Host Committee responsibilities:
  - a. At airport coordinate:

- i. Arrivals and departures of all delegates
  - ii. Timely clearance of immigration and customs
  - iii. Porters for baggage handling
  - iv. Welcome banner and information table to be staffed for minimum of 2 days prior to, during, and at the conclusion of congress, to assist congress delegates.
- b. Facilitate introduction to an official at Host Country's US Embassy, Consulate or UN Mission (preferably in New York), who will serve as a liaison to assist with all pre-visa matters for congress delegates.
- c. Send letter of invitation from the Minister responsible for the congress, to Ministers of Tourism, Environment and/or Culture of other African countries and actively encourage regional and continental participation.
- d. Assist with introductions to and negotiations with airline carriers for congress official airline.
  - i. Reconfirm airline departures for all delegates.
- e. Assist with negotiating and securing a block of hotel rooms for congress delegates at a discounted rate.
  - i. Select congress Hotel(s) and:
    - 1. Negotiate hotel and function rates (see E.e).
    - 2. Provide check-in and checkout procedures for all delegates.
    - 3. Provide welcome banner.
- f. Host opening ceremony and provide rooms for congress daily meetings.
- g. During the congress, the Host Country will:
  - i. Provide assistance required for congress secretariat.
  - ii. Provide administrative assistance and equipment usage at registration site / secretariat office, including a computer and printer and access to a photo copy machine.
  - iii. Provide registration kits (manufactured using local materials).
    - 1. ATA International Headquarters will provide the final program (with input and approval from Host Committee) while Host Country will be responsible for printing program locally.
  - iv. Provide translation services (oral and written), as required.
  - v. Provide Host Country Day activities for all delegates.
  - vi. Provide appropriate protocol for visiting dignitaries, including vehicles as determined by host country.
  - vii. Host 10 travel trade press representatives, including air transportation, accommodation, and ground transport, who will be recommended by ATA International Headquarters to the Host Committee. Host Committee is encouraged to offer travel press pre and / or post congress tours.
  - viii. Provide RT air and accommodation for a minimum of 5 ATA staff members at the congress, which will be recommended by ATA International Headquarters to the Host Committee.
  - ix. Avail two cars for ATA Executive Director and Secretariat Staff for duration of stay.
  - x. Provide ground transportation for all congress delegates to and from airport and to and from all official functions.

- xi. Provide appropriate security for congress delegates, including at entrance of all events, in order to ensure that only registered congress delegates have access to sponsored events.
  - xii. Host welcome dinner and assist with securing local sponsors for lunches and dinners.
  - xiii. Provide ATA International Headquarters with a list of Host Country's registered tour operators, and/or suggested tour operators.
- h. During the congress, ATA International Headquarters will:
- i. Manage registration process.
  - ii. Print delegate badges, with host country security input.
- i. The Young Professionals Forum (YPF) (Highly Encouraged)
- i. Host Country will facilitate essay contest for local youth and/or students of travel and tourism/hospitality schools and select 10 young delegates to attend the congress and participate in Young Professionals Forum (YPF).
  - ii. ATA International Headquarters will provide 20 complimentary registration passes for YPF members.
    - 1. 10 for host country YPF members.
    - 2. 10 for international YPF delegates.
  - iii. Host Country will provide 5 double rooms for 10 YPF members.
    - 1. Accommodations can be at a hotel or with home stays organized and facilitated by Host Country.

F. Organizing / Promotional Fee

- a. ATA International Headquarters requires an organizing and promotional fee from the Host Country, to subsidize costs of organizing the congress, the Roadshow, ATA's Annual Africa Presidential Forum on Tourism, as well as costs related to promotional materials, office and miscellaneous expenses prior to the congress.

**APPENDIX B**

**AFRICA TRAVEL ASSOCIATION  
CHRONOLOGY OF REVISIONS & AMENDMENTS TO THE CONSTITUTION**

<b>Date Amended</b>	<b>Article/Section Amended</b>	<b>Subject</b>
Dec 6, 1988	Article VITI	Termination & Re-instatement of Membership
Dec 6, 1988	Article XIX (F)	Finance & Operating Budget
	Article V	Admission to Membership
	Article XI	Int'l Board of Directors
	Article XII Sec.2	Election of Directors & Officers
May 20-24, 2001	All Articles of the Constitution	(a) Entire Constitution revised by the Advisory Committee and recommended for approval of the Amendments by the Board.  (b) New Section added: By-laws introduced for the first time as part of the Constitution
Aug 20-2001	Amended as per Board decision of May 20/24, 2001	Amended Constitution & By-laws, and mailed same to all Board Members for final approval
April 28-2002	Amended Constitution and By-laws as approved by the Board	Presented to all ATA General Membership for ratification at ATA 27 <sup>th</sup> Annual Congress Conakry, Guinea.
May 2, 2002	Revised Constitution, By-laws & Appendix A-D	Amended and Ratified by the General Membership at the Congress in Conakry, Guinea.
May 2007	Restructure and edit of Constitution & By-laws & Appendices	Int'l Board of Directors at ATA 32 <sup>nd</sup> Annual Congress, Addis Ababa, Ethiopia
May 2008	Restructure and edit of Constitution & By-laws & Appendices	Presented to all ATA General Membership for ratification at ATA 33 <sup>rd</sup> Annual Congress Arusha, Tanzania

END

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