

HOSTGA CONSTITUTION AND CODE OF CONDUCT  
AS APPROVED AT THE ANNUAL GENERAL MEETING  
HELD ON 16 NOVEMBER 2019

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**CONSTITUTION**  
**THE HIGHLANDS OF SCOTLAND TOUR GUIDE ASSOCIATION**  
**(HOSTGA)**

**1. AIMS**

The aims of the Association are as follows:

1. To provide a high quality, professional tour guiding service for visitors.
2. To provide a forum for members to pool knowledge and ideas.
3. To recruit new members, either provide training or recognise suitable alternative training provision for new and existing members, and provide support for new and existing members.
4. To market the services of members to the travel trade and other likely sources of work.
5. To represent members in negotiations or discussions with outside bodies.

**2. MEMBERSHIP**

- a. Membership is available to those who have passed a basic guiding course run by, or recognised by, the HOSTGA Management Committee.
- b. The membership year shall run from 1st October to 30th September.
- c. Membership subscriptions shall fall due on 1st October each year, and membership will lapse if a subscription remains unpaid by 15th October of that year.
- d. Membership fees will be agreed annually at the Annual General Meeting (AGM).

**e. Benefits for Members**

1. Inclusion of details in the Directory of Guides
2. Inclusion of details on the Association's website
3. Offers, as appropriate, of work offered to HOSTGA
4. Participation in ongoing training through lectures and outings
5. The right to wear the Association badge, which must be returned to the Management Committee when membership ceases
6. Public liability insurance
7. The right to vote at General Meetings

#### **d. Continuous Professional Development**

1. It is highly recommended by HOSTGA that all members undertake Continuous Professional Development (CPD) and provide evidence for this by submitting annually a CPD record to the HOSTGA Committee, demonstrating a recommended minimum of 20 hours of relevant activity. The relevant period shall run from 1st May to 30th April each year. All submissions of CPD for the preceding year are to be made by 15th May.
2. Members who voluntarily submit their CPD record in the HOSTGA approved format, according to HOSTGA guidelines, by 15th May of each year, will have the initials CPD included beside their names in the HOSTGA directory.

### **3. ORGANISATION and CONDUCT OF AFFAIRS**

#### **a. General Meetings**

1. The **Annual General Meeting** (AGM) shall be held in the November/December timeframe.
2. The Chair shall ensure that at least 21 days' notice of the date and venue of the AGM shall be given to members, together with a copy of the Agenda for the meeting. Further relevant papers shall be sent to members at least seven days before the Meeting.
3. The Chair and the Treasurer shall present their annual reports to the AGM.
4. The Committee shall include on the agenda for the AGM any written motion signed by at least 5% of the membership, received at least 14 days before the Meeting, and accompanied by an explanation as to why the business is being proposed.
5. Any AGM business requiring a vote to be taken must be specified on the agenda. No vote may be taken on matters raised for discussion on the day under Any Other Competent Business (AOCB).
6. The Committee may call an **Extraordinary General Meeting** (EGM) where it considers that a matter of business requires to be put before the membership before the next following AGM.
7. Subject to the provisions of Clause 3(a)(8) below, the Committee shall call an EGM on receipt of a written motion signed by at least 10% of the membership calling for such a meeting (electronic confirmation of signature being sufficient), setting out the business to be conducted, and accompanied by an explanation as to why the business is being proposed and is of such urgency that it must be considered before the next following AGM.
8. Should the Committee be of the view that the business is not so urgent as to require the holding of an EGM, rather than await the next following AGM, the Chair shall contact all members by email, or by post if necessary, to seek their view as to whether an EGM is required. If a simple majority of responses received within a 21 day period is in favour of holding the EGM, it shall proceed.
9. The Chair shall ensure that at least 21 days' notice of an EGM shall be given, together with a copy of its agenda, unless the matter is deemed by the Committee to be so urgent that a lesser period of notice may be given. The 21 day notice period cannot, however, be shortened in the case of a proposed amendment to the Constitution (see Clause 3(d)(1) below).

- 10.No business shall be dealt with at any General Meeting unless a quorum is present; the quorum for a General Meeting shall be one quarter of the membership of the Association, present in person.
- 11.If a quorum is not present within 15 minutes after the time at which a General Meeting was due to commence - or if, during the meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 12.If the Association Chair is not present and willing to act as chairperson within 15 minutes after a General Meeting was due to commence, the Association Vice Chair shall take the chair, failing which the Committee members present shall elect from among themselves the person who will act as chairperson of that Meeting.
- 13.Any motion before a General Meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting) and may be carried by a simple majority of those present, subject to the provisions of Clause 3(d)(2) below.

#### **b. Management Committee**

1. The Auditor and a Management Committee shall be elected at the AGM.
2. The Committee shall consist of at least six members but no more than 15% of the membership.
3. Each Committee member shall be appointed for a term of three years (unless he or she chooses to stand down early); at the end of his/her period in office, each Committee member shall be eligible for election for a further term of three years.
4. The Committee's office bearers shall include a Chair, Vice Chair, Treasurer, Secretary/Coordinator and Webmaster.
5. The roles of Chair, Vice Chair, Treasurer and Secretary shall be filled by vote of all members present at each AGM, with all other roles to be appointed by the Committee.
6. Outgoing office bearers holding the specified offices of Chair, Vice Chair, Treasurer and Secretary shall be eligible for re-appointment to these roles.
7. The Management Committee may at any time appoint any member of the Association to be a member of the Management Committee, subject to the provisions of Clause 3(b)(2) above; such appointment shall last until the next following AGM, when the member, if wishing to continue, shall submit him/herself for election in the usual manner.
8. The Committee shall complete and maintain an up-to-date register of Committee Members' interests relating to the tourism sector.
9. A member of the Management Committee who has a personal interest, other than that held by every member of the Association, in any matter to be discussed by the Committee must declare that interest at that meeting of the Committee.
- 10.A member of the Management Committee shall not vote at a meeting of the Committee on any matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Association and/or its wider membership; he/she must withdraw from the meeting while an item of that nature is being dealt with.

11. For the purposes of clauses 3(b)(9) and 3(b)(10) above, a Committee member shall also be deemed to have a personal interest in a matter for discussion if his/her spouse/partner **or** any firm of which he/she, or his/her spouse/partner, is a partner, employee or agent **or** any limited company of which he/she, or his/her spouse/partner, is a substantial shareholder, a director, an agent or an employee, has a personal interest in that matter.
12. The Webmaster shall ensure that all amendments to the HOSTGA website are approved by the Committee.

### **c. Committee Meetings**

1. The Management Committee shall meet a minimum of four times a year; any member of the Committee may request the Secretary to call such a meeting.
2. At least 14 days' notice of a Management Committee Meeting shall be given, unless the business is deemed by the Chair to be so urgent that a lesser period of notice may be given.
3. The quorum for a Management Committee Meeting shall be one third of the Committee membership, subject to a minimum of three members requiring to be present.
4. If the Chair is not present within 15 minutes after the meeting was due to commence, the Vice Chair shall take the chair, failing which the Management Committee members present shall elect from among themselves the person who will act as chairperson of that Meeting.
5. The Management Committee shall ensure that minutes are made of all proceedings at General Meetings and Management Committee meetings; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting, once approved.
6. Should any procedural matter not covered in this Constitution arise at a General Meeting or Management Committee meeting, the chairperson will be guided by the relevant provisions of the model constitution for an unincorporated charitable association, as set out on the gov.uk website.

### **d. Constitution**

1. Any material change to this constitution cannot be determined by the Management Committee but must be voted on at a General Meeting in accordance with the provisions of Clause 3(a)(13) above. The Chair shall ensure that information on any such proposed changes is supplied to members at least 21 days prior to the Meeting.
2. Any proposed change to the Aims of the Association, as set out in Section 1 above, shall require to be passed by not less than two thirds of the members present and voting at a General Meeting.
3. Subject to Clause 3(d)(2) above, no change may be made to this constitution that would have the effect of rendering the Association or the Management Committee unable to function, or would run counter to the Aims of the Association.

**e. Discipline**

1. Any office bearer or other member of the Management Committee may be removed from office and/or from the Committee at a General Meeting by resolution of the members by simple majority vote. The member chairing the meeting shall have the casting vote, if necessary, unless the vote relates to his/her own position; in such an event the Member shall vacate the chair for the duration of that item of business. The procedure which must be followed for such removal from office is laid out in Schedule 1.
2. Any Association member in serious or repeated contravention of HOSTGA's Code of Conduct may have their membership withdrawn, following disciplinary process, as outlined in Schedule 1.

**f. Independence**

The Association shall not be joined with, or affiliated to, any other organisation without the approval of the members at a General Meeting.

**4. FINANCE**

**a. Financial Year**

The Association's financial year shall run from 1 October to 30 September.

**b. Use of Funds**

The Association may disburse funds for the following purposes:

1. Purchase of members' public liability insurance
2. Maintenance of the Association's website
3. Production of the Association's Directory
4. Purchase of HOSTGA badges
5. Subsidising HOSTGA meetings, talks and outings where specific charges levied do not cover the costs
6. Subscriptions to outside bodies where membership is considered to further the Aims of the Association
7. Such other expenditure as can be seen to be furthering the Aims of the Association
8. Such other purposes as may be agreed at a General Meeting.

**c. Loans**

All funds remain property of the Association and no loans may be granted to members.

**d. Procedure in the event of winding up**

If the Association is wound up, any remaining funds will be donated to a charity nominated by the Management Committee.

**CONSTITUTION (INCLUDING SCHEDULE 1) AND CODE OF CONDUCT**

SIGNED ..... Swenja Weber ..... (Chair)

## **SCHEDULE 1 (addendum to the Constitution)**

### **Complaints and Appeals Procedure relating to Section D (Discipline)**

#### **1.1 Office Bearers / Committee Members:**

**Procedure:** A request to have an office bearer or member of the Management Committee removed must be made by any 2 members of HOSTGA in writing to the Chair of the Committee, or if the chair is the subject of the complaint, then to the Vice-Chair. Initially the Chair or Vice-Chair and two Committee members will try to resolve the issue informally with the member. Failing this, all members of HOSTGA must be notified of the Extraordinary General Meeting at least 21 days prior to the meeting.

#### **1.2 All members of HOSTGA:**

**Procedure:** Any member may raise concerns about the conduct of another member with the Chair or Vice-Chair. Where two members raise such concerns in writing, the Chair or Vice-Chair and two Committee members shall investigate and attempt to resolve the issue or dispute or problem informally with the member concerned. If informal dispute resolution fails, one warning letter shall be sent, recorded delivery, to the member, who shall have 14 days from the date of posting, to respond. Thereafter, if necessary, the Management Committee may initiate the process to withdraw a member's membership. This shall be done by an initial hearing by the Chair or Vice Chair and two Committee members.

14 days' notice of the date of the hearing shall be given to the member concerned, and this notice shall include the substance of the complaint against the member. The member is entitled to bring a named supporter with them to the hearing, and to present any evidence they wish in their defence.

The findings of the hearing are to be intimated to the member in writing within 5 working days. At this stage, If the Management Committee feels it is necessary, they may suspend the member, with immediate effect and without prejudice, while disciplinary actions are ongoing.

The member has the right to appeal the findings of the panel and may bring a named supporter to the Appeal. This appeal shall be heard at an Extraordinary General Meeting of the Association, which requires to be quorate (as per the terms of the constitution). All members of HOSTGA must be notified of the EGM at least 21 days prior to the meeting. After hearing the appeal, the members shall vote upon a resolution proposed by the Management Committee regarding the disposition of the appeal. If needed, the Chair shall have the casting vote.

A letter containing the decision shall be sent, recorded delivery, to the member within 5 working days of the hearing. This decision is final.



## **CODE OF CONDUCT FOR THE HIGHLANDS OF SCOTLAND TOUR GUIDE ASSOCIATION**

Members of HOSTGA subscribe to the following Code of Conduct.

### **1. Reliable service.**

Members will ensure that:

They arrive punctually for each engagement. This should be at least fifteen minutes before the start of any tour. (Often thirty minutes for cruise ships).

They have the appropriate contact number to inform their employer if they are late.

They provide a service of care and courtesy to ALL their clients.

They appear appropriately and professionally dressed and groomed at all times. Casual clothing such as jeans or trainers is generally not appropriate, although, if tidy, could be suitable for a nature walk.

They maintain the highest professional standards of conduct and language when dealing with clients and colleagues. Whilst personal or political opinions may be voiced, guides must be sure that they are entirely appropriate to the tour. Members should take due cognisance of cultural differences and be very careful not to cause offence by swearing or telling inappropriate jokes.

They be and remain aware of their Health and Safety responsibilities to their clients and others.

They accompany clients to ensure all is well at any recommended viewpoint, beauty spot or refreshment stop before taking a break themselves.

They are available for guests' questions at all times, within reason. Members must realise that they have limited personal time during a tour. Guides should not eat, drink (apart from water) or smoke except at designated stops.

It is vital that members of HOSTGA in no way compromise their ability to make rational decisions while in charge of clients by drinking alcohol or using drugs, irrespective of whether they are driving or not. As a practical guide for each member, they should not exceed the legal limit for drink-driving or use any illegal substances.

Members should always know how many guests are in their group by counting them at suitable times throughout the tour.

## **2. Rules and regulations.**

All health and safety regulations relevant to a particular tour must be observed by the guide and the attention of the group drawn to such regulations in good time, in particular where there may be a language problem.

In-house rules and requirements of individual sites and buildings must be adhered to and drawn to the attention of group members.

## **3. Information and presentation.**

Members must be suitably prepared for every tour and be up-to-date with any new developments.

Members must endeavour to find out as much information about their group's interest and backgrounds as they can.

Members will provide an interesting commentary relevant to the surroundings they are passing through and, whenever possible, tailored to their guests' interests.

Members should add to their knowledge and maintain their guiding skills on a regular basis to maintain standards.

Members should only guide in their own language and languages for which they have qualifications and training.

Members should always carry a map of the area they are guiding in so that the group's location can be easily indicated.

## **4. Coach Tours.**

Before a coach tour begins, but when all guests are seated, members will be expected to introduce themselves and the driver and then go through the Health and Safety drill; seat belts, emergency exits, fire extinguisher, first aid kit.

Members should not stand and deliver a commentary when the coach is moving, no matter how slowly. It is not only unsafe but illegal.

## **5. The Tourist Industry.**

Members should act fairly and reasonably in their dealings with the tour organiser.

Members should consult the organiser where difficulties arise which are not immediately within the guide's competence or remit to resolve, and submit fair and accurate accounts and documentation promptly on completion of the tour.

Members should treat fellow-guides, drivers, tour managers, on-site and hotel staff with professional courtesy and co-operation.

Members should refrain from discussing personal or operational issues in front of clients unless this is necessary to gain their confidence and co-operation.

## **6. The Environment.**

Members should be aware of the environment and adhere to national codes like the Access Code.

All litter and waste foodstuffs, such as apple cores, should be disposed of in a bin.

Members should avoid situations where their group's activities could disturb or stress wildlife. If this is unavoidable then any disturbance should be minimised.

The environment you are guiding in should be treated with respect and the motto of "leave only footprints take only pictures" should be demonstrated and promoted.

## **7. General.**

Members are expected to uphold the highest standards and do nothing that may bring the Association into disrepute.

**Code of Conduct as agreed by HOSTGA AGM 16/11/19**