

DULLSTROOM BUSINESS & TOURISM ASSOCIATION

CONSTITUTION

1. PREAMBLE

- 1.1 Whereas a meeting of interested parties was held on the 21st day of November 2023, and it was thereupon decided to form a business association.
- 1.2 The name of the Association is the Dullstroom Business and Tourism Association (the DBTA).
- 1.3 The purpose of the DBTA is:
 - 1.3.1 To galvanise the Dullstroom business community.
 - 1.3.2 To offer a unified, representative and official voice of the Dullstroom business community.
 - 1.3.3 To promote and protect the prosperity of the Dullstroom business community in a business-friendly environment.

2. OUR VISION

- 2.1 To be the voice and pre-eminent business organisation in Dullstroom, by offering superior value to its stakeholders, lobby for and represent the collective interests of the Dullstroom business community and to be recognised as a leading business association contributing to the sustainable business success of its members.

3. OUR MISSION

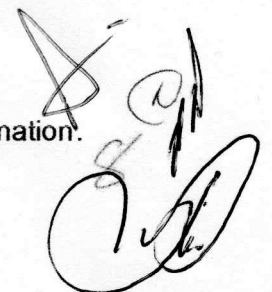
- 3.1 To provide services relevant to the needs of its members and represent their interests in the community.
- 3.2 In pursuit of this, the DBTA is committed to being recognised:
 - 3.2.1 For being proactive, responsive and oriented to its members' needs.
 - 3.2.2 For maintaining and promoting the free and private enterprise system on a non-party political basis.
 - 3.2.3 For promoting the practise of sound values in good corporate governance, interpersonal relations and the environment.
 - 3.2.4 For providing meaningful representation as an inclusive voice for all businesses.

4. CODE OF ETHICS

- 4.1 In support of the DBTA's commitment to the promotion of business ethics and the fight against corruption, the DBTA and its members shall comply with the following values:
 - 4.1.1 Act ethically at all times, taking the reasonable interests of all stakeholders into account.
 - 4.1.2 Ensure that individuals and entities working for them conduct lawful business in a manner that is fair and in does not mislead anyone or misrepresent the products or services offered.
 - 4.1.3 Not knowingly supply a defective or dangerous product or service.
 - 4.1.4 Ensure all associated with it must see that confidential information remains as such and be handled with reasonable care and skill.
 - 4.1.5 Take reasonable account of the interests of the community and the environment in which it operates.

5. OBJECTIVES

- 5.1 The objectives of the DBTA are as follows:
 - 5.1.1 To promote Dullstroom as an investment, business and tourism destination.
 - 5.1.2 To maintain Dullstroom's rustic village character.
 - 5.1.3 To market and promote tourism in our area.

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- 5.1.4 To continuously collect information relating to tourism, tourist attractions of the area, to upgrade these and keep same available in a data bank.
 - 5.1.5 To generate and receive funds, undertake and fulfil financial obligations in connection with executing any of the objectives or related operations.
 - 5.1.6 To propagate and promote courtesy, friendliness and helpfulness in the region.
 - 5.1.7 To collect and manage Membership Fees and other funds to further the operations of the DBTA.
 - 5.1.8 To lead and assist with advertising and marketing material to promote our area as a whole.
 - 5.1.9 To assist members in obtaining skills and information to upgrade facilities and services.
 - 5.1.10 To promote tourism culture and improvement of service to the public as well as co-operation in the tourism industry.
 - 5.1.11 To liaise with media and other institutions outside the tourism field relating to tourism.
 - 5.1.12 To liaise with neighbouring areas to promote tourism across borders.
 - 5.1.13 To do all such things as are necessary and incidental to the attainment of the DBTA's objectives.
- 5.2 To achieve its objectives the DBTA shall (subject to any law) have the following powers:
- 5.2.1 To manage or in any way deal with all or part of the DBTA assets.
 - 5.2.2 To apply for, or by any means acquire, protect, prolong or renew any licences, trademarks or other rights and to deal with and alienate them.
 - 5.2.3 To accept donations, grants, bequests, endowments or any other contributions, whether unilateral or otherwise, to the funds of the DBTA
 - 5.2.4 To invest money as approved by DBTA members at a General Meeting.
 - 5.2.5 To open and operate banking accounts in any other deposit-receiving institution in the name of the DBTA.
 - 5.2.6 To act as principal or agent of the DBTA.
 - 5.2.7 To engage the services of persons, companies or concerns who could contribute towards the DBTA objectives.
 - 5.2.8 To remunerate any other person or persons for services rendered
 - 5.2.9 To undertake any other acts and do anything else which is consequential or incidental to any of the above powers or conducive to the promotion and attainment of the DBTA objectives.

6. LEGAL STATUS

- 6.1 The DBTA shall be a juristic person with perpetual succession notwithstanding any change in the number or identity of its members from time to time.
- 6.2 The DBTA shall not be carried on for the purpose of personal gain, and all funds, income and assets shall be utilised solely for investment or the objectives for which it is established.
- 6.3 No part of the income or assets of the DBTA shall be paid, directly or indirectly, by way of dividend, donation or otherwise, to members of the DBTA.
- 6.4 The liability of each member of the DBTA is limited to any unpaid membership fees or other outstanding amounts which may be owing by that member.
- 6.5 The DBTA shall be entitled to sue and be sued in its own name.

7 AREA OF OPERATION

- 7.1 The DBTA will accept members within the municipal geographic boundaries of Ward 4 of the Emakhazeni municipality.

8. MEMBERSHIP

- 8.1 Membership is voluntary.
- 8.2 A member must either own a business or manage a business on behalf of a business owner within the area of operation, or be actively involved in tourism beneficial to the DBTA.
- 8.3 Any other relevant person or organisation may be allowed membership as may be determined at a General Meeting.
- 8.4 Application for membership must be done by submitting a completed membership form, which application shall be decided upon by the DBTA Executive Committee.
- 8.5 No reasons need to be furnished for unsuccessful applications.
- 8.6 All Members shall be deemed to be bound by the provisions of this Constitution.
- 8.7 All Members grant permission to the DBTA to share Members' business name and contact details with other Members either by written or electronic means.

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- 8.8 Membership fees may be applicable, and when applicable, the membership fee will be determined at a General Meeting.
- 8.9 Memberships need to be renewed annually by means of the application form and (where applicable) payment of membership fees.

9. TYPES OF MEMBERSHIP

Membership Type	Votes	Annual Membership Fee
Tourism Business Members	2	To be determined by DBTA
General Business Members	1	To be determined by DBTA
Associate Members	1	To be determined by DBTA
Honorary Members	None	None

9.1 TOURISM BUSINESS MEMBERS:

This membership is for tourism product and service owners and will receive marketing support from the DBTA (such as accommodation, restaurants, tourist attractions and activities, etc).

9.2 GENERAL BUSINESS MEMBERS:

This membership is for businesses that do not possess a tourism product or service, and do not require active marketing by the DBTA (such as supermarkets, hardware stores, petrol stations, etc).

9.3 ASSOCIATE MEMBERS:

This membership is for associated businesses and organisations who do not require marketing support from the DBTA such as accredited tourism organisations operating in the Area of Operation as well as international- and national tourism bodies or any organisation that wishes to contribute towards the DBTA's objectives but does not belong to one of the other membership types.

9.4 HONORARY MEMBERS

At any meeting of the DBTA, the Executive Committee may propose any natural or juristic person as an Honorary Member of the DBTA to be elected by majority vote of the present meeting, provided that no such nomination shall be made unless the person nominated holds public office or has rendered exceptional or special services to the promotion and development of tourism or to the DBTA. Any person so elected shall hold such membership for life.

10. VOTING RIGHTS

- 10.1 Any person with voting rights and whose membership fees (where applicable) are fully paid up may cast one vote for General Business and Associated Members, and two votes for Tourism Business Members.
- 10.2 Only one person per business or organisation may vote.
- 10.3 Voting by proxy is permitted and the aims for presentation of the proxy vote rest with the member.
- 10.4 The Executive Committee has a deciding vote.

11. APPLICATION FOR MEMBERSHIP FORM

Application for membership must be submitted on the prescribed form and (where applicable) must be accompanied by the prescribed membership fee. Annual renewal of membership shall be submitted on the same prescribed form.

12. ACCEPTANCE OF THE CONSTITUTION

It shall be accepted that any person applying for membership and who has been accepted as a member, accepts the Constitution and any amendments thereto. A copy of the Constitution is available from the Secretary and an electronic copy shall be furnished to a member on request.

13. MEMBERSHIP FEE

- 13.1 Membership fees (where applicable) must be paid on or by the 1st March of each year.

- 13.2 The DBTA Members may review membership fees (where applicable) annually at the beginning of the year.
- 13.3 Membership fees remain unchanged (and not proportionate) irrespective of whether persons become members during a financial year.
- 13.4 In the absence of membership fees, the DBTA may request donations to fund projects in support of the DBTA's objectives.

14. MEMBERSHIP BENEFITS

- 14.1 Over and above the obvious benefits of achieving the DBTA's objectives, there will be the following benefits for members:
 - 14.1.1 Any promotional material designed and executed shall incorporate and benefit Tourism Business Members and the cost for such advertisement shall be at a discounted rate.
 - 14.1.2 General Business Members shall proportionally pay a much larger part of the costs for such materials. At the discretion of the Executive Committee and as circumstances warrant, such material can also be given free of charge to members, but a small charge may be levied for non-members. These decisions will depend on the objective of the material i.e. for pure advertising all material may be distributed free, but in the case of information or "souvenir" type material, a charge may be required.
 - 14.1.3 Networking opportunities with other DBTA members.

15. PAYMENT OF MEMBERSHIP FEES:

- 15.1 Membership fees (where applicable) must be fully paid up in advance as per payment arrangements. The payment of membership fees (where applicable) will be in advance. Therefore, annual payment will be encouraged, but bi-annual payments may be accepted. Membership fees must be fully paid up IN ADVANCE for the term ahead before a member may participate in an Executive Committee, General- or Annual General meeting or any other event or activity of the DBTA.
- 15.2 Members who are not paid up may not vote.
- 15.3 Members who are three months in arrears (where membership fees are applicable) will have their membership cancelled after a resolution passed by the Executive Committee.

16. REGISTER OF MEMBERS

- 16.1 A register of members reflecting their full names and addresses shall be kept by the DBTA. The contents of the register shall be deemed to be correct, and members shall be responsible for ensuring that their names and details in the register are updated.

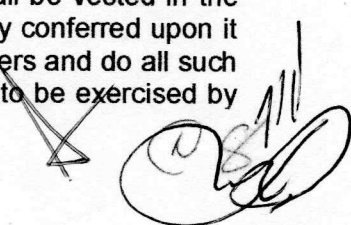
17. TERMINATION OF MEMBERSHIP

- 17.1 Membership of the DBTA shall terminate under the following circumstances:
 - 17.1.1 The DBTA receives written notice of resignation from a member.
 - 17.1.2 When members contravene the code of ethics or the objectives of the DBTA or the manner in which such Member conducts themselves is such that they are an undesirable Member of the DBTA. In such a case, a 50% plus one majority decision of a General- or Annual General meeting must approve the decision.
 - 17.1.3 A member's membership fees (where applicable) are three months in arrears.
 - 17.1.4 In the event of the insolvency of such Member.
 - 17.1.5 If a member is convicted of any crime involving dishonesty.
 - 17.1.6 In the event of the death of a member.
 - 17.1.7 No membership fees (where applicable) will be refunded.

18. EXECUTIVE COMMITTEE OF THE DBTA

18.1 Powers and authority

The management and control of the day-to-day affairs of the DBTA shall be vested in the Executive Committee. In addition to the powers and authorities expressly conferred upon it by the Constitution, the Executive Committee may exercise all such powers and do all such acts and things that would promote the set objectives and are required to be exercised by



the members in a General Meeting, provided that no resolution passed by the members in a General Meeting shall invalidate any prior act of the Executive Committee.

19. FINANCIAL YEAR

The financial year end is 28th February of each year.

20. SIZE

The Executive Committee shall consist of at least three and not more than ten full members, who shall be elected at each Annual General Meeting except where such a member has been co-opted.

21. RIGHT TO CO-OPT

The Executive Committee shall have the right to co-opt from time-to-time additional Committee members because of their expertise in the tourism milieu and related fields. Such co-opted members will not have a voting right and will be excused once their function is fulfilled.

22. OFFICE BEARERS

22.1 An Executive Committee consisting of a chairperson, vice-chairperson Secretary and a treasurer shall be elected for a period of 2 years. For consistency, the inaugural Executive Committee shall consist of the remainder of the previous Executive Committee for as long as is deemed necessary.

22.2 Sub-committees, to be determined by the current needs of the DBTA, will be managed by at least one Executive Committee member. Such members will be elected at a General Meeting and co-opted by the Executive Committee as the need arises. These sub-committees may co-opt members or experts to fulfil assignments and will report back to the Executive Committee on a monthly basis. The Executive Committee of the DBTA shall consist of the Executive Committee members plus sub-committee chairperson.

23. ABSENCE

In the case of a member not attending three consecutive Executive Committee meetings, with or without apology, the member may be relieved of their duties and another member co-opted in their place. The input of such a member shall be considered when making the decision and the decision shall lie within the sole discretion of the rest of the members of the Executive Committee. Such co-opted member will have voting rights within the Executive Committee.

24. MEETINGS OF THE EXECUTIVE COMMITTEE

24.1 Form

The Executive Committee shall meet, adjourn and otherwise regulate their meeting as they see fit and shall determine the notice to be given of their meeting. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote. The secretary shall, on the requisition of a majority of Executive Committee members or on the instructions of the Chairperson, summon a meeting of the Executive Committee.

25. QUORUM

25.1 The quorum necessary for the transaction of the business of the Executive Committee, General Meeting and an Annual General Meeting shall not be less than one third of the Executive Committee members provided that the Chairperson is satisfied that the absent committee members have received at least 7 days prior written notice of the meeting. The Chairperson may, with the consent and approval of the Executive Committee members who are present, declare a quorum to be present and proceed with the business of the meeting.

26. VACANCY

The remaining Executive Committee members may continue to act notwithstanding any vacancy in their body. The members of the Executive Committee may co-opt any member of the DBTA to fill any vacancy on the Executive Committee until the next Annual General Meeting. Such co-opted member will have voting rights within the Executive Committee.

27. CHAIRING OF EXECUTIVE COMMITTEE MEETINGS

At a meeting of the Executive Committee, the Chair shall be taken by the Chairperson and, in their absence, by the Vice-Chairperson, but if neither is present the Committee members present may choose one of their members to be Chairperson of the meeting.

28. DELEGATION OF POWERS

The Executive Committee may delegate any of its powers to sub-committees consisting of such person or persons as it deems fit. The Executive Committee may appoint the chairperson of any sub-committee and may direct in what manner the proceedings of the sub-committee are to be conducted.

29. EXPENSES

The DBTA may meet expenses incurred by Executive Committee, sub-committee or co-opted members in attending Executive Committee or sub-committee meetings or expenses incurred by a member sent as a delegate of the DBTA to other relevant meetings, conferences, workshops or seminars.

30. MINUTES

The Secretary, or in their absence any other Executive Committee member designated by the Chairperson, shall keep accurate and detailed minutes of each meeting, which minutes shall be confirmed and signed by the Chairperson at a subsequent meeting.

31. VALIDITY OF DECISIONS

A decision of the Executive Committee shall be valid notwithstanding any defect in the appointment of any Executive Committee member who is a party to such decision.

32. COMMUNITY AND TOURISM SUB-COMMITTEE

32.1 The Executive Committee may convene meetings between the community and the members of the DBTA sub-committee.

32.2 The business of the Monthly Forums shall be:

32.3 To create a close accord and effective communication between members, the Executive Committee and the community.

32.4 To facilitate accountability and transparency by the sub-committee.

32.5 To facilitate an interface between mainstream tourism, the related industries/activities and the community.

32.6 To create a sub-committee in which to discuss all matters, concerns, hopes and objectives related to tourism.

33. ANNUAL GENERAL MEETING

33.1 The Executive Committee shall within three months of the end of each financial year convene a meeting of members of the DBTA to be styled the Annual General Meeting.

33.2 The business of the Annual General Meeting shall be as follows:

33.2.1 To confirm the minutes of the previous Annual General Meeting.

33.2.2 To present the Chairperson's report on achievements of the past year.

33.2.3 To receive and consider the Unabridged financial statements of the DBTA together with the Treasurer's report. ¹

33.2.4 To elect an Honorary Member if proposed by the Executive Committee under Clause 9.4

33.2.5 To elect the Executive Committee members.

33.2.6 To appoint the DBTA bookkeeper.

33.2.7 To consider and pass, with or without modification, any resolution concerning the affairs of the DBTA.

33.2.8 To consider amendments to the Constitution.

33.2.9 Any other matter allowed by the Chairperson.

33.2.10 Matters to be decided upon by voting shall require a majority vote of 50% plus one of the members present in order to pass a resolution.

1. Amended from "Audited Financial Statements" to "Unabridged Financial Statements" by Special Resolution passed on 22 May 2025 at DBTA AGM.

33.3 Notice of the terms of any resolution to be proposed at any Annual General Meeting and forums other than concerning ordinary and general business, shall be lodged with the secretary at least 14 days before the date fixed for such meeting.

34. NOTICE OF THE ANNUAL GENERAL MEETING

The notice of the Annual General Meeting shall be sent to members via e-mail or social media platform at least 21 days prior to such a meeting and be deemed to have been accepted if emailed to the email in the register.

35. CONSTITUTION

The constitution of the DBTA may be amended by a resolution passed by at least 50% plus one of the members present at an Annual General Meeting of members provided that notice of the meeting shall have set out the proposed amendments and reasons therefore.

36. FINANCES

Complete records shall be kept of all financial activities. Properly kept financial records shall be prepared by the Treasurer reflecting the financial position of the DBTA in accordance with normal practice. At a General Meeting a financial report will be given to the meeting for their approval.

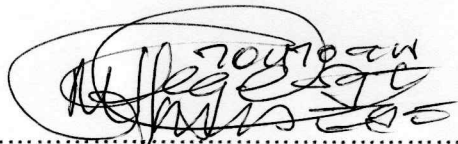
37. DISSOLUTION

The DBTA may be dissolved by a resolution passed by two thirds of the members present at a General Meeting. All assets which may at that time be in the control of the DBTA shall be disposed of to a similar organisation to be nominated by those present at such General Meeting.

WE THE UNDERSIGNED, ACCEPTED AND HEREBY CONSTITUTE THE DULLSTROOM BUSINESS AND TOURISM ASSOCIATION ON THIS 22ND DAY OF **MAY 2025**

CERTIFIED ON BEHALF OF THE COMMITTEE AND SIGNED BEFORE ME
ON THIS 18TH DAY OF **MAY 2025**

July



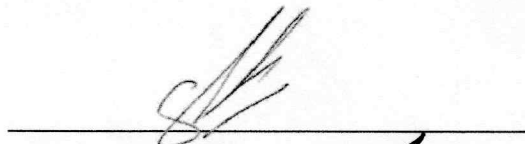
COMMISSIONER OF OATHS

COMMITTEE MEMBERS:

(Signatories for and on behalf of the committee)

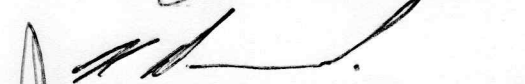


CHAIRPERSON:



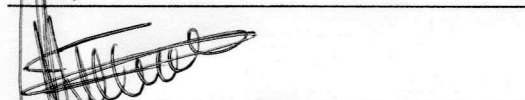
SIMON CARTER

VICE CHAIRPERSON:



NORMAN DURRANT

SAFETY & SECURITY:



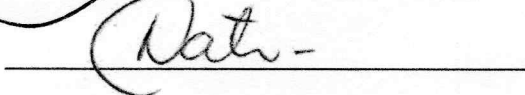
IGNAS OBERHOLZER

TREASURER:



JACK ABBOTT

SECRETARY:



NELIE CARTER