



Annexure "A"

Important Constitutional Requirement for Proceedings at General Meetings

In terms of Section 2 (Interpretation) of the present Constitution, any questions of interpretation will be settled by the board whose decision will be final and binding. The board may take legal advice before they make the decision.

South African law and the jurisdiction of the South African courts govern this constitution and the rights and obligations of our members.

1.1 Notice of meetings

Members will be notified of a meeting by email at least 14 business days before the meeting. The email will contain the agenda, and the date, time, and place at which the meeting will take place.

1.2 Representation of travel and partner members

At any ASATA meeting where an individual claims to be the duly authorised representative of a travel and partner member, the chairperson may challenge the authority of that individual. Unless the individual can satisfy the chairperson that he or she is in fact authorised, he or she will not be allowed to attend the meeting.

1.3 Annual general meetings

Voting at an AGM or EGM can be by show of hands or by poll. Members who are attending via video conferencing will be able to vote.

- 1.3.1 ASATA holds an AGM once a year. It is a gathering of travel and partner members where the year's activities and finances are discussed.
- 1.3.2 The board decides on the time and place of the meeting.
- 1.3.3 The president or vice president of ASATA will preside as chairperson of every AGM.

1.4 Extraordinary general meetings

- 1.4.1 ASATA holds extraordinary general meetings (EGM) where members gather to discuss specific ASATA activities.
- 1.4.2 The board may convene these meetings at any time.
- 1.4.3 Members may convene a meeting by submitting a written request to ASATA 14 business days before the meeting signed by no fewer than 15 members and stating the objectives of the meeting.
- 1.4.4 The president or vice president of ASATA will preside as chairperson of every EGM.

1.5 What constitutes a quorum

- 1.5.1 For all general meetings, members representing 51% of the members' market share will constitute a quorum.
- 1.5.2 Members who are attending the general meeting via video conferencing will be counted as a member for purposes of the quorum.
- 1.5.3 Proxys will not be counted as a member for purposes of the quorum.

- 1.5.4 Members who have two or more branches or offices and who are part of the same legal entity will only be counted as a single member for purposes of the quorum.
- 1.5.5 In order for an AGM or EGM to go ahead, a quorum must be present when the meeting proceeds to business.
- 1.5.6 If a quorum is not present within 60 minutes after the time appointed for the meeting, the meeting will be adjourned to the same day in the next week at the same time and place. If that date is a public holiday, the meeting must take place on the following business day. The members who are present at that meeting will constitute a quorum.

1.6 Adjourned meetings

- 1.6.1 The chairperson may adjourn a meeting with the consent of those present.
- 1.6.2 When the meeting is reconvened, only business left over from the original agenda of the adjourned meeting may be discussed.

1.7 Votes

Voting at an AGM or EGM can be by show of hands or by poll. Members who are attending via video conferencing will be able to vote.

- 1.7.1 Voting by show of hands
- 1.7.2 At the AGM, each member present will have one vote by show of hands.
- 1.7.3 Voting by poll
- 1.7.4 At the AGM, voting will take place by show of hands unless a poll is demanded on or before the declaration of the result of a show of hands. In the event of a poll, all proxies correctly signed and lodged will be taken into account. Voting by proxy is discussed in 6.7.7.
- 1.7.5 When voting is done by poll, members do not have equal votes. The weight assigned to each vote is determined by an acceptable measure of the members' market share.
- 1.7.6 We calculate the market share of the groupings and we divide the remainder of the market share equally amongst the rest of the members.
- 1.7.7 Voting by proxy
 - 1.7.7.1 Proxies are appointed by members in writing.
 - 1.7.7.2 The instrument of proxy is only valid if it is submitted to the CEO at least two business days before the appointed time of the meeting.
 - 1.7.7.3 if the proposed amendment of the constitution is on the agenda for an AGM, the CEO will send each member a proxy form when sending out the notice of the meeting. But members may submit their own form of proxy for any other business conducted at AGMs.
 - 1.7.7.4 Any member may appoint a proxy as a representative to speak or vote on a poll at a general meeting.
 - 1.7.7.5 A proxy also has the authority to demand a poll.
- 1.7.8 A majority vote
 - 1.7.8.1 The chairperson has a second or casting vote, whether voting took place by show of hands or by poll.
 - 1.7.8.2 Resolutions can only be passed with a majority vote, and changes to the constitution can only be passed with a majority vote of at least 60%.

1.8 Amendments to the constitution

- 1.8.1 Changes to the constitution may be proposed by the board, or by no fewer than 15 members.
- 1.8.2 Amendments to the constitution must be decided at an AGM.
- 1.8.3 Members must be given written notice of the AGM where the changes will be tabled, and full details of the proposed changes within 14 business days of the meeting.
- 1.8.4 Amendments to the constitution will take effect immediately after the close of the general meeting at which it was approved.