

## WASCO Constitution

1 This Association shall be called WALES ASSOCIATION OF SELF CATERING OPERATORS, hereinafter called 'the Association'.

2.1 The objects of the Association are: -

- 2.1(a) to represent the collective interests of the members,
- 2.1(b) to provide an information service to members on all matters affecting the conduct of their self-catering businesses,
- 2.1(c) to promote the use of Members' self-catering accommodation if quality graded by a scheme or schemes in accordance with clause 3.1(c) and to encourage, promote and uphold high quality standards,
- 2.1(d) to obtain benefits for members from suppliers of goods and services,
- 2.1(e) to join, or become affiliated to, such other organisations as can further advance the objects of the Association or its members,
- 2.1(f) to organise conferences, seminars or workshops for members and others on any matters affecting self-catering businesses,
- 2.1(g) to undertake such other activities compatible with sub-clauses a) and f) of this clause as the Council may from time to time decide.

2.2 The objects set out in this clause may, where appropriate, be carried into effect on a regional basis.

3.1 Membership of the Association shall be open to:

- 3.1(a) All businesses or persons, as appropriate, who own, manage or let (whether for themselves or on behalf of others) property in Wales, other than bunk houses, youth hostels, caravans or tents, predominantly used for self catering accommodation of holiday makers. All members are required to demonstrate that they are committed to quality, or
- 3.1(b) To any person who does not qualify as a Member as defined in 3.1(a) and are proposed as an Honorary Member by a majority vote of the Council and are approved as an Honorary Member by a majority vote of Members present at a General Meeting. Any Honorary Member so approved will not be charged a Membership Fee or have any voting rights of a Member as defined in 3.1(a) and their Honorary Membership will automatically lapse in the event that for whatever reason they qualify for Membership as defined in 3.1(a).
- 3.1(c) In the marketing or advertising of a property or properties, Members as defined in 3.1(a) may only use or refer to their membership of the Association in any marketing or advertising literature, (including letterheads, business cards, etc.) printed or otherwise if such property or properties participate in a quality scheme or schemes proposed by two thirds of the Council from time to time and ratified by a majority vote of Members at a General Meeting.
- 3.1(d) Notwithstanding 3.1(c) above, the Association will use its best endeavours to encourage all Members to give full consideration to the potential sales and marketing benefits of having their property or properties assessed by a scheme or schemes approved as in 3.1(c) above, within twelve months of being a Member of the Association and only properties so assessed will qualify for inclusion in any sales and or marketing activity undertaken by the Association to generate business for its Members.

3.2 Associations, Federations or similar bodies formed in different areas in Wales to represent persons to membership under clause 3.1 and persons who do not qualify for membership under 3.1 but who are engaged in the tourist trade and have interests closely connected with self-catering in Wales (whether such connection is geographic or in the nature of their business) may be admitted to Associate Membership.

3.3 Persons eligible for membership shall become members upon payment of the subscription appropriate to them (such subscriptions being determined under the provisions of clause 5 and shall remain members until the period for which such subscription has been paid has expired.

3.4 The provisions of clause 3.3 shall apply, mutatis mutandis, to persons eligible to be Associate Members. Associate members shall be entitled to attend all general meetings and to speak but shall not be entitled to vote.

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3.5 The Council may, after notice to the member concerned and hearing the member, expel any member whose actions or statements have, in the opinion of the Council tended to bring the Association, or self-catering in Wales, into disrepute.

3.6 Honorary Members shall be permitted to speak at general meetings, but not to vote at such meetings unless the Honorary Member has been elected as Chairman in accordance with clause 4.2(c)

3.7. No Member shall have any remedy at any time against WASCO its Officers Council Members or any other member whether in tort contract or by statute in respect of any statement made or advice given or action taken directly or indirectly by WASCO, its Officers or other members during the period of membership save that nothing herein shall exclude anyone from liability for fraudulent statements or acts or personal injury or death.

4.1 (a) (i) The Management of the Association shall be conducted by a Council whose Members shall be elected at an Annual General Meeting (AGM). The AGM of the Association is to be held not before the 15<sup>th</sup> October and not later than the 15<sup>th</sup> December, in any year. The Council shall be not more than 14 in number including the Chairman elected in accordance with Rule 4.2.

(ii) Of the 14 Members not more than 7 Members of the Council should have their principle place of business north of the line formed by the Northern shore of the River Dovey (Afon Dyfi), the line of the A 470 from Commins Coch to its junction with the A 489 and the one of the A 49 to the Welsh Border (hereinafter called "The North-South Line"); and not more than 7 members shall have the principle place of business south of that line;

(iii) The Quorum for Council Meetings shall be six, of whom not less than two shall be from the North (as defined by this Clause) and not less than two shall be from the South.

4.1(b) (i) Nominations from members wishing to become Council Members must be received by the chairman seven days before the Annual General Meeting. In the event of there being insufficient nominations for the vacancies, nominations from the floor may be accepted.

(ii) In the event that there are more nominations than places available on the Council in the North or the South as the case may be the Chairman shall put to the vote the nominations in the order that they are received by the Secretary of the Association until the relevant number of places on the Council from the North or the South as the case may be shall have been filled;

4.1(c) Two of the fourteen members of the Council referred to in Clause 4.1(a) shall be representatives of letting agencies. Votes for such agency Council members shall be cast by agency members only, such agency members having not voted for the remaining twelve Council members.

4.1(d) Council members shall serve for a period of two years following the AGM at which they were appointed. At the AGM in 2005 however, three Council members from the North and three Council members from the South shall stand for re-election. The members shall be put forward to re-election by the Council.

4.2(a) in alternate years, the Annual General Meeting shall by ballot elect a Chairman who shall hold office for two years and shall not be eligible for re-election until after the expiry of a further two years.

4.2(b) If no Member willing to serve shall be proposed for the office of Chairman at the Annual General Meeting, the Council shall elect one of their number as Chairman to hold office until the next Annual General Meeting.

4.2(c) In the event a Chairman is not elected in accordance with clauses 4.2(a) or 4.2(b) the Council may appoint as Chairman a Member willing to serve as Chairman or a person who may not be a Member as defined in clause 3.1(a). If the Chairman so elected is not a Member the person elected will serve subject to he or she either becoming a Member as defined in clause 3.1(a) or serve subject to being formally proposed and approved as an Honorary Member in accordance with clause 3.1(b) at the first General Meeting next following their appointment.

4.2(d) Any person elected in accordance with clause 4.2(b) or clause 4.2(c) shall, if proposed for election at the Annual General Meeting next following, be entitled to hold office for one further year only.

4.3 In alternate years, the Council shall by ballot elect from among its members a Vice-Chairman and such Vice-Chairman shall hold office for two years and shall not be eligible for election as Vice-Chairman until after the expiry of the further two years.

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4.4 The Council shall elect from among its members an Honorary Treasurer and such other officers as may from time to time be considered requisite, such officers to hold office for one year and shall be eligible for re-election. The Council may appoint a secretary, whose office may be either honorary, with the benefit of an honorarium, or paid, as the council may decide.

4.5 The Association's membership and financial year shall run from 1 September to 31 August and the Honorary Treasurer shall be responsible for presenting the Association's Annual Account, audited by a person of financial competence appointed by the Council, to the Association's Annual General Meeting for adoption by that meeting.

4.6 In the event that a Chairman shall cease to be eligible for membership of the Association, or shall give notice that he wishes to retire from the office of Chairman, or shall otherwise cease to be capable of carrying on the office for Chairman, the Vice-Chairman shall succeed to the office of Chairman and shall continue in that office until the expiry of the time when the Chairman whom he has replaced would have held office. In such event the council shall elect a Vice-Chairman in accordance with provisions of clause 4.3 to hold office for the balance of the former Vice-Chairman's term of office.

4.7 The officers and members of the Council shall be entitled to be reimbursed expenses necessarily incurred by them in the conduct of their office, including mileage allowances for attendance at council meetings. The rate of mileage allowances shall be determined by the Council, subject to ratification of the Association in an Annual General Meeting, and no such allowances may be claimed in respect of journeys undertaken without prior approval of the Council.

4.8 Voting in the Council shall be by show of hands of those present at the meeting, unless one third of the members present request a ballot, in which event all Council members shall be balloted by post. In the event of equality of voting, the Chairman may (but shall not be obliged to) cast an additional, casting, vote; if a casting vote is not cast, the motion shall have failed. In such case the motion may again be put once to the next or a subsequent meeting of the Council, but no motion to rescind or vary a decision of the council shall be considered until after the expiry of six months of such decision.

4.9 If any member of the Council shall die or resign, the Council shall co-opt a member to fill the place vacated for the balance of the year that the resigning member should have served. A member so co-opted shall have his or her principle place of business on the same side of the north-south line as that of the member ceasing to be a Council member, and shall be the person who secured the highest number of votes of those who failed to secure election. If such person is unable or unwilling to accept co-option, the person securing the next highest number of votes shall be co-opted, and so on. In the event that no person who stood for election is willing or able to accept co-option, the Council shall co-opt such other person as it in its absolute discretion think fit.

4.10 The Officers of the Association shall consist of the Chairman Vice Chairman Treasurer and the Secretary. The Officers shall have the power and the authority of the members to conduct the business of the Association in accordance with the objects. In doing so any two Officers shall specifically have power to incur expenditure appoint staff make financial commitments and contracts of a day to day nature and shall have specific power to incur the expenditure up to the sum of £200 ( or such other sum as the Council shall determine from time to time ) without recourse to the authority of the Council.

4.11 Any Officer or Council Member acting in good faith and in accordance with the Objects and Constitution of the Association shall be entitled to be indemnified by the Association and its members from any costs or expenses incurred as a result of his acting on behalf of the Association.

5 The subscriptions to be paid by members and associate members for the year commencing 1<sup>st</sup> September next following each Annual General Meeting or for a year commencing on an alternate date proposed by the Council shall be recommended to each Annual General Meeting by the Council and shall be fixed at such rate as the Annual General Meeting shall decide. Subscriptions may be a fixed sum for all members or varied in accordance with the size of their business (or other parameter so approved).

6 The Council's meeting shall be conducted in accordance with standing orders approved in an Annual General Meeting.

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7 All decisions of a General Meeting shall be determined by a simple majority of Members present and voting thereat on the basis of one vote per business or person as appropriate, save amendments to this Constitution which shall require a majority of two thirds of the Members present and voting.

8 General meetings shall be convened at the direction of the Council by notice sent by the secretary (or other officers so instructed by the council) sent to each member and associate member not less than 14 days before the date fixed for such meeting. Forty members may, by notice signed by each of them and sent to the Chairman, require a general meeting to be called within one calendar month of the date that such notice is received by the Chairman. Such notices shall be accompanied by such sum as the Honorary Treasurer shall advise the members requiring the meeting to be called is required to cover the cost of convening the meeting, but any general meeting so called may decide that that sum shall be borne by the general funds of the Association and be refunded to the members who convened the meeting.

9 The title to all real or personal property which may be acquired by or on behalf of the Association shall be vested in not less than two nor more than four individuals members appointed by the Council in that behalf (not being members of the Council) who shall hold such property on trust for the Association.

10 If the Council by a simple majority decides at any time that on grounds of expense or otherwise it is necessary or advisable to dissolve the Association then it shall call a meeting of all members of the Association who are entitled to vote not less than 21 days notice of such meeting (setting out the terms of the resolutions to be proposed). If such decision of the Council shall be confirmed by a simple majority of those present and voting at such meeting of the Association then the Council shall have the power to dispose of any assets held by or on behalf of the Association for the satisfaction of all proper debts and liabilities of the Association and any assets then remaining shall be given or transferred to such other institution or institutions, whether regional or national, having objects which includes objects similar to those of the Association as the Council may determine.

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