NATIONAL FEDERATION OF TOURIST GUIDES and AFFILIATES

CONSTITUTION

ARTICLE 1: DEFINITIONS AND THE LEGAL NATURE OF THE FEDERATION

1.1 The name of the organisation shall be The National Federation of Tourist Guides and Affiliates hereinafter referred to as the “NFTGA”. The letters NFTGA will be recognised as an abbreviation of the organisation’s name.

1.2 The NFTGA shall be a voluntary organisation, incorporated under common law with the public benefit objectives of broadly promoting the interests of Tourist Guides in South Africa, as detailed in Article 2.

1.3 A Registered Tourist Guide, for the purpose of this Constitution, is defined as a qualified and active tourist guide having a current registration ID Card, issued by the relevant Provincial Registrar, as stipulated in the Tourism Act No 3 of 2014 (and subsequent amendments thereto).

1.4 The relationship between the NFTGA and its members or office-bearers:

1.4.1 The NFTGA shall have its own legal identity and existence, separate and distinct from that of its members or office-bearers, and;

1.4.2 as such, its continued existence shall be one of perpetual succession, notwithstanding any changes in the composition of its membership or office-bearers.

1.4.3 The members or office-bearers of the NFTGA shall have no rights in the property or other assets of the organisation solely by virtue of their being members or office-bearers.

1.4.4 The income and property of the NFTGA shall not be distributable to members or office-bearers, except as reasonable compensation for services rendered, or as a refund for expenses incurred on behalf of the NFTGA.

1.5 The financial and tax status of the NFTGA:

1.5.1 The NFTGA shall abide by the stipulations of the Non-Profit Organisations Act, No 71 of 1997, and shall not pursue profit or gain, either for itself or for the members or office-bearers, but shall use any money earned to further the public benefit objectives of the NFTGA.

1.5.2 The NFTGA shall apply to the South African Revenue Service for approval as a Public Benefit Organisation in terms of Section 30 of the Income Tax Act, No 58 of 1962.

1.6 The powers of the NFTGA shall include, but not be limited to:

1.6.1 conduct legal proceedings in its own name;

1.6.2 conduct financial transactions by means of its own banking account;

1.6.3 institute or defend any legal or other proceedings and to settle any claims;

1.6.4 prudently invest funds of the NFTGA;

1.6.5 buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the NFTGA;

1.6.6 borrow and use the property or assets of the NFTGA as security for borrowing;

1.6.7 exercise all management and executive powers ordinarily vested in a Company Board of Directors, and

1.6.8 carry out all the powers and authority of the NFTGA in South Africa or in any other part of the world.

1.7 The organisational structure of the NFTGA:

1.7.1 The NFTGA shall have a relatively simple organisational structure consisting of voting Full Members, non-voting Affiliate Members and an EXCO;

1.7.2 The mechanism for governance shall be vested in the EXCO, supported by project or task specific committees appointed as and when needed.
ARTICLE 2: OBJECTIVES

2.1 To promote and maintain, among members of the NFTGA, the highest standards of professionalism. To this end, the NFTGA shall publish and promote a code of ethics for the conduct of all members. The Code of Conduct is attached as Annexure A.

2.2 To organise and/or arrange educational courses, lectures, workshops and excursions for the Continued Professional Development (CPD) of members through accredited training providers or endorsed domain specialists, and to distribute pertinent information to members via electronic media.

2.3 To establish a voluntary Mentorship Programme (mentorship committee), where experienced guides will be available to assist in the career development of trainee and aspirant tourist guides. This programme will thus support and contribute to transformation in the industry, and to the maintenance of growth and employment opportunities in the tourist guiding sector.

2.4 To establish a voluntary Upliftment and Transformation programme (transformation committee) where enthusiastic guides will encourage the youth to become tourist guides. In so doing, the youth will be better equipped to access employment opportunities in the tourism industry.

2.5 To take appropriate measures to promote, support or oppose tourism industry related legislative issues that impact on the members’ interests.

2.6 To provide limited guidance and support with respect to tourism industry related legal issues between tourist guides and tour operators.

2.7 To protect, promote and develop the general interest of its members, in dealings with government departments, authorities, parastatals, operators, agents, and the public.

2.8 To seek cooperation with industry bodies having similar interests, particularly with respect to point 2.2 through to point 2.7.

2.9 To establish suitable agreements with affiliated industry bodies, in order to offer tourism related member benefits, coordinated safety warnings and post-incident trauma counselling.

2.10 To set up 2 voluntary informal activities programmes (social committees), whose aims it will be to:

- promote goodwill and team spirit amongst tourist guides by arranging outings and fun events, and
- activate opportunities for social upliftment through involvement with communities and youth awareness programmes (in cooperation with the transformation committee).

ARTICLE 3: MEMBERSHIP OF THE NFTGA

The EXCO may decide from time to time to set or adjust membership fees. Membership shall comprise of Full Members, Affiliated Guide Members and Affiliated Industry Members. The full fee structure including other payments that may be made by members is attached as Annexure B.

3.1 Full Membership

3.1.1 Full Membership is only open to Tourist Guides as defined above in terms of the Tourism Act No 3 of 2014 (and subsequent amendments thereto).

3.1.2 The EXCO may accept or decline Full Membership for valid reasons including, but not limited to misconduct relating to the Code of Conduct as attached.

3.1.3 Only Full Members whose NFTGA subscription fees are up to date shall have voting rights.
3.2 Affiliated Guide Membership

3.2.1 The NFTGA strives to protect, promote and develop the interest of its members by encouraging the use of registered tourist guides. As a means of facilitating this, four tiers of Affiliated guide membership are defined:

- Registered tourist guides as defined above in terms of the Tourism Act No 3 of 2014 (and subsequent amendments thereto), and whose NFTGA subscription fees are not fully paid up to date;
- Trainee tourist guides (tourist guides who have not yet completed their studies, and/or are waiting for accreditation);
- Honorary tourist guides (tourist guides who have been guiding for at least 25 years and are no longer actively guiding);
- Aspirant tourist guides (currently illegal guides, who commit to completing an accredited guiding qualification as laid out in Annexure C). Such a qualification will enable them to be competent guides, able to provide quality experiences to tourists, thus strengthening the profession and tourism in general. Aspirant tourist guides will thus be positioned to further their career within the guiding sector, with the support of the voluntary mentorship programme.

3.2.2 The EXCO may accept or decline affiliated guide membership for valid reasons, including but not limited to misconduct relating to the Code of Conduct as attached.

3.2.3 Affiliated guide members may attend and participate in meetings of the NFTGA but shall have no voting rights.

3.3 Affiliated Industry Membership

3.3.1 Affiliated industry membership is open to any sector of the tourism industry that subscribes to the objectives of the NFTGA.

3.3.2 The EXCO has the discretion to accept or decline affiliated industry membership. The tourism industry sectors may include training service providers, coach drivers, tour operators, wheels operators, travel agencies, hospitality and other tourism related entities and establishments.

3.3.3 Affiliated industry members may attend and participate in meetings of the NFTGA but shall have no voting rights.

3.4 Termination of membership

3.4.1 Full Membership shall be terminated if fees are outstanding for 3 (three) months after the due date as stipulated in Article 4 of this Constitution. Membership may be reinstated upon payment of all outstanding and current amounts due.

3.4.2 Guide members may have membership revoked as outlined in Article 6 of this Constitution in the event of misconduct.

3.4.3 Industry members may have their membership revoked should it be evident that they do not subscribe to the objectives of the NFTGA.

ARTICLE 4: THE EXCO

4.1 Composition of the EXCO (all fiduciary responsible office bearers):

The EXCO will be composed of 6 (six) Full Members acting as:

- Chairperson;
- Vice-Chair 1 responsible for Social Responsibility Compliance;
- Vice-Chair 2 responsible for Fiduciary Oversight;
- Media Liaison;
- Legal Advisor and
- Treasurer.

In addition, any 2 (two) other Members will be appointed to the EXCO, where one will fulfil the role as Secretary.
4.2 Primary functions of the EXCO include but are not limited to:

- performing an executive and supervisory function;
- ensuring that the objectives of the NFTGA are fulfilled;
- holding in-house disciplinary hearings prior to escalating matters to the relevant Provincial Registrars;
- ensuring confidentiality and privacy for all discussions on contentious issues,
- collaborating on policies and procedures for conflict resolution and grievances at EXCO level, and within the Federation,
- making representations where necessary to government and other bodies;
- representing guide interests with local tour- and travel-related operators and agents;
- determining membership fees from time to time, and notifying members thereof, and collecting fees due. (Membership fees shall be due on the first day of MARCH of each year);
- organising or arranging educational courses, lectures, workshops and excursions appropriate to the needs of the members through qualified training providers, or endorsed domain specialists;
- overseeing the establishment of committees and appointment of their members as shall be necessary, for the purpose of delegating specific duties;
- liaising with other bodies, and
- contributing to the quality of meetings by knowing and understanding the meeting procedures adopted.

4.3 Duties of the Chairperson include but are not limited to:

- overseeing the distribution of funds and other assets of the NFTGA as approved by the EXCO;
- opening the necessary banking account with any other 2 (two) members of the EXCO. (Banking signatures to be amended as and when required with the approval of the full EXCO).
- providing details of any outgoing transactions to be submitted to the full EXCO as and when required;
- entering into and signing any contracts or documents in the name of the NFTGA, and instituting, conducting, defending, compounding or abandoning any legal proceedings by or against the NFTGA;
- dealing with any matters not specifically provided for in this Constitution, in such manner as may be appropriate;
- setting a regular time before each EXCO meeting to review the agenda with the Secretary, and ensuring that each item is suitably resourced to facilitate discussion toward decision or agreed action;
- collaborating on starting and ending meetings and more formal discussions on time;
- collaborating to ensure a clear distinction between the work of the EXCO and that of committees and sub-committees;
- collaborating on mentoring or nurturing future successor and ensuring a clear role for the predecessor;
- collaborating on monitoring and improving the performance of the EXCO;
- producing a budget at the AGM, with inputs from the Treasurer, and being accountable for funds administered.
- Only the Chairperson and the appointed Media Liaison may give statements on behalf of the NFTGA to the media.

4.4 Duties of the Treasurer include but are not limited to:

- issuing an official receipt to members in respect of the membership fees that have been paid;
- ensuring that monies received are recorded, receipted and banked;
- ensuring that monies paid out are duly recorded;
- providing advance reminders to EXCO of obligated payments due;
- providing an annual budget, and monthly cash flow projections via email to all EXCO;
- supplying detailed information and giving advice on all financial aspects of the organisation’s decisions and activities;
- submitting the books for revised audit as directed by EXCO;
- ensuring that investments on behalf of the organisation are managed as directed by EXCO;
- ensuring that the organisation’s financial records and documentation are processed and maintained, and
- presenting reports to EXCO on all financial negotiations on behalf of the organisation.
4.5 Duties of the Secretary include but are not limited to:

- preparing the agenda with the Chairperson and circulating it prior to each meeting, setting out items of business to be considered;
- preparing board documents for EXCO;
- ensuring that the minutes are clear, concise, correct and legible record of all motions or decisions considered and actions agreed upon, and feature an action column;
- recording minutes at each meeting;
- ensuring that previous minutes are without error or addendum, for signature by Chairperson;
- retaining the official minute book where the signed minutes are entered;
- ensuring that the minute book is to be available at each meeting;
- ensuring that copies of the Constitution are available at the AGM;
- keeping the register of Association, EXCO, committee and sub-committee members are up-to-date;
- ensuring that a list of correspondence is presented at the AGM, and an EXCO filing system retained;
- ensuring that EXCO correspondence is replied to or processed in accordance with EXCO decisions;
- ensuring that all EXCO decisions that are not delegated to other EXCO members, are processed, and
- ensuring that the documentation and archives of the organisation are maintained.

4.6 Election and term of office:

4.6.1 The EXCO shall be elected at the Annual General Meeting, from the list of nominees, by those Full Members eligible to vote either in person or by proxy. Nominations of candidates for election as EXCO must be:

- made in writing, and accompanied by the written consent of the candidate (that may be endorsed on the form of nomination); and
- delivered to the Secretary of the NFTGA not less than 30 (thirty) days before the date fixed for the holding of the AGM, who will ensure that the Nomination Committee receives all nominations.

4.6.2 The terms of office for the various portfolios will differ as follows:

- Chairperson shall be elected for a 3 (three) year term;
- Legal Advisor shall be elected for a 3 (three) year term;
- Media Liaison shall be elected for a 3 (three) year term;
- Vice-Chair 1 – Social Responsibility Compliance shall be elected for a 2 (two) year term;
- Vice-Chair 2 – Fiduciary Oversight shall be elected for a 2 (two) year term;
- Secretary shall be elected for a 2 (two) year term;
- Treasurer shall be elected for a 2 (two) year term and
- Industry Representatives shall be elected for a 2 (two) year term.

4.6.3 Members of the EXCO shall be eligible for re-election but may only be re-elected for a maximum of three terms.

4.6.4 The EXCO shall meet once a year, besides the AGM. A quorum for these meetings shall consist of 4 (four) Full Members of the EXCO. These meetings may be held over electronic media.

4.6.5 In the event of vacancies occurring on the EXCO, the remaining EXCO members shall be authorised to elect a Full Member or an Affiliated Industry Member (as dictated by the vacant portfolio) to fill such vacancies, and who may hold office until the next Annual General Meeting.

4.7 Working Committees

Various working committees will be established and will execute their duties as per the EXCO terms. The head of the committee will appoint members and sub-committees, with the approval of the majority of the EXCO, as need be.

4.8 Rights, Powers and Duties of Office Bearers

The EXCO is the governing body of a non-profit organisation and is legally accountable to the body of members for its decisions, actions and obligations, and to always act on their behalf and in their interest. The EXCO directs and monitors the financial and operational performance of the legal entity through a formally established and endorsed strategic, policy and financial framework.
ARTICLE 5: MEETINGS

5.1 AGM:

5.1.1 The AGM will take place within ten months after close of the financial year.
5.1.2 For the purpose of properly constituting an AGM, not less than 21 (twenty-one) days’ notice shall be given to the members of the NFTGA, calculated from the date of the posting thereof on the NFTGA web page and on its Social Media pages.
5.1.3 The notice convening an AGM shall include an agenda of matters for discussion, and as applicable, nomination and proxy forms, and the minutes of the previous AGM.
5.1.4 The accounting records shall be presented at the AGM as an annual report inclusive of the revised financial statements.
5.1.5 All members may attend the AGM, but only Full Members shall have the right to vote.
5.1.6 Minutes of the proceedings shall be recorded. Such minutes shall be signed by the Chairperson of the meeting as evidence of their correctness.
5.2 General rules applicable to Special or Extraordinary Meetings:

5.2.1 The EXCO may convene special and extraordinary meetings by giving not less than 14 (fourteen) days’ written notice (email or other suitable electronic media) of such a meeting.
5.2.2 The EXCO shall record minutes of all of their proceedings. Such minutes, when confirmed at the next meeting, shall be signed by the Chairperson of the meeting as evidence of their correctness.
5.2.3 An attendance register will be kept of all meetings.
5.3 Quorum and Voting:

5.3.1 Full members of the NFTGA and who have paid all outstanding fees, shall be entitled to one vote at any meeting, and voting shall be by a simple majority. The Chairperson shall have a casting vote in the event of a deadlock.
5.3.2 A quorum at an AGM shall consist of 20 Full Members.
5.3.3 A quorum at any special or extraordinary meetings shall consist of 4 (FOUR) Full Members of the EXCO.
5.3.4 If there is no quorum, the meeting shall stand adjourned and reconvene at a later date.
5.3.5 Elections of office bearers and voting on other matters shall be limited to Full Members in person by show of hands, or by proxy. Such proxy shall be submitted via email forwarded to the Chairperson.
5.3.6 AGM’s and Special or Extraordinary Meetings shall be chaired by the Chairperson or, if not available, a Chairperson shall be elected by a simple majority of those Full Members either in person or by proxy, from the EXCO members present.
5.3.7 All meetings may be held via electronic media.

ARTICLE 6: DISCIPLINARY HEARINGS

6.1 If a complaint is received about a member, then the EXCO may hold a hearing where the member concerned shall be given the opportunity to state their case.
6.2 However, if the EXCO, at such a hearing, decides by simple majority that the member has behaved in a manner prejudicial to the objectives of the NFTGA, then such member may either be given a written warning of possible termination of membership, or membership may be terminated. This shall be confirmed in writing (via email) to the member within thirty days.
6.3 Moreover, if termination of membership is decided, then a three-quarter majority approval from the EXCO is required.
6.4 Appeals by the member concerned may be made within thirty days of such notice as referred to in 6.2 to the EXCO.
6.5 Up to this stage, all matters concerning such complaints shall be strictly confidential, however, copies of the decision made by the EXCO, will be kept on file for a period of five years.

6.6 Should the member be dismissed by the EXCO, the matter may be referred to the relevant Registrar (with all relevant documentation) for further disciplinary action. Permanent termination of membership from the NFTGA will be determined by the outcome of the Registrar's decision.

ARTICLE 7: APROVAL AND AMENDMENT OF CONSTITUTION

7.1 The Steering Committee will serve as the first EXCO and Nomination sub-committee during the start-up phase of the NFTGA, and for the purpose of continuity shall remain in place for a full term as stipulated in Article 4 once the Constitution is approved and adopted.

7.2 For the purpose of amending this Constitution, not less than 21 (twenty-one) days' notice shall be given to the members of the NFTGA, calculated from the date of the posting thereof on the NFTGA web page and on its Social Media pages.

7.3 Amendments to this Constitution may thereafter only be adopted if proposed by the full EXCO with the secondment of no fewer than 20 (twenty) Full Members to vote.

ARTICLE 8: LIMITED LIABILITY AND INDEMNITY

8.1 The NFTGA is not formed for any purpose of gain, and no member shall be liable for any debts or obligations of the NFTGA either in a collective or individual capacity.

8.2 Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the NFTGA shall be indemnified by the NFTGA for all acts done by them in good faith on its behalf.

8.3 Subject to the provisions of any relevant law, no member of the NFTGA or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the NFTGA, that may occur in the execution of the duties of their office, unless it arises as a result of their own dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

ARTICLE 9: ACCOUNTING PRACTICES

9.1 Revised financial statements:

9.1.1 The financial year shall be from the first day of March to the last day of February of the following year.

9.1.2 The NFTGA shall keep accurate and complete accounting records, that will be filed and be accessible at the registered office.

9.1.3 The accounting records, as per the standards of generally accepted accounting practice, shall be presented at the AGM as an annual report inclusive of the revised financial statements.

ARTICLE 10: WINDING UP AND DISSOLUTION

10.1 If the continued existence of the NFTGA is for any reason considered to be no longer justified, then a decision shall be taken at an AGM or at an Extraordinary or Special Meeting convened for that purpose.

10.2 A decision of dissolution shall be passed at the meeting by simple majority vote.

10.3 Should the NFTGA be dissolved, it shall have to pay off all its debts. After doing so, if there is property or money remaining after all its liabilities have been met, this may not be paid out to members, but must be transferred in some way to another non-profit organisation having similar objectives.

10.4 The decision as to the selected beneficiary non-profit organisation may be taken at the same meeting.
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