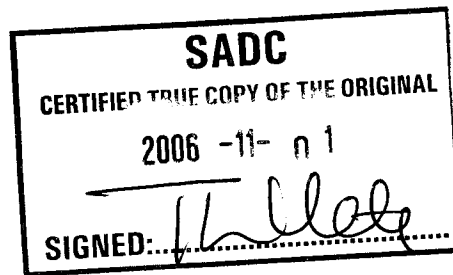


**CHARTER OF THE REGIONAL TOURISM
ORGANIZATION
OF SOUTHERN AFRICA**



(RETOSA)

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CHARTER OF THE REGIONAL TOURISM ORGANISATION OF SOUTHERN AFRICA (RETOSA)

PREAMBLE

WE, the Representatives of SADC Member States,

MOTIVATED by the need to commercially develop tourism on a sustainable basis in the region for the benefit of all stakeholders;

MINDFUL of the role of tourism in promoting the social and community enrichment of the region;

CONSCIOUS of the requirements for the responsible conservation and judicious utilisation of the region's natural, social and cultural resources;

CONVINCED of the urgency to take appropriate measures to implement this Charter;

HAVE AGREED as follows:

ARTICLE 1

NAME AND PLACE OF BUSINESS

1. The name of the organisation shall be the Regional Tourism Organisation of Southern Africa, (herein referred to as "RETOSA"), and shall have its own logo.
2. RETOSA shall be a permanent body and a legal entity of the Southern African Development Community (SADC) and the promotional and marketing arm of SADC's Tourism Sector.
3. The geographic boundaries of RETOSA shall be the region of Southern Africa determined by the territorial areas of SADC Member States.
4. RETOSA shall have offices in Johannesburg, which shall be its registered place of business. Other functional offices may be designated in the territory of any Member State.

ARTICLE 2

VISION AND MISSION STATEMENT

1. The Vision and Mission of RETOSA shall be the development of tourism through effective marketing of the region in collaboration with the public and private sector.
2. RETOSA shall adopt as its philosophy, Unity, Development and Growth through Tourism.
3. Taking into consideration the interests of stakeholders the Organisation shall commit itself to the achievement of the objectives defined in Article 3 of this Charter, applying

the principles of public and private sector and consumer driven tourism, which principles shall be coordinated through joint planning and decision making.

ARTICLE 3

OBJECTIVES

1. The primary objective of RETOSA shall be to facilitate, encourage and assist in the development of legal and ethical tourism throughout the Southern African Region taking due consideration of the overall development of the people, the region and the region's natural and cultural resources.
2. To this end, specific objectives of RETOSA shall be as follows:
 - a) encourage and facilitate the movement and flow of tourists into the region, applying the necessary regional or national policies and mechanisms, which facilitate the liberalisation of exchange control regulations;
 - b) facilitate a community and rural-based tourism industry and culture throughout the Region;
 - c) develop, coordinate and facilitate tourism marketing and related promotional opportunities into the region by whatever means, including internal and external collaboration, mutual marketing programmes, and utilisation of legitimate methods focusing on the Region's quality, as a desirable and safe tourist destination and investment target;
 - d) encourage and facilitate international and regional transport, tourism training and accommodation classification;
 - e) encourage and promote consistency in the quality and maintenance of tourism standards within the Region;
 - f) act as a communication channel between Member States and organisations to enhance the Region's tourism and tourist confluence.

ARTICLE 4

EXISTENCE AND LEGAL STATUS

- 4.1 RETOSA shall have perpetual existence within SADC and shall be a legal entity operating within the laws of each Member State. Approved membership applications shall be lodged initially with the RETOSA Secretariat following their acceptance by the Board and in accordance with the provisions of Article 5 in this Charter, and thereafter shall be transferred to the SADC Tourism Coordination Unit.
- 4.2 RETOSA shall enjoy such legal status and capacity as may be necessary for the fulfilment of its objectives and the exercise of its functions. In particular, RETOSA shall have the capacity to:

- i) Enter into contract;
 - ii) Acquire and dispose of movable and immovable property;
 - iii) Sue and be sued;
 - iv) Borrow funds subject to any applicable restrictions imposed by foreign exchange regulations in force in a Member State;
 - v) Mortgage or charge its property;
- 4.3 SADC Member States shall recognise the establishment of RETOSA as a legal entity and an institution of SADC and therefore accord it the appropriate legal status in terms of the SADC Treaty and in accordance with the provisions of any related SADC legal instrument.

ARTICLE 5

RETOSA MEMBERSHIP

5.1 MEMBERSHIP CATEGORIES

- 5.1.1 Full membership of RETOSA shall comprise registered and nationally recognised private sector umbrella organisations and national public sector tourism authorities operating in Member States.
- 5.1.2 Associate Membership shall comprise fee paying members accredited in SADC countries, namely: private sector, public sector or any organisation primarily involved in tourism in a Member State.
- 5.1.3 Affiliate Membership shall comprise fee paying members registered and operating in non-SADC countries.

5.2 MEMBERSHIP APPLICATION

- 5.2.1 Written requests for membership shall be submitted to the RETOSA Secretariat. Every application shall state the title, nature and activities of the organisation (or individual) seeking membership and, where applicable, shall include a copy of the applicant's Code of Conduct or Memorandum and Articles of Association. Membership matters shall be directed to the Executive Director in the first instance.
- 5.2.2 Membership shall become effective from the first day of the month following approval of an application and clearance into the RETOSA bank account, of due fees.
- 5.2.3 Any membership fee, due and payable but not that referred to in Article 5.2.5 herein, shall be established in accordance with the terms of the by-laws of RETOSA as amended from time to time and shall be payable on, or before, the first day of the month in which membership becomes effective and, annually thereafter on anniversary dates unless otherwise cancelled in writing.
- 5.2.4 In the event that membership is not approved, written notification of such decision giving reason therefore, shall be submitted by the Executive Director of RETOSA to the applicant who

shall have the right to appeal in writing to the RETOSA Board, whose decision shall be final and binding.

- 5.2.5 Permanent members shall pay their annual subscriptions on notification, but not later than 30th April in the particular Membership year, which shall be April to March, or at such later date as may be agreed by the Board in any case where the member's financial year does not coincide with that of RETOSA.

5.3 CONDITIONS OF MEMBERSHIP

- 5.3.1 In the conduct of their business, members shall undertake to uphold the objectives and principles of RETOSA.

- 5.3.2 For purposes of this Charter, any regional tourism association seeking membership of RETOSA shall:

- i) Present to RETOSA a Code of Conduct or Ethics approved by the membership of such an association;
- ii) Demonstrate a membership that is specific to the Organisation's mandate;
- iii) Hold at least one general meeting annually.

- 5.3.3 For purposes of this Charter, national organisations shall:

- i) Be generally recognised and/or registered as tourism associations within the tourism industry in the country concerned;
- ii) Be nationally registered and recommended by the national tourism authority;
- iii) Be recognised and able to demonstrate an enforceable constitution at law.

- 5.3.4 Full Membership shall be available only to organisations and not to individuals. Associate and Affiliate membership may be held by individuals.

5.4 GENERAL PRINCIPLES OF CONDUCT

- 5.4.1 The Principles of Conduct require that members demonstrate the highest standard of ethics, moral and service commitment to the stakeholders inter alia, colleagues in the industry, customers and the community at large.

- 5.4.2 Members hereby commit themselves to uphold the values and principles in their business dealings within the objectives of RETOSA and to implement the objectives of RETOSA with the highest possible standards of integrity.

5.5 BREACH

- 5.5.1 Should any member:

- i) Fail to uphold the RETOSA Charter or any provisions herein;

- ii) Default in paying its membership fee for a period of three (3) months;
- iii) Cease to reflect the Regional spirit:

The Board of RETOSA shall reserve the right to serve 30 days written notice of its intention to terminate such membership and, subject to the provisions of Article 4.5.2 herein to terminate such membership at the end of the period of 30 days to take any other action deemed appropriate in terms of the provisions of this Charter.

- 5.5.2 Any member whose membership has been terminated shall have the right of appeal and, shall submit appeal application in writing, to the Board of RETOSA whose decision shall be final and binding.
- 5.5.3 Dues and outstanding fees of any member shall remain payable, and shall attract interest until the fees have been settled.
- 5.5.4 Any voting member that persists for longer than three (3) calendar months in the non-payment of annual subscriptions shall forfeit its right to attend or to vote at meetings. Payment of due fees shall automatically re-instate membership from the date when arrears shall have been paid, into RETOSA's bank account, provided that such membership has not been terminated in terms of Article 5.5.1.

5.6 VOLUNTARY TERMINATION

- 5.6.1 Full Affiliate or Associate members may terminate their membership with RETOSA by giving three (3) months written notice of their intention to terminate such membership, provided that all outstanding fees shall have been paid in full, such notices shall be submitted to RETOSA Secretariat.

ARTICLE 6

COOPERATION

RETOSA may negotiate and sign tourism agreements or enter into any formal or informal cooperation arrangements with non-member States, national bodies, inter-governmental, regional or any international organisations and, non-governmental bodies and private sector enterprises, on such terms as it deems fit. The establishment, conditions and terms of such cooperation shall be defined in each case according to prevailing situations, by a majority of votes of the members of the Board of Directors present and voting and the Board of Directors shall have the power to delegate such authority to the Executive Director.

ARTICLE 7

ORGANISATION AND STRUCTURES

- 7.1 The principal organs of RETOSA shall be: the Board of Directors; the Executive Director; the Secretariat; and any Committee established by the Board of Directors, in terms of the provisions of this Charter.

7.2 BOARD OF DIRECTORS

7.2.1 The Board of Directors shall comprise the following:

- i) One person from the public sector with voting powers, representing each Member State and nominated from national public sector organisations, having full membership of RETOSA.
- ii) One person from the private sector with voting powers, representing each Member State nominated from national private organisations having full membership of RETOSA.
- iii) One person with no voting powers, representing the SADC Tourism Sector.
- iv) A representative of the SADC Secretariat, who shall have no voting powers.
- v) The Executive Director who shall be an ex officio member with no voting powers.

7.3 Election of Office Bearers

7.3.1 Office bearers shall be elected for a period of one (1) year.

- i) The Chairman shall be elected from either the public or private sector representative from any one Member State and, may not offer himself for re-election other than as Vice Chairman in accordance with the principle of rotation.
- ii) Vice-Chairman provided for herein shall be elected from whichever sector not represented by the Chairman and from any other Member State other than that of the Chairman and, may not offer himself for re-election other than in accordance with the principle of rotation.
- iii) The Executive Director shall be the Secretary of the Board of Directors of RETOSA and shall have permanent membership thereof.
- iv) In the absence of the Chairman the Vice-Chairman shall chair the meetings and, in the absence of both Chairman and Vice-Chairman, any other Board Member shall be elected as Chairman for that specific meeting.
- v) In the event that the office of Chairman becomes vacant for any reason, before the Annual General Meeting at which a new Chairman shall be elected, the Member State holding the Chairmanship shall appoint a substitute from the same sector for the remaining period of the Chairmanship.
- vi) Only members whose dues have been paid in full up to, and including the intended year of office for which elections are taking place, shall be eligible to stand and vote in elections.

7.4 Terms of Office for Directors

7.4.1 Directors shall serve a term of office to be determined annually by their Governments and their national private sector umbrella organisations, respectively.

7.4.2 Functions of the Board of Directors

7.4.2.1 The Board of Directors shall be the governing body of RETOSA, responsible for the overall direction of the activities and programmes of the Organisation. The Board shall seek to ensure that the policy and decisions of the Committee of SADC Tourism Ministers are carried out. The powers and functions of the Board of Directors shall be to:

- i) Take any appropriate action to implement decisions and recommendations of the Annual General Meeting (AGM) and report to it;
- ii) Receive, consider, and approve before submission to the AGM or the Committee of SADC Tourism Ministers, reports from the Secretariat;
- iii) Examine and endorse the annual budget and audited financial statements of RETOSA prepared by the Secretariat and make any recommendations on financial matters;
- iv) Determine in what proportion members of RETOSA shall bear the expenses of the Organisation;
- v) Select, recruit, appoint and discipline the Executive Director;
- vi) Establish any ad hoc or project committees of RETOSA and any such other technical committees as shall be necessary for the conduct of the work of RETOSA;
- vii) Co-opt any person to assist in the work of the Board of Directors as it deems fit from time to time;
- viii) Perform all such other functions as may be deemed necessary to fulfil the objectives of RETOSA.

7.5 SECRETARIAT

7.5.1 The Secretariat of RETOSA shall be headed by an Executive Director appointed by, and reporting to the Board and shall include any support staff permanently or temporarily employed by RETOSA.

7.5.2 The Secretariat shall have functional representation at any subsidiary RETOSA office.

7.5.3 The Executive Director shall operate from the location most suitable at any given time to RETOSA's operations, but shall ordinarily be based at RETOSA's principal office.

7.5.4 The functions of the Executive Director shall be:

- i) To implement resolutions of the Board and decisions of SADC Tourism Ministers;
- ii) To manage the affairs of RETOSA in terms of this Charter, including the preparation of documentation for meetings and the control of all approved bank accounts of RETOSA;

- iii) To implement the objectives of RETOSA and its functions as set out in this Charter;
- iv) To prepare reports, budgets, plans, circulars, press releases and any other documentation necessary for the carrying out of the business of RETOSA;
- v) To mobilise human resource and asset management processes;
- vi) To represent RETOSA in its relations with any third parties, including governments and, to negotiate agreements, contracts and related legal instruments approved by the Board;
- vii) To maintain good relations with Member States and establish relations with third parties, including lodging of membership applications;
- viii) To convene and service RETOSA Board meetings;
- ix) To undertake functions and duties as may be assigned within, or be incidental to the terms and conditions of the Organisation's Charter and by-laws.

7.5.5 Duties of the Executive Director shall include ensuring the proper and responsible operations of the Secretariat and its functions, assisted by such special services staff as may be required and approved by the Board.

7.5.6 In the event of incapacity of the Executive Director, the Board shall take whatever steps are necessary for his or her replacement.

7.5.7 The Secretariat staff shall be recruited, appointed and contracted by the Executive Director on such terms and conditions as shall be determined by the Board of Directors, provided:

- i) that staff shall be recruited on as wide a geographical basis as possible from among Member States;
- ii) in the event that no suitable candidates are available from Member States, the decision to recruit from outside the region shall be made by the Board of Directors.

7.5.8 Unless so authorised in the performance of their duties in terms of the Charter, or of specific decisions of the Committee of SADC Tourism Ministers, the Executive Director and/or staff shall not seek or receive instructions from any authority external to RETOSA and shall refrain from any action incompatible with their position as officials responsible only to RETOSA.

- i) RETOSA members shall respect the exclusive international character of the responsibilities of the Executive Director and staff and shall refrain from interfering in the impartial discharge of their duties.
- ii) The Secretariat and Executive Director shall at all times function and operate in accordance with the provisions of this Charter and its by-laws as may be amended from time to time.

- iii) The Executive Director and Secretariat staff shall respect and take into consideration in all their activities, the sovereignty and rights of each Member State of this Charter.

7.6 Committees of the Board of Directors

7.6.1 The Board of Directors shall establish the following committees:

- i) Executive Committee, elected annually by rotation. One of its functions shall be to assist the Executive Director in carrying out of his duties. It shall meet at least every quarter or as the Board of Directors may determine from time to time.
- ii) Project or technical Committees, may be established by the Board from time to time to assist RETOSA in relation to specific projects. Membership of such committees shall be at the discretion of the Board, but shall include one Board member as Chairman and the Executive Director.
- iii) Ad hoc Committees, may be established by the Board from time to time as the need arises.

ARTICLE 8

MEETINGS AND RULES OF QUORUM

8.1 MEETINGS OF THE BOARD AND ITS ASSOCIATED COMMITTEES

8.2 FORMAL AND MANDATED MEETINGS:

8.3 BOARD MEETINGS

8.3.1 Board meetings shall be convened three (3) times annually. The Agenda, time and venue of such meetings shall be agreed in advance by the Board and confirmed by the Secretariat in writing:

- i) Formal agendas and notification reminders shall be circulated by the Secretariat to the Board twenty-eight (28) days prior to the meetings.
- ii) All minutes and other documentation from any previous Board meeting shall be circulated by the Secretariat not later than twenty-one (21) days following the meeting to which they relate.
- iii) Confirmation of time and venue shall form part of any circular indicating the intention to hold Board Meetings in terms of the provisions of this Charter.
- iv) Voting shall be open and shall be taken by a simple majority.
- v) Procedures at meetings shall be detailed in RETOSA By-Laws or Regulations and Rules.
- vi) The Rules of Quorum given in Article 8.8 herein shall apply to procedures at meetings.

8.4 Board Committee Meetings

8.4.1 Board Committee Meetings refer to those of the Executive Committee, Project and Technical Committee and Ad Hoc Committee, which shall be convened on behalf of the RETOSA Board or as requested by the AGM to deliberate upon specific or occasional matters arising from the activities of RETOSA. The composition of such meetings shall be decided by the Board. Rules of Quorum under Article 8.1.8 shall apply.

8.5 Extraordinary Board Meetings

8.5.1 Extraordinary Board meetings may be convened at any time at the request of the Chairman, following notification to Board members by the Secretariat, giving at least fourteen (14) days notice:

- i) Attendance at Extraordinary Board Meetings shall be restricted to RETOSA Board members or their alternates.
- ii) Voting shall be open and by a simple majority.
- iii) The Rules of Quorum given in Article 8.8 herein shall apply.

8.6 ANNUAL GENERAL MEETINGS (AGM)

8.6.1 Annual General Meetings (AGMs) of RETOSA shall be held at such time and place as may be determined by the previous AGM. The AGM shall ordinarily be organised at the most convenient location in the territory of any Member State.

8.6.2 Such Annual General Meetings shall be convened by the Secretariat by way of written notice detailing time, date and venue and circulated to all members eligible to attend. Notification shall be circulated to members not later than sixty (60) days prior to the date of the meeting.

8.6.3 Notification of meetings together with agenda and other documentation shall be circulated forty-five (45) days prior to the date of the AGM meetings. Members shall be required to notify their attendance or that of any mandated nominee and to submit proxy forms or items for any other business to the Secretariat in writing not later than fourteen (14) days prior to the date of the Annual General Meeting.

8.6.4 The Chairman of such meetings shall be the Chairman of the RETOSA Board or, in his absence the Vice Chairperson of the Board.

8.6.5 The Annual General Meeting shall elect office bearers and other ad hoc committee members for the coming year, and to consider and respond to Agenda items.

8.6.6 The AGM shall appoint Auditors.

8.6.7 The Rules of Quorum referred to in Article 8.7 herein, shall apply.

8.7 RULES OF QUORUM

- 8.7.1 Quorum at Board and AGM meetings shall be constituted by simple majority of the total number of members and with voting powers except that:
- I) If, within a specific period of time, the time fixed for any meeting, a quorum is not present, the meeting shall either be deemed to be an Ad Hoc Meeting, in which case the provisions of Article 8.6.1 shall apply, or the meeting shall stand adjourned to such other time and place as the Chairman shall determine in consultation with the Board members present and on condition that the Secretariat shall notify the absent members accordingly, and in order to reconvene the meeting the members present shall form a quorum.
 - ii In the case of the scheduled AGM meetings, the quorum shall be established by a show of hands amongst members present.
- 8.8.2 Extraordinary Board and any other Board Committee meetings shall be determined as properly convened and constituted by the Board members present and voting. Decisions taken at such meetings shall be presented to the next Board meeting for ratification ex-post facto and only then shall such decisions be deemed to be binding on the members of RETOSA.

8.9 MINUTES OF MEETINGS

- 8.9.1 The Secretariat shall attend any and all meetings of RETOSA herein mandated and shall maintain records in the form of written minutes.
- 8.9.2 Minutes shall be circulated to all members within a period of twenty-one (21) days or within such other period of time, reasonably practicable, following such meetings.
- 8.9.3 Minutes shall be tabled for consideration and, if found to be a correct record of the previous proceedings, shall be signed by the Chairman and Executive Director at the subsequent meeting and shall be filed in the form of minute book.

8.10 LANGUAGES AND DOCUMENTATION

- 8.10.1 The languages of RETOSA shall be the SADC official languages and, all documentation shall be produced and provided in SADC languages.

8.11 OBSERVERS

- 8.11.1 Any organisation that is not a member of RETOSA may be invited to attend as an observer any RETOSA meeting or that of any of its organs provided that, the intention to attend shall be notified to the Secretariat in good time and the Executive Director shall be satisfied that the organisation has a legitimate reason to be present at the meeting. Observers shall not be entitled to vote at any such meetings. The Executive Director shall circulate at every meeting a complete list of organisations that have been granted observer status and shall give reasons for their attendance.

8.12 DECLARATION OF INTEREST

- 8.12.1 Any member of the Board of Directors or Committee who has a commercial or any other vested interest in any matter being considered by the Board shall declare such interest and shall be required to excuse himself from the meeting or to suspend his vote on the particular matter or interest.

ARTICLE 9

BANKING ACCOUNTS

- 9.1 RETOSA Secretariat shall, following acceptance, instruction or approval of the Board, open banking accounts as may be necessary, at registered recognised commercial banks and deposit therein, not later than the first banking day following the day of receipt, any and all monies received by it from any source. All monies not required for immediate use or as a reasonable operating balance shall, under the supervision of the Executive Director be invested in such authorised accounts to best advantage until required. Cheque books and securities for such accounts shall be held at the office of the Executive Director, or at RETOSA's Principal Office, or such other RETOSA office as may be appropriate.
- 9.2 Signatories on the accounts or on any other funds and financial documentation shall jointly be that of the Executive Director, plus one other Board member or accepted person or two such other accepted persons in the absence of the Executive Director, whose names shall have been forwarded to the bank by an office responsible for such affairs.

ARTICLE 10

FUNDING, FEES AND ACCOUNTING

- 10.1 Funding of RETOSA shall be by a combination of mechanisms:
- i) Annual subscriptions from Membership;
 - ii) Fees, income and commissions raised from RETOSA operations, regional systems, members services, royalties projects, sale of brochures or any other items, or from investments made in terms of Article 9.1 in this Charter.
- 10.2 RETOSA may be funded from donor-sourced funds relating to specific projects.
- 10.3 Annual membership subscription fees, commissions for services, or any other income raised as per recommendation by the Executive Director shall form part of the funding of RETOSA.
- 10.4 The Secretariat of RETOSA shall keep a proper record of its annual books of accounts, property and all its financial transactions and shall in each financial year prepare for circulation and consideration at the AGM meetings, statement of accounts of income and expenditure, including a balance sheet reflecting in all necessary detail, its assets and liabilities as at the end of the preceding financial year.
- 10.5 RETOSA's financial year shall be from the first (1st) day of April every year until the thirty first (31st) day of March of the following year.

ARTICLE 11

LEGALITY OF ACTIONS, INTERPRETATION OF THE CHARTER AND DISPUTES

11. LEGALITY OF ACTIONS AND INTERPRETATION OF THE CHARTER

11.1.1 RETOSA shall do everything necessary within its powers, suitable and proper for the carrying out of its objectives provided that nothing shall be inconsistent with the provisions of this Charter or with the relevant laws in force in the SADC Member States.

11.2 INTERPRETATION AND APPLICATION OF THE CHARTER

11.2.1 Matters regarding the interpretation and/or application of this Charter, its Annexures and any of its other subsidiary legal instruments, which are not resolved by negotiation and agreement shall, in the first instance, be referred to an ad hoc Committee composed of three (3) members appointed by the Board and shall include a legal expert. The decision of the ad hoc Committee shall be offered to the Board for its consideration and decision in terms of the provisions in this Charter. The Board shall submit recommendations for approval by a majority vote of the members present at a General Meeting convened for that purpose, or at which AGM Meeting the matter shall have been tabled for consideration.

11.3 DECLARATION AND RESOLUTION OF DISPUTES

11.3.1 Any dispute between parties as RETOSA members or as represented on RETOSA's Board or Secretariat, which cannot be resolved by due and timeous consultation and agreement of the Board, or of the AGM, shall be referred to an external arbitrator acceptable to all disputing parties, whose decision shall be final and binding. The cost of such arbitration shall be borne equally by the disputing parties.

11.3.2 Notwithstanding the provisions of Article 11 paragraphs (2.1) and (3.1) above, any matter regarding the interpretation and/or application of the provisions of this Charter, its annexures and any of its other subsidiary legal instruments, which is not resolved by negotiation or agreement shall be referred by the disputing parties, to any competent court of law or to the SADC Tribunal established under Article 16 of the Treaty.

ARTICLE 12

AMENDMENTS OF CHARTER AND BY-LAWS

12.1 This Charter, with the exclusion of its by-laws and Annexes shall be amended by agreement of not less than two thirds of voting members at a special Meeting convened for that purpose, provided:

12.1.1 All proposed amendments shall be submitted to the Board by RETOSA Secretariat in writing for consideration by the Board at one of its meetings.

12.1.2 Members of the Board shall be given written notice by the Secretariat of any such proposed amendments in accordance with the provisions of Article 8.8 in this Charter.

- 12.1.3 Thereafter, amendments accepted by the Board shall be circulated to all members and shall be adopted at any meeting convened to consider such amendments.
- 12.1.4 In the event that an amendment is rejected by the RETOSA membership, it shall be referred to the AGM for consideration and finalisation.
- 12.2 Amendments of by-laws in terms of Article 12 herein shall be adopted by simple majority at any meeting of the Board, including the AGM, and shall have immediate effect. By-laws shall be considered as follows:-
- 12.2.1 The Board shall be solely mandated to make, amend and approve such by-laws as it deems necessary or desirable for the continued existence of RETOSA and for the implementation of its objectives and principles stipulated in this Charter.
- 12.2.2 The by-laws of RETOSA shall remain in force for as long this Charter shall be in force. However, in the event of dispute being resolved in terms of the provisions of this Charter, such a resolution shall be final and binding.
- 12.2.3 No amendment to the RETOSA Charter by-laws shall have retroactive effect.
- 12.2.4 The principles of such by-laws shall be embodied in the Charter, as well as in amendments thereto.
- 12.2.5 The by-laws of RETOSA shall remain in force for the duration of this Charter. In the event that there is a conflict between the By-Laws and the provisions of this Charter, the provisions of the Charter shall prevail over the terms of the By-Laws.

ARTICLE 13

ENTRY INTO FORCE AND TERMINATION OF CHARTER

- 13.1 This Charter shall enter into force upon signature by the parties.
- 13.1.1 This Charter shall remain in force, for as long as there are at least seven (7) Member States who shall remain bound by the provisions of this Charter.
- 13.1.2 Upon termination of this Charter *any funds and assets, movable and immovable* property remaining under the jurisdiction and responsibility of RETOSA shall be re-distributed amongst the Member States in proportion to the rate at which the current contributions are paid by them, after full and lawful settlement of all operations, staff and creditor liabilities and obligations.

ARTICLE 14

LIQUIDATION AND DISSOLUTION

- 14.1 The Board of Directors shall by a resolution have the power to dispose of the total assets of RETOSA provided that such disposal shall not result in the distribution of any part of earnings of the Organisation for the benefit of any private individual or legal entity other than the lawful employees of RETOSA in accordance with their entitlement as provided for in the terms and conditions of service and in terms of their contracts of employment.
- 14.1.1 In the event of the liquidation, dissolution or winding up of RETOSA, *either voluntarily* or by operation of law, the Board of Directors shall by a resolution have the power to

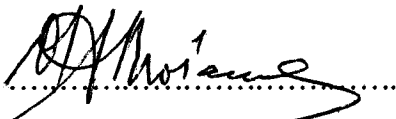
dispose of the total assets of RETOSA provided that such disposal shall not result in the distribution of any part of earnings of the Organisation for the benefit of any private individual or legal entity other than the lawful employees of RETOSA in accordance with their entitlement as provided for in the terms and conditions of service and in terms of their contracts of employment.

14.1.2 Any proposal for the winding up or dissolution of RETOSA shall be submitted in writing to all members of the Board at least six (6) months before the date on which such proposals are tabled. A resolution for the winding up of RETOSA shall be deemed to be passed only by receiving a two-thirds majority of the votes from members and voting, at a Board Meeting.

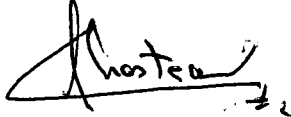
14.1.3 IN WITNESS WHEREOF, WE, the undersigned, being duly Authorised Representatives of our respective Governments, have signed this Charter.

DONE AT *Blantyre*..... this *8th*..... day of *September*..... 1997, in two originals, in English and Portuguese languages, both texts being equally authentic.

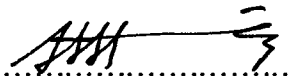
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REPUBLIC OF ANGOLA



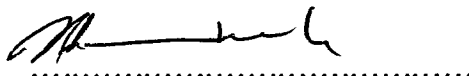
KINGDOM OF LESOTHO



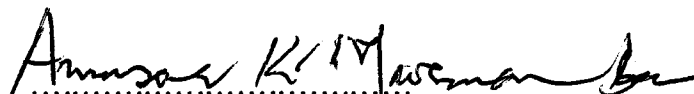
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REPUBLIC OF NAMIBIA



KINGDOM OF SWAZILAND

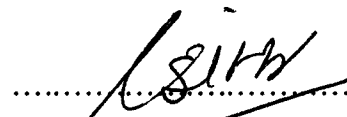


REPUBLIC OF ZAMBIA

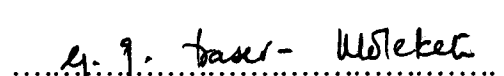
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REPUBLIC OF BOTSWANA



REPUBLIC OF MALAWI



REPUBLIC OF MOZAMBIQUE



REPUBLIC OF SOUTH AFRICA



UNITED REPUBLIC OF TANZANIA



REPUBLIC OF ZIMBABWE