

The Institute Of Professional Tourist Guides Of Southern Africa Constitution

1.LEGAL STATUS The Institute has legal status as a corporate body under the common law of the Republic of South Africa. The laws of the Republic of South Africa shall govern the Constitution and the rights and obligations of members of the Institute.

2.STATEMENT OF PRINCIPLES

•**Preamble and Naming** - The Institute believes that the South African tourism sector, as a key economic and social engine of development, requires a strong Tourist Guiding thrust to ensure equitable and responsible tourism growth and transformation. To achieve this, Tourist Guiding has to be elevated to a national priority as a professional body and sector to impact meaningfully on the tourism value chain.

In order for Tourist Guiding to be a fully recognised and have proper representation as a leading stakeholder in the development of tourism in South Africa in general, but Professional Tourist Guiding in particular, support for this establishment as a national body, representing the interests and values of tourist guides in South Africa, is of vital importance. To this effect a national independent body will be established based on strong professional and ethical codes of conduct. Such Tourist Guides, whatever their specialisation, shall be included in terms of a constitution and the definition of the Tourism Bill (Act 3 of 2014) of South Africa, and/or any subsequent amendments. Such a body shall be named “The Institute of Professional Tourist Guides of Southern Africa”.

•**Vision:** To promote and maintain a platform of recognised professional Tourist Guides in Southern Africa.

•**Mission:** Contribute to the development of professional guiding and invest and support members by improving their capacity and abilities

•**Interaction:**The Institute shall interact and engage with government, the World Federation of Tourist Guide Associations, Tourist Guide Associations of Africa, stakeholders and private business as an equal entity, towards achieving synergy for a national tourism culture, policy and strategy for Southern Africa as a tourist destination. The Institute fully recognises the historical exclusion of the disadvantaged people of South Africa from participation in the mainstream of the South African tourism industry. Mindful of this reality, it is a fundamental principle of the Institute to cooperate, collaborate and support interventions that ensure the inclusion and development of historically disadvantaged communities of the tourism industry.

•**Neutrality:** Trust in seeking to constructively influence macro and micro tourism policies, tourist guiding strategies and functions, the Institute will act from a position of political, ethnical and religious neutrality and mutual trust as a fundamental to its structures, proceedings and objectives.

•**Consensus:** The consensus principle is fundamental to the proceedings of the Executive Committee in the belief that it best serves representative decision-making by the Institute.

•**Objectives** It is the objective of the Institute to:

- Be a unified body representing Professional Tourist Guides, to which government and industry can both refer to and negotiate with on all matters relating to the Tourist Guiding Sector;
- Deepen the value chain in tourism by working with government, training providers, employers and service providers in raising the profile of Professional Tourist Guides, to

increase the level of professionalism and satisfaction amongst service users and thus Southern Africa as a preferred tourist destination;

- Offer members ongoing opportunities with monitoring of high standards of quality in training, education and professional development;
- Facilitate the provision of benefits to members including conciliation services, collective representation to government and employers, remuneration and basic conditions of employment, negotiations, preferential professional insurance and medical aid rates amongst others.

3.DEFINITIONS AND INTERPRETATION

In this Constitution, unless the context otherwise indicates:

- The heading to the respective clauses is for reference purposes only. They shall not be taken into account in the interpretation of this Constitution.
- The singular shall include the plural and vice versa. The male gender shall include the female and neuter genders and vice versa.
- The following words and expressions shall bear the meanings assigned to them hereunder.
- Tourist Guide** – a Registered Tourist Guide as circumscribed in the principal act (Tourism Act 3 of 2014) and subsequent amendments.
- Member** – any bona fide membership category as defined by the definition of a fully registered Tourist Guide, as regulated and enacted in the Republic of South Africa, and SADC countries, and who has thus joined the Institute. Any nominated and elected person shall be a member in good standing,
- Registered Professional Designation** - Professional Tourist Guide (PrTG)
- The Board** - Five members of the registered NPC registered with the CPIC of South Africa
- The Executive Committee -The EXCO** – the committee within the Institute defined within the Constitution with persons duly nominated and elected.

A Secretariat will be established by the EXCO.

- The Institute**- the IPTGSA, as a registered and defined voluntary organisation of tourist guides as determined.
- Special Resolution** – A Resolution is only passed by a majority vote of the EXCO.
- Quorum**- Quorum is understood as being ten percent (10%) of full members at the date of the notice.
- In the event of a quorum not being present a new meeting date is to be announced and held within 30 days. Members in attendance at this deferred meeting will constitute a quorum. This may however not be applied for revisions to the Constitution and for dissolving of the institute.

•Notice

- Any notices for all purposes of this Constitution shall be in writing.
- The notice shall be deemed to have been received by the Member to whom it is addressed by any of the following:
 - At the time of delivery if couriered or hand-delivered, or
 - on the 7th (seventh) day following the posting in the Republic of South Africa excluding the day upon which it is posted, or
 - at the time of delivery if sent via facsimile, or at the time of delivery if sent via electronic mail.
- A notice actually received by a Member of the Institute shall be deemed to be a notice in terms of this clause.
- Year** – The financial year of the Institute shall run 1st March to end of February
- Budget** – A budget as determined in paragraph 10.

4.MEMBERS

The Institute shall entertain just three categories of members within its ranks.

Membership Categories

•**Aspirant member** An Aspirant Member complies with most application criteria save for time-related experience. The membership fee is 50% of Full membership.

•**Professional Membership.** Any registered Tourist Guide complying to application requirements.

•**Honorary Membership.** The EXCO may grant Honorary Membership to any person or organisation who, in its opinion, has contributed significantly to furthering the objects of the Institute or have been a continuous full member for 10 years.

•Obligations of a Member.

Each Member shall abide by the Institutes's

•Code of ethics and conduct.

•Termination and disciplinary policies of membership.

•Members who fail to comply with obligations every member agreed to, or act contrary, or counterproductive to the interests of the institute may be terminated. Such termination notice is to be given in writing. The Institute reserves the right to recover monies owing by the member concerned

5.NATURE OF THE INSTITUTE:

•The Institute is a corporate body under the common law of the Republic of South Africa known as a universitas personarum.

•The Institute has perpetual succession. Thus:

•The Institute continues as an entity notwithstanding changes in and of its membership.

•The Institute holds its assets distinct from its Members. No Member has any right, title, claim or interest to the assets of the Institute by reason of its membership.

•The Institute does not have the object of carrying on any business that has for its own object the acquisition of gain for itself or its Members.

•The Institute is not permitted to distribute any of its gains or profits to an individual.

•The Institute is required to utilise its funds solely for investment or for the object for which it has been established.

6.POWERS, RESTRICTIONS AND DISSOLUTION OF THE INSTITUTE

Powers

The Institute may exercise the powers conferred on it under this Constitution. This includes power:

•To appoint agents and employees as it deems fit.

•To acquire in any manner suitable property for the use of the Institute

•To borrow monies, subject to Clause 6, as required by the Institute in the performance of its functions or the exercise of its powers.

•To secure the repayment of monies borrowed by it, including interest thereon, in any manner that the EXCO may determine.

•To invest any monies of the Institute in any Deposit-Taking Institution.

•To remunerate any person for services rendered in organising or managing of the affairs of the Institute.

•To open bank accounts and, subject to Clause 6, to overdraw such accounts. To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments of any kind.

- To apply for any law, order, regulation or other authorisation or provision that is to the benefit of the tourism industry, either directly or indirectly and equally to oppose any bills or law, actions or applications that may prejudice the interests of the tourism industry.
- To use such means as are required to publicise the objects of the Institute.
- To take out any insurance against any loss that the Institute may suffer.
- To merge with or enter into any reciprocal agreement with any other body or organisation which has similar objectives.
- To employ, dismiss and remunerate employees. The Institute can further establish and contribute to a pension, medical aid and/or other like funds for the benefit of any employee. This effort must also investigate the possibility to incorporate the members of the Institute.
- To collect and disseminate information about the tourism industry and about policies or practices related thereto.
- To enter into any agreements for the purposes of the Institute and its members.
- Generally to do all such things as may be conducive to the attainment of the objectives of the Institute.
- The Institute shall not have the power, save with the approval by Special Resolution, to alienate any immovable property or real rights of which it is the owner.
- The Institute may not lend monies to Members, unless with the full approval of the EXCO.

•**Restrictions**

The powers of the Institute are restricted in the following aspects, namely:

- The Institute may not borrow any monies except to finance any shortfall or deficit, including a temporary shortfall or deficit, in its funds, without majority approval from the Exco.
- The Institute shall not have the power to encumber any of its assets unless a Special Resolution has approved been by the majority of the Board.
- Financial Responsibility: Members of the Board shall be liable, jointly or independently, for the debts and/or obligations incurred by the EXCO

•**Dissolution**

In the event of dissolution of the Institute for any reason whatsoever, on the conclusion of all financial matters, any remaining finances or assets are to be disposed of as follows:

- All assets and remaining finance to be handed over to full members on a pro-rata basis.

7.STRUCTURE AND COMPOSITION OF THE INSTITUTE.

The Inaugural Conference of the INSTITUTE. The Institute shall be established (in terms of this Constitution) and by way of a resolution at an Inaugural Conference adopting the constitutional provisions of the agreed Constitution and confirmed by such a conference. Such a step brings into being the envisaged structures and powers, rights and obligations of the Institute as a body.

Structures and Functioning

- The Institute shall have a Board (herein "the BOARD") composed of Five bona fide elected members. For sake of continuity three members shall be up for reelection after every two years.
- The Institute shall have an Executive Committee (herein "the EXCO") composed of bona fide elected members. Such members shall serve for a 2 year period, by which time members will nominate representatives who can be re-elected or newly elected.
- The EXCO shall be composed of a Chairperson, Vice-Chairperson, and Treasurer and five (5) additional members. In the event of any election failing to fill any vacant positions on the EXCO, they shall be filled by the EXCO co-opting members. Decisions must be approved with a two-thirds majority.
- The AGM shall be the highest and final decision making body of the Institute.

- The operation and functioning of the BOARD shall be in accordance with the constitution and its provisions.

- The BOARD shall physically meet at least once every quarter in each financial year.

- The EXCO is to establish a Section 21 Company in terms of the Companies Act, 1973, for the purpose of managing and/or controlling specific funded resourced projects and units, assets and revenue streams to support the program of action for full members. The duly elected BOARD will be the member-directors of the Section 21 Company. (NPC Company Registration Number:2011/109026/08)

- The EXCO shall also inter alia:

Define and formalise the internal policies and procedures of the Institute.

Structure and finalise staffing for the Institute on recommendations of the members

Set up appropriate committees and work teams, on the recommendation of the EXCO.

Approve the annual and 6 (six) monthly budget framework of the Institute.

Finalise the national business plan

8.ANNUAL GENERAL MEETING

- The Annual General Meeting (AGM) shall be the bedrock of the Institute's structures and shall be an annual meeting as envisaged within the Constitution.

- The Inaugural Conference shall elect the representatives to the EXCO and mandate its representatives around the affairs and offices of the Institute.

- The AGM shall be launched following the Inaugural Conference and shall be an annual event.

•Proceedings

- The notice of the AGM shall be issued a minimum of 3 months in advance.

- Extraordinary General Meetings may be called for by the powers vested on the AGM, the committee or by ten percent (10%)of the members at the date of submission.

- Motions or petitions by a member for inclusion into the agenda of the AGM are to be submitted in writing to the committee by at least 60 days prior to the AGM. The member is to furnish the major reasons and concerns to the committee. Secrecy or anonymous submissions will be discarded.

- Member invitations with Agenda for the AGM are to sent out at least 30 days prior to the AGM date in an appropriate form of communication.

- The AGM is empowered to only deal with Agenda items as listed and published therein. However additional agenda items submissions may be entered on the day. In order to be taken up in the meeting, they need to attract a two-third majority vote or the chairperson's sanction before they are entered into for debate. This may however not be applied for revisions to the Constitution and for dissolving of the institute.

- At any AGM a resolution put to the vote shall be decided by majority vote.

- The business of the AGM shall be to:

- Confirm the minutes of the previous AGM.

- The Treasurer will table the audited annual financial statements and report of the preceding year.

- The Treasurer will table the Budget for the ensuing year.

- Appoint Auditors qualified to act as such under the Public Accountants and Auditors Act 51 of 1951.

- Receive the report of the Chairperson

- Debate items listed on the Agenda.

- Full members present will elect members to the EXCO provided quorum is present.

9.ACCOUNTS

The EXCO shall endeavour to be kept such accounting records as may be required to reflect

the financial affairs of the Institute.

The Treasurer shall, in accordance with generally accepted accounting practice, submit an income and expenditure statement and balance sheet for the previous year. This shall be forwarded to all members. A copy of the annual financial statements, which are to be laid before the EXCO, shall be presented to and approved by them prior to the AGM and such documents shall be available for perusal, not less than 21 (twenty-one) days prior to the date of the AGM.

10.BUDGET

The Treasurer, in consultation with the EXCO, shall submit a Budget 6 (six) weeks prior to the end of each year. Such Budget shall reflect the proposed income and expenditure for the ensuing year and the proposed year. Such budget must be presented and approved at the end of year BOARD meeting.

11.AMENDMENT OF THIS CONSTITUTION

Application for amendment to the constitution may be put forward by the committee or by a minimum of 10% of members as of the date of submission.

Amendments to the Constitution require a two-thirds majority vote of members in attendance at the AGM, provided quorum is present

Amended and accepted on 20 June 2014 by all present at the Inaugural meeting.

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