

Rules and Regulations revised September 2018

1.0 Membership Matters

1.0.1 Membership Matters

The Director General is authorised to act on behalf of the Management Board to review and take action on all matters relating to membership, including consideration of new membership applications and assignment to membership categories. These actions will be approved by the Management Board and ultimately subject to Management Board and/or annual general meeting ratification.

The Director General will present a report on membership matters during each meeting of the Management Board and the Annual General Meeting.

1.0.2 Provisional Members

The Director General may designate an organisation to be a “provisional member”, in any membership category of the Confederation, if the organisation has (i) submitted a complete membership application, (ii) paid the membership application fee, and (iii) in the opinion of the Director General, meets the eligibility conditions and standards for membership.

A list of provisional members will be maintained on-line and presented to the Management Board at each meeting.

The names of all provisional members must be presented to the Annual General Meeting for ratification.

1.0.3 Members with majority-owned subsidiaries

The following rules apply for member organisations with majority-owned subsidiaries:

A majority-owned subsidiary is a legal entity in which a member of the Confederation holds a controlling interest. These subsidiaries may apply for membership in the Confederation. If approved, such organisations will pay membership fees and be entitled to all member benefits.

Elite Members can have subsidiary organisations included as WYSE Travel Confederation members as part of the membership. See 1.6

Majority-owned subsidiaries of an Elite Member do not enjoy voting privileges unless they become a full member of the Confederation.

1.0.4 Members – Brands

Full Members who own additional organisations that operate as different brands may include those brands under the Full Membership for an additional fee. Additional brands do not have voting rights unless they become a full member of the Confederation.

1.0.5 Associations and Sector Associations

The individual members of an Association or Sector Association, e.g. Hostelling International, which is itself a member of the Confederation, do not have membership rights in the Confederation, unless they apply and are accepted as a full member in their own right.

1.0.6 Elite Membership

Any Full Member can enhance their membership by becoming an Elite Member which will give additional discounts, benefits and exposure to the member as decided from time to time by the Management Board. An additional fee will be charged.

2.0 Cessation, Termination and Suspension of Membership

See also Article 7 of the Articles of Association

2.0.1 Resignation

Members may resign their membership by written notice to the Management Board. Notice of resignation must be received by the Management Board at least three months prior to the Membership Anniversary Date for the year in which the resignation is to take effect.

2.0.2 Non-Payment of Dues

If a member has not paid the membership fee in full within one month of the start of a membership year, upon the recommendation of the Director General, its membership may be suspended or terminated by decision of the Management Board. This suspension or termination will take immediate effect and be subject to review and ratification at the Annual General Meeting. The Confederation reserves the right to inform other members of the suspension or termination. In the event of such suspension then the annual contribution shall nevertheless be payable.

2.0.3 Change of Ownership

If the controlling interest of a Member changes, its membership may be suspended or terminated by the Director General. A decision to terminate the membership of an organisation because of a change in its controlling interest will take immediate effect and be subject to review and ratification by the Management Board.

2.0.4 Suspension of Membership for Breach of Regulations

The Director General may suspend an organisation's membership following a serious breach of the Confederation's Articles of Association, Code of Conduct, Rules and Regulations or for other acts which, in the opinion of the Director General, undermine the professional integrity of the Confederation. The suspension will have immediate effect. The Confederation reserves the right to inform other members of the suspension.

Upon serving notice of suspension to a member, the Director General will identify the contravention of the Confederation's regulations, and, if applicable, further specify (i) actions required of the member in order to lift the suspension, (ii) the date(s) by which such action(s) must be taken, and (iii) additional consequences for failure to comply with the specified remedies.

2.0.5 Loss of Membership Privileges

An organisation whose membership has been suspended or terminated is no longer entitled to any of the benefits of membership and will cease, with immediate effect all actions that hold itself out as a member, including use of the name and logo, participation in meetings and elections, privileged WYSTC registration rates, access to WYSTC or other trading or networking events, etc.

2.0.6 Reinstatement

A member of the Confederation whose membership has been suspended or terminated may apply to have its membership reinstated, provided it still fulfils the membership criteria.

3.0 Conduct of Management Board Members

3.0.1

Members of the Management Board undertake to serve the Management Board and the Confederation to the best of their abilities, to involve themselves in executing the responsibilities and functions of the Management Board according to the Articles of Association and to devote up to eight (8) hours a month to work for the Management Board and the Confederation other than officially called general meetings. Members of the Management Board will also attend a minimum of 75% of all duly called meetings. In the event of a Board Member not devoting sufficient time to the Management Board or the Confederation, his or her appointment can be suspended or removed by the General Meeting, but only upon the recommendation of the remaining Management Board members.

3.0.2

During a meeting of the Management Board, Managing Directors should declare in advance any possible conflict of interest with the business to be transacted and in those matters not participate in the decision-making process;

3.0.3

Members of the Management Board are also subject to Article 10 of the Articles of Association and other Articles as appropriate.

4.0 Sub-Committees of the Management Board

4.0.1.

The Management Board in any of its distinct roles may appoint any permanent and/or ad hoc sub-committees, advisory panels and/or working groups as it will, from time to time, determine;

4.0.2.

The Management Board will charge each sub-committee with apposite terms of reference to assist it in the execution of its Responsibilities and Functions. Such terms of reference will, among other instructions, include targets, delegated executive powers if any, and reporting schedules and procedures;

4.0.3.

Each sub-committee will have a Chairperson elected by the other members of the committee except for advisory panels where the chairperson will be elected from and by the membership.

4.0.4.

Each Member of a sub-committee will have one vote within the committee. In case of a tie the chairperson will have an additional casting vote. Proxy voting is not permitted. All decisions are made by a simple majority of the votes of members present at the meeting.

4.0.5.

Each sub-committee appointed under this will conduct its business and procedures as applicable according to the Article of Association, Codes of Conduct and these Rules and Regulations;

4.1 Appointment of Events Advisory Sub-Committee

4.1.1.

The Events Advisory Sub-Committee shall be appointed by the Management Board when it feels that a need exists and will operate as a non-delegated advisory committee. It will offer guidance on the strategic development and implementation of an event and make recommendations regarding general management, political, financial and logistical needs for the Confederation's annual Conference to the Executive management team and Management Board to ensure a successful event is delivered.

4.1.2.

The Management Board will appoint an Event Advisory Sub-Committee Chairperson who will, in consultation with the Director General, be responsible for appointing up to six members who may or may not be members of the Management Board or the membership at large;

4.1.3.

Representatives on the Event Advisory Sub-committee will be selected on a skills basis. The members of the Advisory Committee will be individuals who:

- Have the ability to represent and reflect the different needs of the WYSE Travel Confederation membership community and wider youth travel industry
- Knowledge and understanding of the overarching strategic and financial objectives and aims of WYSE Travel Confederation .
- Knowledge of economic, social and environmental opportunities and challenges that face the youth travel industry that will help shape an insightful and valuable educational programme as part of the event.

4.1.4.

Representatives to participate on the Event Advisory Sub-committee will be given formal notification from the WYSE Travel Confederation Chairperson in writing of their appointment.

4.1.4.1.

The term of office of the Advisory Sub-Committee will normally be for one year or at least until two months after the event; The Management Board will report to the membership at the Annual General Meeting and as it sees fit during the year on its activities and on the activities of the Event Advisory Sub-Committee.

4.1.4.2.

Representatives must be willing to abide by the terms of reference for the committee.

4.1.4.3.

Membership of the Events Sub Committee is on an honorary basis and only necessary expenses will be paid where agreed in advance with the Chairperson.

4.1.4.4.

Representatives that fail to attend 3 consecutive meetings can be replaced at the discretion of the WYSE Travel Confederation Executive Management team.

4.2 Appointment of a Finance Sub-Committee

4.2.1.

The Management Board will, for the duration of its term of office, appoint a Finance Sub-Committee that will consist of three (3) persons. The Chair of the Management Board and a Member of the Management Board who takes the role of Chairperson of the Finance Sub Committee;

4.2.2.

The third place on the Finance Sub Committee will be held by an independent person with professional accountancy or auditing status and is appointed by the Management Board in an honorary capacity for a term of three (3) years.

4.2.3.

The responsibilities and functions of the Finance Sub-Committee will include:

4.2.3.1.

Overseeing the day-to-day management of the Confederation and its subsidiary Companies in the interim period that a Management Board meeting is not in session and reporting to the Management Board at each of its meetings;

4.2.3.2.

Formulating the terms and conditions, duties and responsibilities for the employment of the Director General and obtaining direction and approval therefore from the Management Board;

4.2.3.3.

The screening of the organisation chart of the subsidiary Companies of the Confederation, of the recruitment, and of the proposed terms and conditions for the employment of the Senior Executive Officers there to, of the staff remuneration packages;

4.2.3.4.

Evaluating, on an annual basis, the performance of the Director General, setting any appropriate incentives linked to pre-determined targets;

4.2.3.5.

An annual review with the Director General regarding the performance of the Senior Executive Officers, of any appropriately proposed incentives linked to pre-determined targets for all members of staff,

4.2.3.6.

Liaising with the Director General and finance team and overseeing the preparation of the budget figures that the Director General submits for the approval of the Management Board.

4.2.3.7.

Advising on the recommendation of auditors

4.2.3.8.

Undertaking a periodic internal review of processes and procedures of the Confederation.

5.0 Formation and voting of Advisory Panels (AP)

See Appendix A for Voting Rules

5.0.1

The Management Board will, for the duration of its term of office, appoint Industry Advisory Panels.

5.0.1.1

Advisory Panels will generally consist of five (5) Full Members. Changes to the number of places on an advisory panel will be determined by the Management Board.

5.0.1.2

The Advisory Panel for Work or Cultural Exchange/ Volunteering will have one place reserved for a member of the IAPA Sector Association provided that the IAPA Association remains as a Sector Association Member of WYSE Travel Confederation.

5.0.1.3

The Advisory Panel for insurance and travel safety/ child protection will have one place reserved for a member of the IASIS Sector Association provided that the IASIS Association remains as a Sector Association Member of WYSE Travel Confederation.

5.0.1.4

Advisory Panels can co-opt up to two (2) additional companies or persons to the panel from inside or outside of the membership if that person provides a perspective that is not otherwise available. The term of the co-opted party will be determined by the full members of the Advisory Panel but will never be longer than three (3) years.

5.0.1.4

Additional Advisory Panels can be formed by the Management Board as a need is identified.

5.0.1.5

Each Advisory Panel will be adapted according to the industry sector it represents serving as a reciprocal channel to the industry and providing WYSE with information and guidance on trends, issues and business development opportunities.

5.1

Advisory Panel members will be selected before a General Meeting or before the Annual General Meeting at a “Meeting of Members of a Specific Class” and will be selected from Full Voting members from within that class who have been a Full Member for more than one year.

5.1.1

Members expressing an interest to stand for the AP will make their interest known to the Management Board no more than eight weeks and not less than four weeks before the GM or AGM and will state why they wish to join the panel. They will also state if they are prepared to stand for Chairperson of the AP and thereafter, where relevant, elected by Deed of Nomination to the Management Board.

5.1.2.

Advisory Panel and Chairperson positions are for three years from appointment. A retired AP member can be reappointed for another term of a maximum of three (3) years. After a maximum of two (2) full three (3) year terms a retired Advisory Panel member can only be reappointed after standing down for two (2) years. An Advisory Panel member can be appointed a maximum of four (4) full three (3) year terms accumulatively.

5.1.3.

Members of the Advisory Panel undertake to serve the Advisory Panel and the Confederation to the best of their abilities, to involve themselves in executing the responsibilities and functions of the Advisory Panel according to the Articles of Association and to devote up to eight (8) hours a month to work for the Advisory Panel and the Confederation other than officially called general meetings.

Members of the Advisory Panel will also attend a minimum of 75% of all duly called meetings. In the event of a Panel Member not devoting sufficient time to the Advisory Panel or the Confederation, his or her appointment can be suspended or removed by the General Meeting, but only upon the recommendation of the Management Board.

5.2 Voting for Advisory Panel members

5.2.1.

Voting for AP members and for the Chairperson will be done by secret ballot. Each Full Member of the Specific Class will be eligible to vote for the Candidates in person or by proxy vote. Each Full Member will have votes equal to the number of places being contested.

5.2.2.

Candidates will be ranked in order, with the person with the highest number of votes at the top. Positions on the AP will be allocated from the top placement in descending order in accordance with the number of places available.

5.2.3.

The Candidate with the highest number of votes for Chairperson will become the Chairperson of the Advisory Panel and will also be, where relevant, the candidate for the Binding Nomination from that Specific Class to the Management Board.

5.2.4.

The GM or the AGM can set aside the Binding Nomination from a Specific Class by resolution of the GM or AGM adopted by 2/3 (two thirds) of the votes cast.

5.2.5.

Voting procedures will be subjected to Article 24, sect. 24.2 to 24.5 of the Articles of Association.

5.3

The aims and objectives of the WYSE Travel Confederation Advisory Panels are to:

5.3.1.

Build upon the legacy and achievements accomplished to date by the Confederation and Sector Associations

5.3.2.

Strengthen members through the delivery of specialised sector development programmes and initiatives

5.3.3.

Deliver business development programmes surrounding trading, research and education

5.3.4.

Provide strategic advice on issues, opportunities and policies that are of significance to the sectors

5.3.5.

Provide sector-specific advocacy and representation support on behalf of its members as deemed appropriate and relevant by the Director General

5.3.6.

Be part of delivering a holistic, valuable and cost-effective membership experience.

Rules and Regulations – Appendix A

Appointment of Full Members to the Management Board and for voting Full Members to Advisory Panels.

A.1.0 Organisation of an Election

A.1.1.

The organisation and running of the Election will be determined according to these Rules and Regulations – Appendix A, and will exclusively be the responsibility of the Director General overseen by an Election Supervisory Committee which will consist of three WYSE Travel Confederation members of any Class, drawn from attendees of the GM or AGM who are not standing for a position.

A.1.2.

The Director General may delegate the organisation and running of the Election to a Senior Executive Officer.

A.1.3.

The Election will be run according to the number of seats being available on the Management Board or Advisory Panel.

A.1.4.

In the event of any specific claim, detailed in writing to the Director General and signed by no less than twenty-five Full Members of any Specific Class, made within fifteen hours of declaration of the final result, or in the event that the Director General is unable for any reason to declare the final result, the Director General will convene an urgent meeting of the Election Supervisory Committee who will, by two thirds majority vote of all three members, rule on the matter before it within forty-eight hours from the official closure of the voting process. Such ruling will be final and binding.

A.2.0 Eligibility to stand for Election

A.2.1.

Only voting Members will be eligible to stand for Election.

A.2.2.

To be eligible to stand for election, a voting Member must have been a Member of the WYSE Travel Confederation for a minimum period of one year and must have paid its membership fees and all dues in full to the Confederation on time and in any case, before the closing of the Receipt of Nominations.

A.2.3.

A candidate, if elected, will not be eligible to receive any remuneration connected with meetings, save where the Management Board determines to authorise reimbursement subject to a predetermined maximum.

A.3.0 Procedures for Nominations

A.3.1.

The Director General will issue a call for nominations of candidates for election not later than eight weeks prior to the General Meeting or Annual General Meeting or Meeting of a Specific Class.

A.3.2.

The call for nominations will specify the method of Receipt of Nominations, the number of seats that have to be contested, and will be accompanied by these Rules and Regulations – Appendix A and the Candidate Nomination Form and Proxy Designation Form.

A.3.3.

Nominations and Proxy Designations will be made by on-line registration or may be sent by e-mail or letter.

A.3.4.

The Director General will determine eligibility of the nominee and the validity of the nomination and will confirm acceptance or rejection to the nominee with the reason for rejection, within two working days of receipt.

A.3.5.

Closing of Nominations will be ten days before the GM or AGM.

A.3.6.

Each nomination must be proposed and seconded by a voting Member.

A.3.7.

Each nomination will at least specify the full name of the candidate, and be accompanied by a colour portrait picture.

A.3.8.

The nominee will declare that s/he has read, understood, and will abide by these Rules and Regulations, and will in particular fulfil the requirements of rule A.2 and sub-rules and will sign acceptance of the nomination.

A.4.0 Publicity and Promotion of Information on the Election

A.4.1.

The Director General will ensure that from four (4) weeks prior to the opening of the General Meeting or the Annual General Meeting or the Meeting of a Specific Class, information on the role and workings of the Management Board or Advisory Panel, the Aims and Objectives of the Confederation, the Election, and the name of the approved candidates received to date is available on the Confederation website.

A.4.2.

The Director General will prominently display information at the site of the General Meeting or Annual General Meeting or the Meeting of a Specific Class, the names, pictures and details of each accepted candidate, and on other relevant information that helps promote the election.

A.5.0 Publicity and Promotion by Accepted Candidates

A.5.1.

Candidates will be responsible for providing any promotional information to attract votes in the Election.

A.5.2.

The Director General will provide equal display space prominently placed for use by each candidate and each candidate will have the right to display their promotional information on the display space provided for the purpose.

A.5.3.

Candidates who want to address the General Meeting, AGM or Meeting of Members of a Specific Class will register their intention with the Director General no later than twenty-four (24) hours before the start of the Meeting.

A.5.4.

No candidate will be permitted to display or distribute any material that is defamatory, offensive, derogatory of, or comparative to any other candidate.

A.5.5.

No candidate will obstruct or deface the promotional information of other candidates or utilise vantage points for display other than the space provided.

A.5.6.

Should a defaulting candidate not immediately comply, the Director General will remove all offending material and may declare the candidate ineligible to contest the Election.

A.6.0 Eligibility to Vote

A.6.1.

Voting Members of the WYSE Travel Confederation are the only Members eligible to vote in the annual elections for the Management Board or Advisory Panel.

A.6.2.

To be eligible to vote a voting Member must have paid its membership fees and all dues to the Confederation in full.

A.6.3.

Each voting Member will have the right to vote for as many candidates as there are vacant seats.

A.6.4.

Each voting Member must be present physically at the General Meeting or AGM or may appoint another voting Member that is attending to vote by proxy on its behalf.

A.6.5.

The Director General will make available for public display outside the venue of the WYSE Travel Confederation Annual General Meeting, the full list of members eligible to vote in person, or specifying the identity of the member holding the proxy.

A.6.6.

An electronic system operating solely at the voting station(s) at the site of the annual Conference instead of ballot sheets and ballot boxes, will be admissible.

A.7.0 Voting by Proxy

A.7.1.

Any voting Member not present may appoint one other voting Member or the Chairperson of the Managing Board to vote by proxy on its behalf by completing and signing the online Proxy Designation Form not less than seven days prior to the WYSE Travel Confederation Annual General Meeting. Proxy forms completed late will not be valid.

A.7.2.

No voting Member appointed Proxy for another voting Member will hold more than one Proxy save for the Chairperson of the Management Board who can hold more than one.

A.7.3.

The Director General will control the validity of each Proxy Designation Form received and post up the list of all eligible Proxies and the name of the Full Member on whose behalf the Proxy is authorised to vote.

A.8.0 Voting Station

A.8.1.

The Director General will install one or more voting stations.

A.8.2.

The Director General will provide each voting station with a secure ballot box that has been sealed under his/her hand.

A.9.0 The Ballot Sheet

A.9.1.

Ballot sheets will be prepared in printed form, and distributed to eligible members before the commencement of the General Meeting, the Annual General Meeting or the Meeting of a Specific Class.

A.9.2.

The total number of ballot sheets printed will be recorded and will be reconciled after the closing of voting and before counting the votes.

A.9.3.

The ballot sheet will contain the instructions for voting at the top of the sheet indicating the maximum number of candidates a person is allowed to vote for, that any other sign or mark beyond the maximum permitted number will invalidate the vote, that a spoilt or invalidated ballot sheet may be returned to the voting station in exchange for a new ballot sheet.

A.9.4.

The ballot sheet will carry the list of candidates in alphabetic order of their family name followed by their first name and by the Full Member's name.

A.9.5.

The Director General will stamp each ballot sheet for authentication purposes.

A.9.6.

A person presenting him/herself to vote will present his/her Conference delegate identity badge at the entrance to the AGM, sign the voting register by the name of his/her Full Member and be provided with the ballot sheet.

A.9.7.

A Proxy presenting itself to vote will present his/her Conference delegate identity badge, sign the voting register by the name of the voting Member on whose behalf s/he will vote, and will be provided with the ballot sheet of the Specific Class to which it belongs.

A.9.8.

Votes will be exercised in secret, by placing the ballot sheet in the secure ballot box.

A.9.9.

Any reference to ballot sheets and/or ballot boxes will be deemed to have an equivalent meaning and purpose in any adopted electronic voting system according to sub-rule A.6.7.

A.10.0 Counting of the Votes and Declaration of the Elected Members

A.10.1.

The Director General will count the votes in the presence of the Election Supervisory Committee and in public with the assistance of the Officials manning the voting station;

A.10.2.

The Director General will at the end of voting reconcile the unused and spoiled ballot sheets and the number of signatures by the voting Member names on the voting register with the recorded number of ballot sheets prepared in hard copy or in electronic form;

A.10.3.

The Director General will then open the ballot box(es) and reconcile the number of ballot papers with the number of signatures by the voting Member names on the voting register;

A.10.4.

Should any numbers not reconcile, the Director General will consult with the Election Supervisory Committee who will decide if such a situation is significant to the outcome of the Election or not, and if deemed insignificant at this time s/he will proceed to count the votes obtained by each candidate;

A.10.5.

Should the Election Supervisory Committee deem the difference in numbers to be significant, it will decide what action to take to resolve the issue;

A.10.6.

The Director General will count the votes obtained by each candidate in each Category, and the invalid votes, and will declare as elected the number of candidates that have obtained the highest number of votes as there are vacant seats to be filled in each Category;

A.10.7.

The Director General will publish the results within one (1) hour of the end of the Annual General Meeting and retain the entire voting documentation until after the first meeting of the re-composed Management Board or until after the resolution of any claim or dispute; The Director General will table the results as the first business at the first meeting of the Management Board after the Election.

A.10.8.

The Director General will display the results of the Election until the end of the Conference including the voting turnout, other relevant information and the picture of each Member.