

THE
CONSTITUTION
OF
THE
TOURISM
PROFESSIONAL
ASSOCIATION

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PREAMBLE

We, members of the hospitality and tourism having identified;

The need for a body to promote professionalism, education and training in the field of hospitality and tourism;

The global growth of the industry, the increased demand for training of employees and the lack of high standard professional service;

The necessity for professional certification and accreditation of training institutions so as to bring out a good crop of professionals in the hospitality and tourism industry,

Do hereby resolve to form an Association to be known as the "TOURISM PROFESSIONAL ASSOCIATION" (TPA) whose primary purpose is to recognize and continuously promote the highest professional standards of management, education and training in hospitality and tourism related institutions and industries. TPA will realize this purpose by engaging with likeminded associations globally and nationally including the central and county government agencies and departments, educational and training institutions, as well as practitioners working in hospitality, tourism and related industries. TPA is committed to providing and promoting professional development, creative resources and networking for professionals, students, educators, and all others dedicated to delivering quality education and service.

ARTICLE 1: NAME OF SOCIETY

1.1 The name of the society shall be the Tourism Professional Association (hereinafter referred to as "the Society").

ARTICLE 2: INTERPRETATION

"Annual General Meeting" means the meeting of the members of the Society to be held every financial year and not later than 15th July of each year as called pursuant to Article 8.2;

"Committee" means;

- (i) Accreditation and Certification
- (ii) Ethics and Disciplinary Committee
- (iii) Executive Committee
- (iv) Finance and Budgetary Committee
- (v) Legal and Governance Committee
- (vi) Professional Training Committee

"Hospitality" means the business of welcoming and providing accommodation/room, food and beverages, and/or entertaining to clients, guests or visitors. ;

"Leisure Services" includes but is not limited to providers of sporting events and physical recreation, arts and entertainment, camping services, countryside recreation, festivals, home-based fun activities, children's play activities, visitor attractions, theme and leisure parks, catering, and park services provider;

"Members" means those who have fully paid-up the annual Subscription Fee;

"Society" means Tourism Professional Association;

"Special General Meeting" means a general meeting of the Members of the Society called pursuant to Article 8.4;

"Subscription Fee" means the amount payable by each Member annually for membership in the Society

"TRA" means the Tourism Regulatory Authority

"Tourism" constitutes activities of people travelling to and staying in places outside their usual environment for leisure, business, conferences, or other purposes for not more than one consecutive year, as well as a wide variety of businesses, organizations, institutions and agencies that provide diverse products and services to visitors from outside the county, state or country.

ARTICLE 3: HEADQUARTERS

3.1 The Headquarters of the Society shall be in Nairobi or any other such place as may be decided by a General Meeting of members.

ARTICLE 4: AIMS AND OBJECTIVES

4.1 To apply standardized and universal procedures for individual and corporate accreditation for purposes of registration of all qualified hospitality and tourism practitioners;

4.2 In liaison with TRA, to develop and regulate, in consultation with the ministry for the time being responsible for matters relating to education, hospitality and tourism curriculum, examination and certification;

4.3 To liaise with TRA to administer a comprehensive code of ethical standards and procedures to guide professional behaviour;

4.4 To provide support for Continuing Professional Development through learning opportunities;

4.5 To publish professional journals or magazines;

4.6 To provide networks for professionals to meet and discuss their field of expertise;

4.7 To ensure members are well informed and knowledgeable about the operational procedures of the strategic plans and professional projects being implemented in the hospitality and tourism industry;

4.8 To provide career support and opportunities for students, graduates and the current workforce;

4.9 To oversee the development of training programmes and the certification of professional qualifications;

4.10 To deal with complaints against professionals and implement disciplinary procedures;

4.11 To affiliate to any other association or body having similar aims and objectives in, and or outside of the Republic of Kenya;

4.12 To expand and form branches within and or outside the Republic of Kenya for the furtherance of its aims and objectives.

4.13 Implementation of Aims and Objectives

4.13.1 To achieve its Aims and Objectives, the Society shall:

- i. Register all those who are eligible to become members;
- ii. Arrange facilities for mutual contact of Members;
- iii. Acquire assets which can assist towards the execution of the aims and objectives;
- iv. Find ways and means of raising funds for the Society.

ARTICLE 5: MEMBERSHIP

5.1 Any person over the age of eighteen (18) years shall be eligible for membership of the Society and shall, subject to the approval of the Executive Committee, become a Member on application and payment of the prescribed Subscription Fee. The following are categories of membership:

- i. Professional - Hospitality and Tourism professionals having attained the required course of study and or criteria of practice and working in institutions including, but not limited to, state agencies and departments, universities, colleges, hospitals, canteens. A professional member shall be either Associate Member, Member or Chartered Fellow.
- ii. Corporate - discounted group membership for hospitality and tourism employees sponsored by the same company, governmental agency, organization or institution. Membership is for the individuals but this category of membership allows the sponsor to access certain products, programs, and services offered by TPA and its partners at special discounts.
- iii. Student - students from a recognized Hospitality and Tourism institution pursuing the required course of study. Student Members will be charged a subsidized Subscription Fee.
- iv. Honorary - to be conferred by the Executive Committee upon any person whom it may think fit to be honored as such. Honorary membership may be conferred for life or for such period as the Executive Committee may deem appropriate.

5.2 Every Member shall pay the prescribed annual Subscription Fee not later than the 15th day of March of each year.

5.3 Any Member desiring to resign from the Society shall submit his resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.

5.4 Any Member may be expelled from membership if the Ethics and Disciplinary Committee so recommends and if a General Meeting of the Society shall resolve by a two-thirds majority of the Members present that such a Member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Society, or that he has contravened any of the provisions of the constitution of the Society. The Committee shall have power to suspend a Member from his membership until the next General Meeting of the Society following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsions to be considered.

5.5 Any person who resigns or is removed from membership shall not be entitled to a refund of his Subscription Fee or any part thereof or any monies contributed by him/her at any time.

5.6 Any Member who falls into arrears with his/her annual subscription for more than six months shall automatically cease to be a Member of the Society and his name shall be struck off the Register of Members. The Ethics and Disciplinary Committee may, however, at its discretion, reinstate such Member on payment of the total amount of subscription outstanding.

5.7 Duties of Members

5.7.1 It is the duty of every Member of the Society;

- i. to protect and work for the solidarity of the Society;
- ii. to respect the Society and its Committee Members;
- iii. to abide by the approved policies, rules and regulations;
- iv. to carry out the decisions of the Society promptly;
- v. to meet his/her dues regularly;
- vi. to uphold the principles and promote professionalism within the hospitality, tourism and related industries.

ARTICLE 6: OFFICE BEARERS

6.1 The office bearers of the Society shall be:

- i. The Chairman
- ii. The Vice-Chairman

- iii. The Secretary
- iv. The Assistant Secretary
- v. The Treasurer
- vi. The Assistant Treasurer

all of whom shall be fully paid-up members of the Society and shall be elected at the Annual General Meeting to be held in each year. (See also sub-article 7.2 below).

6.2 All office bearers shall hold office as follows:

- (a) Chairman - 3 years
- (b) Secretary - 3 years
- (c) Treasurer - 2 years

Each office bearer shall be eligible for re-election but will not serve for more than 2 terms.

6.3 Any office bearer who ceases to be a member of the Society shall automatically cease to be an office bearer thereof.

6.4 Office bearers may be removed from office in the same way as is laid down for the expulsion of members in sub-article 5.4 and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

6.5 Duties of Office Bearers

6.5.1 Chairman

The Chairman shall;

- i. unless prevented by illness or other sufficient cause, preside over all meetings of the Committee and all General Meetings;
- ii. superintend the day to day administration of the Society;
- iii. be responsible for the allocation of duties to other members of the Committee;
- iv. convene General and Committee Meetings through the Secretary;
- v. preside at all functions of the Society;
- vi. in consultation with Committee Members make decisions on behalf of the Members of the Society in cases of emergencies.

6.5.2 Vice-Chairman

- i. The Vice-Chairman shall perform any duties of the Chairman in his/her absence and any other duties assigned to him/her by the Chairman.

6.5.3 Secretary

The Secretary shall;

- i. deal with all the correspondence of the Society under the general supervision of the Committee;
- ii. in cases of urgent matters where the Executive Committee cannot be consulted, consult with the Chairman or if he is not available, the Vice-Chairman;
- iii. issue notices convening all meetings of the Executive Committee and all General Meetings of the Society and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Society and of the Executive Committee;
- iv. maintain an up-to-date register of all the Members of the Society;
- v. prepare an Annual Report of the activities of the Society.

6.5.4 Assistant Secretary

- i. In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary and such other duties as shall be assigned to him/her by the Secretary or the Executive Committee whether the Secretary is present or not.

6.5.5 Treasurer

The Treasurer shall;

- i. be responsible for the finance of the Society;
- ii. receive and disburse, under the directions of the Executive Committee, all moneys belonging to the Society and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him/her;
- iii. be responsible to the Executive Committee and to the Members that proper books of account of all moneys received and paid by the Society are written up, preserved and available for inspection;
- iv. keep proper accounts showing how funds are received and expended;
- v. present an audited accounts at every meeting and when requested by the Chairman or Executive Committee Members;
- vi. issue receipts for money received and assure that members settle their financial dues regularly by reminding them through their respective branches;
- vii. supervise the branches as far as collection of Subscriptions are concerned;

- viii. deposit immediately in the Society's account all the money collected and not keep an amount of cash which is more than what the Executive Committee Members have recommended;
- ix. consult the Secretary and or Chairman for emergency expenditures;
- x. in consultation with the Executive Committee Members be responsible for budgeting the finances of the Society;
- xi. keep all properties of the Society under the supervision of the Board of Trustees.

6.5.6 Assistant Treasurer

- i. The Assistant Treasurer shall perform such duties as may be specifically assigned to him/her by the Treasurer or by the Executive Committee and in the absence of the Treasurer shall perform the duties of the Treasurer.

6.6 Public Relations Secretary

The Public Relations Secretary shall;

- i. propagate in the interest of the Members, the intention and ambition of the Society;
- ii. liase with other professional bodies in matters of mutual interest in collaboration with the Secretary;
- iii. to perform other duties that may be assigned to him/her by the Executive Committee;
- iv. liase with the Treasurer to raise funds for the Society;
- v. to recruit members of the Society.

ARTICLE 7: THE EXECUTIVE COMMITTEE

7.1 The Executive Committee shall consist of all the office bearers of the Society and 6 other regional members plus 1 member representing the minorities elected at the Annual General Meeting in each year; such Executive Committee Members shall hold office until the following Annual General Meeting. The Executive Committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.

7.1.1 With regard to any branches of the Society formed or which may from time to time be formed within or outside the Republic of Kenya, the Committee shall ensure representation of any such branches in all meetings.

7.1.2 The election of the abovementioned representatives of branches within or outside the Republic of Kenya should be by the Executive Committee of the branch concerned.

7.2 Any casual vacancies for Members of the Executive Committee caused by death or resignation shall be filled by the committee until the next annual general meeting of the

Society. Vacancies caused by Members of the Executive Committee removed from office will be dealt with as shown in sub-article 6.4.

7.2.1 In the exercise of their duties Members of the Executive Committee shall ensure the principles of integrity, good conduct and governance are upheld.

7.3 Duties of the Committee

7.3.1 The duties of the Executive and Committee Members shall be;

- i. the management of the Society and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties.
- ii. to appoint such sub-committees as it may deem desirable to make reports to the committee upon which such action shall be taken as seems to the committee desirable.
- iii. to authorize all moneys disbursed on behalf of the Society except as specified in sub-article 11.4.
- iv. to carry the policies or decisions of General Meetings;
- v. to organise, guide and supervise the activities of the Society;
- vi. to receive and consider reports of its Members;
- vii. to maintain discipline among members of the Society and suspend membership until reported to the General Meeting;
- viii. to enact a code of conduct which shall, on approval by a General Meeting, be binding on the Members of the Society.

7.3.2 The quorum for meetings of the Committee shall be not less than half of the Committee Members.

7.4 Any member of the Executive Committee who misses three consecutive meetings will be deemed incompetent and will be removed from office pending a General Assembly.

ARTICLE 8: GENERAL MEETINGS

8.1 There shall be two classes of general meetings - Annual General Meetings and Special General Meetings.

8.2 The annual general meeting shall be held not later than 15th July in each year. Notice in writing of such annual general meetings, accompanied by the annual statement of account (see sub-article 10.2) and the agenda for the meeting shall be sent to all fully paid-up Members not less than 21 days before the date of the meetings and, where practicable, by Press advertisement not less than 14 days before the date of the meetings.

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

- i. Confirmation of the minutes of the previous annual general meeting.
- ii. Consideration of the accounts.
- iii. Election of office bearers and the Committee Members (and Trustees where necessary in accordance with sub-article 9.1.
- iv. Appointment of auditors in accordance with sub-article 10.1.
- v. Such other matters as the Committee may decide or as to which notice shall have been given in writing by a Members or Members to the Secretary at least four weeks (28 days) before the date of the meeting.
- vi. Any other business with the approval of the Chairman.

8.4 A Special General Meeting may be called for any specific purpose by the Committee. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by Press advertisement not less than 7 days before the date of such meeting.

8.5 A Special General Meeting may also be requisitioned for a specific purpose by order in writing to the Secretary of not less than one third of fully paid-up Members representing at least one third of the regions and such meetings shall be held within 21 days of the date of the requisition. The notice for such meeting shall be as shown in sub-article 8.4 and no matter shall be discussed other than that stated in the requisition.

8.6 Quorum for General Meetings shall be not less than half plus 1 of the number of fully paid-up members of the Society.

8.7 If the quorum for the Annual General Meeting is not realised one hour after the appointed time, the meeting shall be adjourned for a month and be held at such hour and place to be decided by the Committee.

8.8 If the quorum is not realised again on the second attempt, the meeting shall proceed with the members present.

8.9 Notice of any motion to be discussed at the Annual General Meeting shall be given in writing to the Secretary at least one month before the meeting;

8.10 Procedure at meetings

8.10.1 At all meetings of the Society the Chairman, or in his absence, the Vice-Chairman, or in the absence of both these officers, a Member selected by the meeting shall take the chair.

8.10.2 The Chairman may at his discretion limit the number of persons permitted to speak in favour of and against any motion.

8.10.3 Resolutions shall be decided by simple voting by a show of hands except when electing officers of the Society and or voting on special resolutions when secret ballots shall be used. In the case of equality of votes, the Chairman shall have a second or casting vote.

8.10.4 In the event of dissatisfaction of members with poor running of the Society, the Chairman of the Board of Trustees shall call a Special General Meeting and only after half of representatives from the various disciplines forming the Society have signed a petition document.

8.10.5 The quorum for this type of Special General Meeting shall be half of the total membership and all those who signed the document must be present at the meeting. If the quorum is not realised within a period of one hour from the appointed time, the meeting shall be dissolved.

8.11 Election Procedure

8.11.1 Nominations and seconding shall be given at General Meetings.

8.11.2 Nominations shall be restricted to three for each post being contested.

8.11.3 Ballot papers shall be used for voting.

8.11.3.1 Office bearers shall be voted for by at least 3 regions.

8.11.4 A nominee shall be present at the meeting or provide an apology in his/her absence.

8.11.5 Outgoing officials shall be eligible for re-election but shall not serve more than 2 terms.

8.11.6 A returning officer shall be elected by the Members to supervise and control the elections.

8.11.7 A candidate seeking election to any post shall be clear of all Society's dues.

8.11.8 When an office falls vacant during the year the Chairperson or his Vice Chairperson, if he is not around, may confer acting appointment in consultation with the Committee until the position is substantially filled during an Annual General Meeting.

8.11.9 Branches and their Committee Members shall be elected in their respective regions not later than two months after the election of the Headquarter Committee Members.

ARTICLE 9: BOARD OF TRUSTEES

9.1 All land, buildings and other immovable property and all investments and securities which shall be acquired by the Society shall be vested in the names of not less than 7 Trustees, one from each region, who shall be Members of the Society and shall be appointed at an Annual General Meeting for a period of three (3) years. On retirement such Trustees shall be eligible for re-election.

9.2 A general meeting shall have the power to remove any of the Trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.

9.3 The Trustees shall pay all income received from property vested in the Trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the Trustees

is necessary or desirable shall be reported by the Trustees to the Committee which shall authorise expenditure of such moneys as it thinks fit.

9.4 The Board of Trustees shall maintain good relationship between Committee and other Members of the Society.

9.5 The Board of Trustees shall receive all complaints from Members and present them to the Committee.

9.6 The Board of Trustees shall call all Extraordinary Meeting in accordance with the relevant section of this Constitution.

9.7 The Board of Trustees shall be dealt with by the Executive Committee either by disciplining or expulsion if he/she acts contrary to the aims and objectives of the Society.

ARTICLE 10: AUDITOR

10.1 An auditor shall be appointed for the following year by the Annual General Meeting. All the Society's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the Annual General Meeting. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Society in what respect they are found to be incorrect, unvouched or not in accordance with the law.

10.2 A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the Annual General Meeting appointing him.

10.3 No auditor shall be an office bearer or a member of the committee of the Society.

ARTICLE 11: FUNDS

11.1 The funds of the Society may only be used for the purposes of realising the Society's aims and objectives as envisaged by Article 4 above and in accordance with the law.

11.2 All monies and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Society in any bank or banks approved by the Committee.

11.3 No payments shall be made out of the bank account without a resolution of the Committee authorizing such payment and all cheques on such bank account shall be signed by the Treasurer or the Assistant Treasurer and two other office bearers of the Society who shall be appointed by the Committee.

11.4 A sum not exceeding KShs. 50,000/- may be kept by the Treasurer for petty disbursements of which proper account shall be kept.

11.5 The Ethics and Disciplinary Committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society and shall have power to appoint another person in his place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.

11.6 The financial year of the Society shall be from 1st March to 28th February.

11.7 The funds of the Society shall be derived from:

- i. Registration and annual subscriptions the amount of which shall be decided during General meetings;
- ii. Annual subscriptions which shall be due and payable on the 1st January each year;
- iii. Proceeds from fund-raising activities.
- iv. Any other revenue that may be received from time to time.

ARTICLE 12: BRANCHES

12.1 Branches of the Society may be formed with the approval of the Committee and the Registrar of Societies and they will adopt the same Constitution as that of the Headquarters with the following exceptions:

- i. The aims and objects will not include the formation of branches.
- ii. Amendments to the constitution can only be made by the headquarters of the Society in accordance with the provisions of Article 13.
- iii. The provisions of Article 14 shall apply to branches but, in addition, branches will not be dissolved without consultation with their Headquarters.

12.2 All such branches shall be registered under the Societies Act, Chapter 108 of the Laws of Kenya.

ARTICLE 13: AMENDMENTS TO THE CONSTITUTION

13.1 Any proposal to amend this Constitution shall be in the form of a motion in writing to the Secretary at least two months in advance for consideration by the Committee and thereafter a General Meeting shall follow or a motion of amendment may be tabled by the Committee to the General Meeting.

13.2 Amendments to the Constitution of the Society must be approved by at least a two-thirds majority of Members at a General Meeting of the Society. They cannot, however, be implemented without the prior consent in writing of the Registrar of Societies, obtained upon application to him made in writing and signed by three of the office bearers.

ARTICLE 14: DISSOLUTION

14.1 The Society shall not be dissolved except by a resolution passed at a General Meeting of Members by a vote of two-thirds of the Members present. The quorum at the meeting shall be as shown in sub-article 8.6. If no quorum is obtained, the proposal to dissolve the Society shall be submitted to a further General Meeting which shall be held one month later. Notice of this meeting shall be given to all Members of the Society at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

14.2 Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar of Societies, obtained upon application to him made in writing and signed by three of the office bearers.

14.3 When the dissolution of the Society has been approved by the Registrar of Societies, no further action shall be taken by the Committee or any office bearer of the Society in connection with the aims of the Society other than to get in and liquidate for cash all the assets of the Society. Subject to the payment of all the debts of the Society, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

ARTICLE 15: INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and a list of Members of the Society shall be available for inspection at the registered office of the Society by any officer or Member of the Society on giving not less than seven days' notice in writing to the Society.

ARTICLE 16: REMUNERATION

16.1 No remuneration shall be paid to the officers of the Society but appropriate reimbursement of traveling or other expenses shall be made to officer(s) using his/her/their own money on official assignment of the Society and only an approval by the Committee.

ARTICLE 17: DISCIPLINE

17.1 Any Member shall be suspended by the Ethics and Disciplinary Committee for grave offences until a General Meeting is held. During the suspension period the Member shall have no rights to the functions and privileges of the Society.

ARTICLE 18: INTERPRETATION OF THE CONSTITUTION

18.1 Interpretation of this Constitution shall be vested upon the Executive Committee.