

## **1. INTERPRETATION**

- 1.1. The headings of the articles of this Constitution are for the purpose of convenience and reference only.
- 1.2. In the articles of the Constitution, unless a contrary intention is clearly apparent, any word importing ...
  - 1.2.1. ... any one gender includes the other two genders;
  - 1.2.2. ... the singular includes the plural and vice versa; and
  - 1.2.3. ... a natural person includes created entities (corporate and unincorporated) and vice versa.
- 1.3. In the case of doubt or if any question should arise as to the meaning or the proper interpretation of any article or provisions of this Constitution, the matter shall be referred to the Executive Committee of the Association for a ruling, which shall be binding in so far as it is not inconsistent to this Constitution, or the provisions of any other law.

## **2. DEFINITIONS**

For the purpose of this Constitution the following terms will have the meanings assigned to them hereunder and cognate expressions will have corresponding meanings, namely:

- 2.1. "*the Constitution*" means the Constitution of the Association;
- 2.2. "*the Association*" means the Hospitality Association of Namibia;
- 2.3. "*the Industry*" means the Hospitality Industry of Namibia;
- 2.4. "*the Chairperson*" means the Chairperson for the time being, elected in terms of Article 9.1.;
- 2.5. "*the Committee*" means the Executive Committee constituted on the basis as set out in Article 7.1.2;
- 2.6. "*the CEO*" means the Chief Executive Officer of the Association with duties and responsibilities as set out in Article 15.;
- 2.7. "*the Annual General Meeting*" means the Annual General Meeting (AGM) or other General Meetings of the Association constituted on the basis set out in Article 12.;
- 2.8. "*the Task Group*" means any grouping of members for the sake of pursuing a certain industry related task of general, specific, regional or local contents and be on a standing, temporary, or short term basis;
- 2.9. "*the Group of Advisors*" consist of any person or group of persons, who can be called upon by either the Executive Committee or the CEO to serve in an advisory function to the Association on an honorary basis;
- 2.10. "*the Consultants*" means any person or group of persons, sanctioned by the Executive Committee, who can be called upon either by the Executive Committee or the CEO to serve in a consulting function against remuneration. A consultancy can be based on a case-by-case, short term or long term contract.

### **NAME AND ABBREVIATION**

- 3.1 The name of the organization shall be HOSPITALITY ASSOCIATION OF NAMIBIA.
- 3.2 The abbreviation of the Association's name shall be H·A·N.

### **4. OBJECTIVES**

The objectives of the Association shall be:

- 4.1 To promote the common interests of the members of the Association as well providing them with benefits from being a member of the Association and to deal with all such matters as will promote the sound development of the Tourism Industry in general and specifically the Hospitality Industry of Namibia;
- 4.2 To represent its members, whenever so required, and further to promote, support or oppose, as may be deemed expedient, any proposed legislative or other measures affecting the common interest of the members of the Association;
- 4.3 To purchase or acquire or take on lease any movable or immovable property, and to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 4.4 To raise or borrow money and to secure the repayment thereof on such terms as may seem expedient;
- 4.5 To obtain representation on any board or body, Government, Regional, Municipal or otherwise, concerned with the regulation or control of any matter or thing concerned with the Accommodation Establishment Industry including the issue and control of liquor and other licenses;
- 4.6 To promote, establish, subsidize, co-operate with, or be affiliated to, any association, organization or body, corporate or incorporate, having objectives wholly or in part similar to those of this Association;
- 4.7 To afford legal and other advice and assistance, and to undertake the institution or defence of legal proceedings, civil or criminal, affecting the interests of this Association and its members;
- 4.8 To do all such things as are incidental or conducive to the attainment of these objectives or any of them and to consider and deal with such other matters as may be decided by a General Meeting of the Association, to be in the interest of its members.

### **5. MEMBERSHIP**

The following categories of membership shall apply in the Association and shall be open to any person, partnership, company or other association of persons after such written application for membership has been approved by the members of the Executive Committee:

- 5.1. Full Membership with scaled votes shall be open to any person, partnership, company or other association of persons which is either the owner, manager, or licensee of an individual ...
  - 5.1.1. ... Accommodation Establishment as per current NTB regulations or any amending or consolidating legislation
  - 5.1.2. ... or multiple Accommodation Establishments as per current NTB regulations or any amending or consolidating legislation, situated on one erf, farm or private nature reserve.
  - 5.1.2.3. : ...or single membership to a group of accommodation establishments owned, registered and managed by one company, in which case the Company is to be listed as the HAN member. Membership fees for groups would be offered at similar scale to HAN's existing fee structure, allowing for a group membership of below 100 rooms and one for above 100 rooms in total offered by all establishments within this group. (Motion 2018)**
- 5.2. Full Membership with one (1) vote only shall be open to any person, partnership, company or other association of persons which is either the owner, manager, or licensee of ...
  - 5.2.1. ... other regulated businesses as per current NTB regulations or any amending or consolidating legislation;
  - 5.2.2. ... multiple other regulated business as per current NTB regulations or any amending or consolidating legislation, situated on one erf, farm or private nature reserve;
  - 5.2.3. ...other hospitality related businesses as per any Local Authority legislation (provided that such application has complied with the minimum requirements as set out in terms of legislation governing hospitality operations) or any amending or consolidating legislation...
    - 5.2.3.1. ... this specifically pertains to Restaurants & Catering Concerns.
- 5.3. Full Membership with one (1) vote only shall be open to any partnership, company or other association of persons which is ...
  - 5.3.1. ... a Head Office of full HAN members as described in Article 5.1.1. & 2. in one ownership, with ...
    - 5.3.1.1. ... a minimum of two (2) establishments in this Head Office;
    - 5.3.1.2. ... all establishments in this Head Office being individual full HAN members on their own accord.
  - 5.3.2. ... a Marketing Company which serves H·A·N members in marketing, sales and possibly management, with ...
    - 5.3.2.1. ... a minimum of two (2) establishments in this Marketing Company;
    - 5.3.2.2. ... a majority of establishments served by this Marketing Company to be individual full HAN members on their own accord.
- 5.4. Associate Membership shall apply in two categories, namely:
  - 5.4.1. Supporting Associate Membership shall be open to any other person, partnership, company or other association of persons, which is either the owner, manager, or licensee of a concern supplying directly tourism related services to tourism or hospitality concerns;

- 5.4.1.1. Supporting Associate Membership shall have the similar benefits as the full HAN members in respect of the information channelling, marketing and promotion efforts HAN undertakes.
- 5.4.2. Plain Associate Membership shall be open to any other person, partnership, company or other association of persons, which is either the owner, manager or licensee of a concern that is in some way linked to the tourism and/or hospitality sector;
  - 5.4.2.1. Plain Associate Membership shall have the limited benefits in respect of the information channelling, marketing and promotion efforts HAN undertakes.
- 5.5. The Association shall be entitled to grant Honorary Membership of the Association from time to time, such persons as it may deem fit, and may appoint any of these Honorary Members to such Honorary offices in the Association as it may consider advisable.
  - 5.5.1. Such Honorary Members shall have no vote, nor shall they be taken into consideration for the determination of the representativeness of the Association.
- 5.6. Full members shall have the right to vote at any meeting of the Association in accordance with Article 12.9.;
  - 5.6.1. Full Members may give a proxy to any other HAN member or its nominee for a specific Annual General Meeting, Special GM or other GM;
    - 5.6.1.1. Such proxies must be drafted clearly to allow for specific options only and will only be valid for this specific occasion.
- 5.7. Associate members shall have no vote at any meeting of the Association.
- 5.8. All applications for membership shall be in writing on the form prescribed by the Executive Committee.
  - 5.8.1. Election to membership shall be by decision of the Executive Committee and shall be decided on a majority of the votes of the members of the Executive Committee present. Where membership has been refused by the Executive Committee, the applicant shall have the right to appeal to a General Meeting of this Association.
  - 5.8.2. On admission to membership a partnership, company or association of persons shall nominate a person to represent it at all meetings and in connection with all matters of the Association and shall notify the CEO of the Association in writing. Such a nominee shall be a principal, partner, director, or manager directly involved in the concern and / or the tourism industry, and he/she must be a paid-up HAN member. A member may cancel such nomination by giving the CEO not less than seven (7) days written notice.
- 5.9. A member may resign by giving the CEO one month's notice in writing of his intention to do so, but he shall nevertheless be liable for any subscriptions which may have become due and payable.
- 5.10. A member may be temporarily suspended from membership, who ...
  - 5.10.1. ... shall have acted in contravention of any of the terms of this Constitution or the Rules and/or by-laws of the Association;
  - 5.10.2. ... by his conduct has rendered himself, in the opinion of the Executive Committee, unfit to remain a member of the Association;

- 5.10.3. ... has failed to comply with all contracts or agreements approved of and ratified by the Association and applicable to such member;
- 5.10.4. ... within fourteen (14) days after receiving a written registered demand, has not made payment of a subscription which is owing to the Association and which is more than three months in arrears;
- 5.10.5. ... has become insolvent, or, if a company or partnership, has gone into liquidation;
- 5.10.6. ... has ceased to hold the qualifications which make him/her eligible for membership, this includes the registration with the NTB;
- 5.10.7. ... is found lunatic or becomes of unsound mind;
- 5.10.8. ... is found guilty of a criminal offence and convicted without the option of a fine;
- 5.10.9. A member who has committed any one of the above-mentioned offences will be temporarily expelled from membership by a majority decision of the Executive Committee, after which a hearing will take place before the Executive Committee, at which the suspended member will be allowed the opportunity to state his case. After the Executive Committee has considered the issue at hand, it may impose a fine or expel the member from membership, provided, however, that there shall be a right of appeal against suspension, the imposition of a fine or expulsion, to the first ensuing Annual General Meeting.
- 5.10.10. Notice of any such appeal shall be given to the Secretary/CEO in writing within thirty (30) days of the date on which the decision of the Executive Committee was communicated to the person concerned. The decision of such a meeting shall be final and binding, and on being expelled such member shall cease to be entitled to any of the benefits of membership and shall not be entitled to a refund of any subscription paid or due, or any portion thereof.
- 5.11. The Association's records shall indicate clearly the type of membership category the member has.

## **6. MEMBERSHIP REPRESENTATION**

For the purpose of representation of the Members of the Association ...

- 6.1. ... any fully paid member may propose or nominate any fully paid member for a position on the Executive Committee irrespective of the category of regulated businesses which this member represents;
  - 6.1.1. Any member of HAN can approach the Executive Committee through any Executive Member in any matter of concern at any time;
  - 6.1.2. Any member of HAN can approach the CEO in any matter of concern at any time.
- 6.2. Any member or the Executive Committee can request the CEO to initiate a Task Group and motivate other members to participate in such Task Group as it may require.
  - 6.2.1 A "Task Group" - means any grouping of members for the sake of pursuing a certain industry related task of general, specific, regional or local contents and be on a standing, temporary, or short term basis;
  - 6.2.2. The CEO sets responsibilities and rights of the Task Group;

- 6.2.3. Any Task Groups will be sanctioned by the CEO to ensure the endorsed as a representation of H·A·N members;
- 6.2.4. A Task Group will be chaired by the initiator, host of the meeting venue or chairperson elected by the members of the Task Group;
  - 6.2.4.1. The chair person of a Task Group will call for meetings as the need arises;
  - 6.2.4.2. The chair person will closely communicate with and report to the CEO / Executive Committee;
- 6.2.5. A Task Group can request support from the CEO or request from the CEO the support of any advisors or consultants;
- 6.2.6. A longstanding Task Group may nominate any one fully paid up member of their Task Group as its representative to the Executive Committee.

## **7. EXECUTIVE COMMITTEE**

The supervision of the CEO and his office and the Treasurer as well as the control of the business of the Association shall be conducted by an Executive Committee consisting of...

- 7.1. ... The Chairperson of the Hospitality Association of Namibia;
- 7.2. ... At least six (6) members elected to the Executive Committee;
- 7.3. Members of the Executive Committee are elected for their personal expertise or standing or ...
  - 7.3.1. ... can be elected representatives of longstanding Task Groups
- 7.4. The CEO and the Treasurer, which shall be appointed by the Executive Committee.
- 7.5. Fifty (50) percent of the members of the Executive Committee shall constitute a quorum. If a quorum is not present within ten (10) minutes of the time appointed for any meeting, such a meeting shall stand adjourned for five (5) minutes, and at such an adjourned meeting, the members then present shall form a quorum.
- 7.6. Each member of the Executive Committee shall be entitled to one vote at meetings of the said committee and in the event of an equality of votes on any subject the Chairperson shall have an additional or casting vote.
  - 7.6.1. Both the CEO and the Treasurer do not have voting rights on the Executive Committee.
- 7.7. The Executive Committee may exercise all the powers and functions as set out in Article 8.;
- 7.8. A member of the Executive Committee may remain as a member of the Executive Committee, so long as he/she remains actively engaged in a business referred to in Articles 5.1.ff, 5.2.ff or 5.3.ff and is a member or nominee of such member.
- 7.9. A member of the Executive Committee shall cease to hold office as such in any one of the following circumstances ...
  - 7.9.1. ... if being a member of the Association he ceases to be a member or is suspended from membership;



- 7.9.2. ... if he resigns from office by notice in writing to the CEO;
- 7.9.3. ... if he ceases to hold the qualifications required for membership;
- 7.9.4. ... if he becomes insolvent or lunatic or of unsound mind;
- 7.9.5. ... if two thirds of the members present at any Annual General Meeting vote for a resolution requesting him to vacate his office.
- 7.9.6. ... if such an officeholder might possibly discredit or has discredited the association and he/she is served with a written request/instruction by the HAN Executive Committee to resign from such office.
- 7.10. The Executive Committee shall have the power to fill any vacancy in the Executive Committee by co-opting thereto persons holding the qualifications referred to in Article 7.8..
- 7.11. The Executive Committee shall meet at least once every 3 (three) months at such time and place as may be decided by it, but shall in any event meet within 14(fourteen) days of its election.
- 7.12. Notice of any meeting of the Executive Committee, stating the business to be transacted, shall be given to members of the said committee by the CEO in writing at least seven (7) days before the date of such meeting, provided that in the case of special meetings, the Chairman may authorize the giving of shorter notice, and if necessary, verbal notice.
- 7.13. The Chairperson, and failing him, the Vice Chairperson, shall preside at all meetings of the Executive Committee. If both the Chairperson and Vice Chairperson are absent from any meeting, the members present shall appoint a Chairman for such a meeting from amongst the members of the Executive Committee.

## **8. POWERS & DUTIES OF THE EXECUTIVE COMMITTEE**

- 8.1. The Executive Committee shall have the power ...
  - 8.1.1. ... to appoint a CEO and Treasurer, to serve on the Executive Committee, and to employ other employees;
  - 8.1.2. ... to invest any moneys of the Association upon such security, and on such terms and conditions as it may, from time to time decide, and to vary the terms and conditions of such investments or to realize the same.
  - 8.1.3. ... to purchase or acquire, hold or take on lease any movable or immovable property, manage, control, sell, improve, develop, exchange, mortgage, dispose of or otherwise deal with all or any part of the property, rights and/or privileges held by the Association;
  - 8.1.4. ... to raise or borrow money and to secure the repayment thereof on such terms as may seem expedient.
  - 8.1.5. ... to nominate persons to represent the Association on any Board, Council or body, on which it is desirable that the Association should be represented, whenever so required, and further to promote, support or oppose, as may be deemed expedient, any proposed legislative or other measures affecting the common interest of the members of the Association
  - 8.1.6. ... to terminate the contract of service of the CEO or of the Treasurer and other employees and to fix their remuneration and define their job descriptions

- 8.1.7. ... to make and enforce rules and by-laws not inconsistent with the Constitution in force for the time being, or any other law;
- 8.1.8. ... to regulate the form of procedure in committee;
- 8.1.9. ... to appoint from time to time such Task Groups (sub-committees) of its members as it may require, and to define their duties, provided that such task groups shall function only in an advisory capacity;
- 8.1.10. ... to institute or defend all legal proceedings by or on behalf of the Association;
- 8.1.11. ... to open and operate the banking account and control the finance of the Association;
- 8.1.12. ... to suspend, impose a fine on, or expel any member, if there are reasonable grounds for this;
- 8.1.13. ... to serve on any person, who might possibly discredit or has discredited the association in any way, serving in any office for HAN, a written request/instruction to resign or be expelled from such office. For this decision, the Executive Committee needs at least a 75% majority vote.
- 8.2. The Executive Committee shall have the duty ...
  - 8.2.1. ... to supervise the duties, activity and performance of the CEO
  - 8.2.2. ... to provide for the proper keeping of books of account of the Association and the periodic auditing of accounts at least once every calendar year, and the making available to members the true copies of the audited accounts and of the auditor's report thereon.
  - 8.2.3. ... to arrange for the keeping of a register of members by the CEO, in which shall be recorded every member's address, date of enrolment, amount of subscription, the period to which the subscription relates, and type of membership, and in the event of his ceasing to be a member, the date thereof.
  - 8.2.4. ... to appoint Advisors and Consultants on the suggestion of the CEO

## **9. ELECTION PROCEDURES OF THE EXECUTIVE COMMITTEE**

- 9.1. The Chairperson of the Hospitality Association of Namibia shall be elected at the Annual General Meeting of the Association or at a Special General Meeting called for that purpose. The retiring Chairperson shall preside at the meeting until a new Chairperson is elected.
- 9.2. Nominations for the office of Chairperson shall be submitted to the CEO preferably seven (7) days before the date of the meeting referred to in article 9.1, with provisions made that these nominations can also be made at the meeting, and shall be signed by the proposer and seconder in each case.
  - 9.2.1. No candidate, standing for the position of Chairperson, will be allowed to be nominated and elected for this position unless he or she is a Namibian Citizen, or has Permanent Residence in Namibia.
  - 9.2.2. If only one person is nominated as Chairperson, he shall be declared duly elected. If more than one person is nominated as Chairperson, the election of the Chairperson shall be decided by ballot. Immediately after the result of the ballot is known, the new Chairperson shall assume office and preside at the meeting.



- 9.3. Members for the Executive Committee are nominated by the membership directly;
- 9.3.1. Nominations for the Executive Committee can be submitted...
- 9.3.1.1. ... to the CEO prior to the meeting referred to in article 9.1
- 9.3.1.2. ... submitted from the floor during a meeting referred to in article 9.1
- 9.4. If more Members are nominated as members for the Executive Committee, an election for at least six (6) for these positions has to be held.
- 9.4.1. The election of these Executive Committee members shall be decided by show of hands.
- 9.5. Thereafter the Chairperson shall temporarily adjourn the meeting referred to in sub-article 9.1 for the Executive Committee to vote the Vice Chairperson from amongst its members.
- 9.6. No candidate will be allowed to be nominated and elected for the Committee unless s/he is employed by or directly and actively involved in the business of an active member
- 9.7. No person shall be nominated to hold office unless he has consented to his nomination and all nominations shall be duly proposed and seconded.
- 9.8. If the office of Chairperson becomes vacant the Vice Chairperson shall assume office as Chairperson.
- 9.9. The Executive Committee shall also have the power to fill any vacancy on the Executive Committee by appointing any Member as referred to in Article 7.8..
- 9.10. The Chairperson shall hold office for two (2) consecutive years, that is up to the 2nd Annual General Meeting following his election and shall be eligible for re-election for one further term, but no more than that.
- 9.11. Vice Chairperson and other members of the Executive Committee shall hold office for two (2) consecutive years, that is up to the 2nd Annual General Meeting following their election, and shall be eligible for re-election thereafter.

## **10. VALIDITY OF PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

All acts done and all resolutions passed by the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person or member or that he was disqualified, be as valid as if he had been duly appointed and was qualified to be a member of the Executive Committee.

## **11. GROUP OF ADVISORS**

11. The Group of Advisors consists of Personalities from the Industry which are called to serve in an advisory capacity to the CEO in their specific field(s) of expertise.
- 11.1. Members of the Group of Advisors are called to join the Group by the CEO on suggestion of the current Members of the Group of Advisors.
- 11.2. Members of the Group of Advisors need not be members of the Association

- 11.3. The CEO requests Members of the Group of Advisors to attend Executive Committee meetings in an advisory capacity only for matters in the specific fields of their expertise.
- 11.3.1 Members of the Group of Advisors do not have voting rights on the Executive Committee.

## **12. GENERAL MEETINGS**

- 12.1 The Annual General Meeting of the members of the Association shall be held not later than four months after the end of the financial year at such time and place as the Executive Committee may determine.
- 12.2 Further General Meetings of the Association shall be held from time to time as the Executive Committee may decide.
- 12.3 A Special General Meeting of members shall also be called upon a written requisition signed by not less than ten (10) members of the Association and every such requisition shall state the special business which is to be transacted, and it shall not be competent for such a meeting to transact any business other than that specified in the requisition.
- 12.4. A Special General Meeting of members shall also be called upon by the Chair Person and failing him, the available members of the last appointed Executive Committee of the Association and such requisition shall state the special business which has lead to such a situation, and it shall not be competent for such a meeting to transact any business other than that specified in the requisition.
- 12.5. Not less than fourteen (14) days' notice of all General Meetings shall be given by the CEO in writing to the members of the Association, provided however that in the case of a Special General Meeting such shorter notice may be given as the Executive Committee may decide.
- 12.6. A quorum at any General Meeting of the Association shall be formed when...
- 12.6.1. ... at least 33.33% of all paid up full members of the Association are in attendance...
- 12.6.2. ...including valid proxies and email votes.
- 12.6.3. .. should the 33.33% mark not be reached at the start of the General Meeting, the Chairman be allowed to call for the adjournment of the meeting for 15 minutes, after which time all members present at the meeting after that time-delay will be deemed to form the necessary quorum for the General Meeting of the Association.
- 12.7. The Chairperson or in his absence, the Vice Chairperson, shall preside at all General Meetings. In the absence of the Chairperson and Vice Chairperson the meeting may elect a Chairperson from the members of the Executive Committee present.
- 12.8. Questions arising for decision at any General Meeting shall, unless otherwise provided herein, be decided by a majority vote on ...
- 12.8.1. ... a show of hands on a motion duly seconded,
- 12.8.2. ... or by ballot, if such a ballot is requested by any two members.
- 12.8.2.1. At any ballot the Chairman shall appoint two (2) scrutinizers.

- 12.8.2.1.1. Each member shall be given one (1) ballot paper, which he shall complete and return to the scrutinizers by whom the result shall be declared and such a declaration shall be final.
- 12.8.2.1.2. In the event of an equality of votes the Chairperson shall have a casting vote in addition to his ordinary vote.
- 12.9. Each full Member shall be entitled to at least one vote, be it by ballot paper, proxy given or by electronic means such as email;
  - 12.9.1. Those offering 1 to 4 rooms shall have one (1) vote
  - 12.9.2. Those offering 5 to 10 rooms shall have two (2) votes
  - 12.9.3. Those offering 11 to 30 rooms shall have three (3) votes
  - 12.9.4. Those offering 31 to 60 rooms shall have four (4) votes
  - 12.9.5. Those offering 61 to 80 rooms shall have five (5) votes
  - 12.9.6. Those offering 81 to 100 rooms shall have six (6) votes
  - 12.9.7. Those offering over 100 rooms shall have seven (7) votes
  - 12.9.8. Other regulated businesses as per current NTB regulations or any amending or consolidating legislation as prescribed in 5.2.ff shall have one (1) vote
  - 12.9.9. Independent Restaurants shall have one (1) vote
  - 12.9.10. Independent Conference Centres shall have one (1) vote
  - 12.9.11. Catering Concerns shall have one (1) vote
  - 12.9.12. Head Offices shall have one (1) vote
  - 12.9.13. Marketing Companies shall have one (1) vote
- 12.10. No member shall have the right to vote if any subscription payable by him is outstanding at the time of the meeting referred to in article 12.1.
- 12.11. Notice of General Meetings or Special Meetings shall be given by circular, sent to the registered address of each member.
- 12.12. General Meetings shall be held according to Standing Orders for General Meetings of the Association.

### **13. REPRESENTATION ON COUNCILS**

- 13.1. The Executive Committee may at any time decide that the Association becomes a party to any Council, Board or Body.
  - 13.1.1. The Association's representative(s) on such Council, Board or Body shall be appointed by the Executive Committee from amongst the members of the Association or co-opted from an outside source (where the need for specialists arises).
  - 13.1.2. Only if the need arises the Association's representative or alternate representative on such Council, Board or Body shall be the CEO of the Association.
- 13.2. Such representatives may be removed by a majority decision of the Executive Committee, or such other notice as may be prescribed in the Constitution of the Council, Board or Body upon which such member serves.

- 13.3. In the event of the resignation or death of a representative the vacancy shall be filled by the Executive Committee.
- 13.4. The CEO, a member or co-opted person representing the Association on such Council, Board or Body, shall serve on it, in the capacity of a delegate and not as an individual and shall carry out the instructions of the Association on all matters.
- 13.5. Representatives shall have the full power to enter into agreements on behalf of the Association after consultation with the CEO and the Treasurer if needed and ratification by the Executive Committee.

#### **14. FINANCE**

- 14.1. The financial year of the Association shall commence on the first (1st) day of March and terminate on the last day of February each year.
- 14.2. Each member shall pay an annual subscription yearly in advance, falling due on the first (1st) day of April in each year. The Annual General Meeting of the Association shall fix the annual subscription to be paid by each member, with the power hereby accorded to the meeting to delineate the different classes of members and to differentiate the subscriptions to be paid by each class.
- 14.3. An Annual General Meeting of the Association may fix the amount of the entrance fees, if any, to be paid by a candidate for membership.
- 14.4. An Annual General Meeting may, with a view to securing funds for any particular purpose, impose a levy on each member of the Association provided that the amount of the levy payable by any member during any financial year shall not exceed the amount of the annual subscription payable by such member.
- 14.5. All amounts due to the Association shall be paid to the Treasurer / CEO who shall forthwith deposit the same in the banking account of the Association and who will issue a receipt for amounts paid.
- 14.6. All assets and funds of the Association shall be vested in the Executive Committee, in trust for the Association.
- 14.7. The funds of the Association shall be applied to the payment of expenses, the acquisition of property and for the purpose of the objectives specified in Article 4 of this Constitution or for such other purpose as may be decided by a General Meeting.
- 14.8. Payment procedures, expenses incurred for the daily administration and limits to other expenses should be defined in the job description of the CEO.
- 14.9. It shall be the duty of the Treasurer to exercise supervision over the funds of the Association, and to make recommendations to the CEO as well as the Executive Committee in regard to any items of extraordinary expenditure to be incurred and investments of funds of the Association.
- 14.10. A member who resigns or who is expelled from membership shall have no claim on the funds of the Association.

#### **15. DUTIES OF THE CEO and his Office**

- 15.1. The Chief Executive Officer (hereafter called CEO) and employees of the Office of the Association shall be appointed as prescribed in Article 8.1.1..
- 15.2. The CEO reports to the Executive Committee.
- 15.3. The duties and responsibilities of the CEO will be defined in the job descriptions for the CEO and / or any other employee of the Association.
  - 15.3.1. It is the duty of the Committee to define such job descriptions in writing.
  - 15.3.2. Such job descriptions will be integral part of the Contract of Employment for such CEO and / or any other employee of the Association.

## **16. DUTIES OF THE TREASURER**

- 16.1. The Treasurer of the Association shall be appointed as prescribed in Article 8.1.1.;
- 16.2. the Treasurer co-operates in all financial matters with the CEO, but reports directly to the Executive Committee.
- 16.3. It shall be the duty of the Treasurer ...
  - 16.3.1. ... to exercise supervision over the funds of the Association,
  - 16.3.2. ... to make recommendations to the CEO as well as the Executive Committee in regard to any items of extraordinary expenditure to be incurred,
  - 16.3.3. ... to make recommendations to the CEO as well as the Executive Committee in regard to investments of funds of the Association,
- 16.4. Should the Treasurer be an employed person or person remunerated for the position, the duties and responsibilities of the Treasurer will be defined in the job description for the Treasurer, which will be integral part of the Contract of Duty for the Treasurer.

## **17. EXECUTION OF DOCUMENTS**

- 17.1. All powers of attorney, bonds, deeds, and other documents shall be signed and executed in the name of the Association by the CEO and if needed by the Treasurer under the authority of a resolution of the Executive Committee.
- 17.2. Every member shall register with the CEO an address and a notice may be served upon any member either personally or by sending it by mail. Where notice is sent by mail, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting same.
  - 17.2.1. Alternatively the Association may make use of electronic means of transporting documents (email and email attachments) and the service of notice shall be deemed to have been effected if no error message is generated, a 'message read' reply notification is generated by the according software or electronic service.
    - 17.2.1.1. The Association can make use of software, which is internationally accepted as software generating documents that cannot be tampered with, here specifically Adobe Acrobat Reader <sup>™</sup> and its Public Domain File system (PDF).

## **18. LIABILITY OF MEMBERS**

The liability of each member shall be limited to the moneys payable by him to this Association in terms of the Constitution.

## **19. WINDING UP OF THE ASSOCIATION**

- 19.1. The Association may be wound up if so decided upon, at an Annual General meeting or a Special General Meeting of the members called for that purpose provided that no fewer than two-thirds (2/3rds) in number of those present vote in favor thereof.
- 19.1.1. If the Association is unable to continue to function for any reason, the last appointed Chairperson of the Association and failing him, the available members of the last appointed Executive Committee of the Association, shall call a Special General Meeting as provided in Article 12.3. & 12.4. in an effort to resolve such reason.
- 19.2. If a Resolution for the winding up of the Association has been passed as provided in Article 19.1 or if for any reason the Association is unable to continue to function the following provisions shall apply:
- 19.2.1. The last appointed Chairperson of the Association and failing him, the available members of the last appointed Executive Committee of the Association, shall forthwith appoint a liquidator to carry out the winding up. The liquidator shall not be a member of the Association and shall be paid such fees as may be agreed upon between him and the said members of the Association's last appointed Executive Committee.
- Should the parties fail to agree upon the liquidator's fees, then the President for the time being of the Law Society of Namibia is determined as the person who shall settle the basis on which the liquidator shall be paid.
- 19.2.2. The liquidator so appointed shall call upon the last-appointed office-bearers of the Association to deliver to him the Association's books of account showing the Association's assets and liabilities together with the register of members showing for the twelve (12) months prior to the date on which the resolution for winding up was passed on the date as from which the Association was unable to continue to function, as the case may be, hereinafter referred to as the date of dissolution, the subscriptions paid by each member and his address as at the said date.
- 19.2.2.1. The liquidator shall also call upon the said office-bearers to hand over to him all unexpended funds of the Association's assets and the documents necessary in order to liquidate the assets.
- 19.2.3. The liquidator shall take the necessary steps to liquidate the debts of the Association from its unexpended funds and any other moneys realized from any assets of the Association and if the said funds and moneys are insufficient to pay all creditors after the liquidator's fees and all expenses of winding-up have been met, the order in which creditors shall be paid shall, subject to the provisions of Article 19.2.5, be the same as that prescribed in any law for the time being in force relating to the distribution of the assets of an insolvent estate and the liquidator's fees and the expenses of winding-up shall rank in order of preference as though he were a liquidator of an insolvent estate, and as though the expenses were the costs of sequestration of an insolvent estate.



- 19.2.4. After the payment of all debts in accordance with Article 19.2.3, the remaining funds, if any, shall be distributed by the liquidator amongst the members of the Association who were in good financial standing as at the date of dissolution and each member shall be awarded a share in proportion to the subscription actually paid by him in respect of the twelve (12) months immediately preceding the said date.
- 19.2.5. The liability of members shall for the purpose of this section be limited to the amount of subscriptions due by them to the Association in terms of this Constitution as at the date of dissolution.

## **20. ALTERATIONS AND AMENDMENTS TO THE CONSTITUTION**

- 20.1. The Constitution may not be altered, added to or amended save at an Annual General Meeting or a special General Meeting called for that purpose.
- 20.2. The Code of Conduct as provided in Article 22 of this Constitution is regarded as an integral part of this constitution and thus binding to all members of the Association.
- 20.3. Written notice of a motion, signed by the proposer and seconder specifying in detail any such proposed alterations, additions or amendments to the Constitution shall be lodged with the CEO at least thirty (30) days prior to the date of the Annual General Meeting at which the same is to be considered.
- 20.3.1. The CEO shall ensure that such a motion will be distributed amongst the members in writing within 7 (seven) calendar days of its submission.
- 20.4. No such alteration, addition or amendment shall be adopted unless no less than two-thirds (2/3rds) of the voters, of that present and that constituted a quorum at the start of the AGM or special GM, vote in favour thereof.

## **21. ANNEXURE FOR AMENDMENTS**

non

## **22. HAN CODE OF CONDUCT**

- 22.1. The following Code of Conduct has been approved at the 1997 Annual General Meeting and amended at the 2005 AGM and is regarded as an integral part of this Constitution and thus binding to all members of the Association.
- 1) To maintain high standards of courtesy and hospitality and to ensure that facilities and services are appropriate to the establishment category and the NTB regulations for this category, as well as striving for a Star Grading for such category.
  - 2) To describe fairly to all visitors and prospective visitors, the amenities, facilities and services provided by the establishment, whether by advertisement, brochure, word of mouth or by any other means.
  - 3) To allow each visitor reasonable opportunity to view the accommodation prior to registration.
  - 4) To make clear to visitors exactly what is included in all prices quoted for accommodation, including taxes, the prescribed NTB levy and any surcharges. Details of charges, if any, for additional services or facilities available, including catering, should also be made clear.
  - 5) To give each visitor, on request, details of payments due and a receipt if required and preferably show the prescribed NTB levy as a separate item on the bill.
  - 6) To adhere to, and not to exceed, prices current at the time of occupation for accommodation or other services, and to advise guests of any alteration in rates prior to registration.
  - 7) To deal promptly and courteously with all enquiries, reservations, correspondence and complaints from visitors.
  - 8) To ensure, within the bounds of legal liability, the safety of guests and their possessions.
  - 9) To ensure that no guest is discriminated against in any manner whatsoever, notwithstanding the operator's Right of Admission.
  - 10) To promote establishments belonging to HAN by displaying brochures, etc, in your establishment.
  - 11) To promote HAN and its Vision by publishing the HAN logo on all possible publications, advertisements and documentation of your business
  - 12) To go through a member of the Executive Committee of your choice or the CEO should you in any way be unhappy about events or circumstances in HAN.
  - 13) To pay all monies owing to HAN within a period of at least 30 days.
  - 14) To, at all times, adhere to the laws of the country, especially those pertaining to the hospitality industry and the tourism industry.
  - 15) To train staff to obtain high standards and professionalism in all HAN member establishments.
  - 16) To encourage other establishments as well as business partners to become members of HAN.
  - 17) To assist HAN in promoting Namibia in all respects as well as educational tours, which are arranged by Air Namibia or the Ministry of Environment and Tourism or the Namibia Tourism Board from time to time
  - 18) To follow the Tourism Charter, adopted by the Industry in November of 2004, in any way possible for the HAN member establishment.