



# **Constitution of the Offroad Guides And Tour Operators Association (OGATO)**

## **1. Name and legal status**

1.1 The name of the Association is, “Offroad Guides And Tour Operators Association” referred to hereinafter as, “The Association”. It may also from time to time make use of the shortened version; OGATO.

1.2 The committee may adopt such identity marks, designs and logos as seen fit by The Committee.

1.3 The Association is a juristic person, with perpetual succession, having all the powers in law of a juristic person, together with such powers as may be specifically conferred on it by this constitution.

1.4 All legal proceedings by and against The Association may be brought and defended by The Association. The Chairman and Secretary shall have the power to institute proceedings on its behalf and in its name when authorised thereto by The Committee.

## **2. Mission**

To represent and assist South African Offroad Guides and tour operators in their business of promoting and facilitating tourism in experiencing and discovering the treasure trove of Africa’s natural and cultural heritage – with sensitivity and responsibility.

## **3. Objectives**

3.1 To identify, define, empower, protect, promote and value the interests and needs of Offroad Guides and tour operators.

3.2 To unite all Offroad Guides and Tour Operators under the umbrella of the OGATO, including:

3.2.1 Safari and Overland guides and tour operators,

3.2.2 Registered guides and tour operators,

3.2.3 Potential guides (affiliate members) and tour operators,

3.2.4 Part-time and fulltime guides and tour operators,



3.2.5 Professional as well as non-professional guides and tour operators.

3.3 To cater for all off-road and adventure guiding and tour operators activities by the facilitation and promotion of ongoing training and education of guides in order to:

3.3.1 Differentiate member guides and tour operators from non-member guides and tour operators, i.t.o. their ability to satisfy the needs of clients, both local and international,

3.3.2 Uplift the level of expertise, knowledge and professionalism of members,

3.3.3 To transfer knowledge to clients with passion and confidence.

3.3.4 To regulate and grow the profession through a system of career paths and individual development plans, conforming to the NQF.

3.3.5 To represent the interests of off road guides and tour operators in national educational structures and initiatives.

3.4 To promote environmental and cultural responsibility and awareness by:

3.4.1 Making clients sensitive to the environment and its bio-diversity,

3.4.2 Developing a culture of eco-awareness and sustainability,

3.4.3 Promotion of interaction and co-operation with local authorities and communities,

3.4.4 Promotion and understanding of local crafts and tourism initiatives.

3.5 To assist and support the business of our members to achieve long-term sustainability and growth in the tourism industry by the:

3.5.1 Creation of job opportunities for local tour guides and tour operators particularly where the clients are foreign tourists,

3.5.2 Establishment, promotion and initiation of black empowerment strategies,

3.5.3 Provision of services, schemes and admin functions as may be required,

3.5.4 Establishment of marketing channels for OGATO members,

3.5.5 Judicial recruitment of new and existing guides.

3.5.6 Striving to achieve facilities expected of a profession, such as group medical aid, insurance and legal representation.

3.5.7 The association will endeavour to offer support to its members in the event that they are unable to fulfil the services expected by a customer, thereby making a OGATO member a preferred service provider by virtue of the security offered.

3.6 To regularly and effectively communicate with members of the OGATO so as to keep members informed and updated on the latest trends, laws, initiatives, programmes, opportunities and developments in the off-road industry as they may relate to guiding.



3.7 To regularly and effectively communicate with the off-road public, our clientele, to uphold the positive image of off-road guides and to promote the employment of guides when driving off-road, particularly in ecologically and culturally sensitive areas, thus building a recognisable brand, acknowledged and acclaimed locally and internationally.

3.8 To institute practices to self-regulate our activities and to align the activities of the association so as to promote the aims and objectives of the National Off-road Workgroup (NOW) and its successor by:

- 3.8.1 encouraging members to assimilate environmentally sensitive behaviour through ongoing training and communication,
- 3.8.2 promulgating a code of conduct to which all members subscribe and abide with pride,
- 3.8.3 developing appropriate regulatory and corrective mechanisms,
- 3.8.4 promoting regulatory and statutory compliance by members,
- 3.8.5 developing mechanisms and procedures by which complaints can be addressed and sanctioned.

#### **4. Membership**

The association and its various branches shall consist of guides and tour operators who have applied for and been granted membership in the prescribed form, have paid the prescribed entrance fee and annual subscription and who have agreed to uphold and be bound to the objectives, rules and code of conduct of the association.

4.1 The association shall have the following classes of subscribing members:

- 4.1.1 Ordinary Members,
- 4.1.2 Life Members, to whom the committee, at its discretion, has deemed that distinguished service has been given to the association by a member,
- 4.1.3 Honorary Members, to whom the committee in its discretion has deemed that recognition should be granted to a non-member for furthering the aims and objectives of the association.

4.2 The Committee may periodically alter, delete or create classes of membership and may vary the terms and conditions of membership as it may deem fit.

4.3 The Committee shall have the power to suspend, amend, cancel or transfer any class of membership at any time. Such power shall not be exercised arbitrarily and any member affected shall have the right to be heard. The Committee shall not be required to make its reasons for any such decision public.

4.4 The Committee shall annually determine the entrance and subscription fees.



4.5 Annual subscriptions shall be payable on or before the first day of February each year. Any member whose subscriptions are more than three months in arrears shall automatically cease to be a member and may only be reinstated on payment of the then current entrance and subscription fee and then only with express approval by The Committee.

## **5. Misconduct**

5.1 Should any member in the opinion of The Committee commit any wilful breach of the rules of The Association or be guilty of improper or dishonest conduct or conduct prejudicial to the interests and reputation of The Association, The Committee shall have the power to:

- 5.1.1 call upon such member to appear before The Committee to explain such conduct,
- 5.1.2 suspend such member and to withdraw all privileges and rights of membership,
- 5.1.3 call upon such member to resign from The Association in writing,
- 5.1.4 expel such member.

5.2 The preferred outcome of any such disciplinary procedures shall be the retention of the person as member, subject to a course of remedial education pertinent to the improper action.

5.3 After such disciplinary procedures, should the member be found guilty of serious misconduct, their case shall be referred to the National registrar or any other relevant legal structures deemed necessary to the committee to uphold the laws of the country and in particular Act 70 of 2000.

## **6. Management of the Association**

The administration, control and management of the affairs of the association shall be vested in a committee, constituted in terms of 6.1 below. The Committee shall be vested with all such powers as may be necessary or requisite to enable it to fulfil its task. Without limiting such general powers, The Committee shall have the following additional powers and duties:

- 6.1 To administer, control and manage the affairs of The Association,
- 6.2 To open and operate accounts with any registered financial institution, to issue any negotiable instruments in any form for the purposes of the association, and to invest and reinvest funds of The Association as it may deem fit,
- 6.3 To borrow money not exceeding 75% of the value of The Association's assets on reasonable commercial terms for the purposes of The Association,



6.4 To frame such by-laws, rules and codes of conduct as may be necessary for the proper functioning of The Association,

6.5 To engage and remunerate administration staff (including admin secretary) to assist in the administration of The Association, either on a part-time or full-time basis,

6.6 To approve and promote regional sub-branches of The Association,

6.7 To hold enquiries and take disciplinary action against any member or branch of The Association for any infringement of the objectives, rules, by-laws and code of conduct of The Association,

6.8 To formulate such strategies for the advancement of The Association and its membership as may be required,

6.9 To form such sub-committees as it may deem necessary and to delegate to such sub-committees any of the powers with which it is vested,

6.10 To co-opt members of The Association to The Committee either to fill casual vacancies or for the purposes of any specific task or function,

6.11 To form or permit the formation of sub-branches of The Association, if The Committee is satisfied that it is in the interests of The Association for such to be formed. The Committee may require any such section to prepare and operate in accordance with rules of procedure or its own constitution which shall be subject to, and may not be in conflict with, the provisions of this constitution.

6.12 To streamline the DEAT Registration / Re-registration processes and to actively encourage members to be assisted in these regards by The Committee or relevant sub-committee.

## **7. Composition and election of committee**

7.1 The Committee shall consist of:

7.1.1 not less than three and no more than eleven members of The Association, elected as set out below,

7.1.2 ex officio members appointed in terms of 6.6 above,

7.1.3 any members of The Association co-opted in terms of 6.10 above.

7.2 Elected members of The Committee shall be elected at the Annual General Meeting (AGM) of The Association and shall hold office for a period of two years.



7.3 Co-opted members may be available for election to The Committee if properly nominated, but otherwise shall retire from The Committee at the end of The Committee's two year term, or on completion of the task for which they were co-opted, whichever occurs first.

7.4 Nominations for The Committee shall be signed by the proposer and a seconder and by the nominee in acceptance and must reach the secretary not less than seven days before the date of the AGM. The Committee shall be entitled to allow nominations to be made at the AGM, providing that prior acceptance has been obtained from such late nominees.

7.5 The election of committee members shall be conducted by The Chairman or any non-retiring member of The Committee and shall be by secret ballot.

7.6 The Chairman, manager or other person responsible for the management of the affairs of each sub-branch of the association (Branch Chairman) is automatically an ex officio member of The Committee. Such person shall hold office on The Committee for so long as they are the person responsible for such sub-branch.

7.7 The Branch Chairman shall appoint a person of his sub-branch to attend meetings of The Committee in his stead whenever he is unavailable for any meeting. The Branch Chairman must ensure that his delegate is fully conversant with the affairs of his Branch and is empowered and mandated by the Branch to take decisions on its behalf and to represent it at meetings of The Committee

## **8. Election of Office Bearers.**

At its first meeting after its election the committee shall:

8.1 subject to 8.5 below, elect from amongst its members (described in 7.1) a Chairman, a Vice-Chairman, a Secretary, a Treasurer and such other officers as may be necessary. A Committee member may hold more than one office, if so agreed by The Committee,

8.2 The Committee shall appoint from members of The Committee and The Association, such standing committees and sub-committees for special purposes as it may deem necessary,

8.3 The Chairman may be elected to the office for a maximum period of three years, where after he or she may not again be elected to that position during the next two years; providing that a Chairman may be removed from office at any time by special resolution of The Committee, or The Association.



8.4 A Committee member can stand two consecutive periods and then needs to stand down for at least one year

8.5 To qualify for election to the position of Chairman, a candidate shall have been a member of The Association for not less than 12 months at the time of election. This provision may be waived by Special Resolution of The Association.

8.6 The terms of 8.3 and 8.4 above may be waived during the first three years since the adoption of this constitution.

## **9. Proceedings of the Committee.**

9.1 The Committee shall meet at least twelve times per year. The Secretary shall ensure that at least ten days written notice is given to each member of The Committee. The notice shall be accompanied by the agenda for the meeting and a copy of the minutes of the previous meeting. Such written notice may take the form of e-mailed communications.

9.2 A quorum shall consist of one half of The Committee plus one. (In the case of an eleven member committee, a quorum shall be six.) Each member of The Committee shall have one vote and The Chairman shall have both a deliberative and a casting vote.

9.3 If a member of The Committee fails, without prior leave of absence, to attend three consecutive meetings, he or she shall be deemed to have vacated his or her seat and shall be so informed in writing by The Chairman. The Committee may condone an extended leave of absence on good cause shown by the member, for a period not exceeding one year.

9.4 A special resolution of The Committee shall require a two thirds majority to adopt such motion, which shall be proposed and seconded by a committee member. All other decisions of The Committee shall be by simple majority.

9.5 The Chairman or, in his absence, his Vice-Chairman, shall preside at all meetings of The Committee. Should both The Chairman and Vice-Chairman be absent, the remaining members then present shall elect a chairman for the meeting from amongst them, assuming that a quorum is present. Should a quorum not be present, the meeting shall be deemed unconstitutional and all decisions made in such a meeting shall be verified at the following meeting of The Committee.

## **10. Records and Accounts**



10.1 The financial year of The Association is from 1<sup>st</sup> January to 31<sup>st</sup> December of each year, or such other dates as the members may determine at an AGM.

10.2 Proper Minutes of all meetings of The Committee shall be kept in a suitably accessible and secure form. Any member of The Committee shall be entitled to inspect such records upon giving reasonable notice to the Secretary.

10.3 Proper books and accounts of the business of The Association shall be kept in accordance with generally accepted accounting practices applicable to such an association. Any member of The Committee shall be entitled to inspect such records upon giving reasonable notice to the Treasurer.

10.4 Financial reports in a form reasonably required by The Committee, shall be prepared and presented. Such reports shall be made at least once each quarter.

10.5 The financial records of The Association shall be tabled and presented to the members of The Association at each AGM.

10.6 The Branch Chairman of each sub-branch of The Association shall report to each meeting of The Committee on the affairs of the sub-branch represented by him or her. Furthermore, each Branch Chairman shall provide The Committee with proper financial reports, in the form required by The Committee, at least once per quarter.

## **11. Affiliation**

11.1 The Association may admit as affiliates any other club, society, organisation or association having objectives essentially similar to or commensurate with those of The Association, as expressed in this constitution. Such admission shall be on such terms, including the payment of any affiliation fees, as The Committee may from time to time decide.

11.2 The Committee may decide by special resolution to apply for the affiliation of The Association to any other club, society, organisation or association having objectives essentially similar to or commensurate with those of The Association, or if in the opinion of The Committee, such affiliation will further the aims and objects of The Association.

## **12. Annual General Meeting**

12.1 The Annual General Meeting of the members of The Association shall be held not later than three months after the end of each year, at such time and place as The Committee may determine.



12.2 Members shall be given not less than twenty one days notice in writing of The AGM. The notice shall stipulate the time and venue of the meeting and shall contain an agenda for the meeting. In addition, the notice shall contain a list of all current Committee members, together with their retirement dates and in case of retiring or co-opted members, whether they are available for re-election or election as the case may be.

12.3 The business of the AGM shall be to:

- 12.3.1 adopt with or without modification, the minutes of the previous AGM,
- 12.3.2 receive and consider the Annual Report of The Chairman and Committee on the activities of The Association during the preceding year,
- 12.3.3 receive and consider the annual financial statements for the preceding year,
- 12.3.4 consider any notices of motion submitted in writing to The Secretary not less than fourteen days before the meeting,
- 12.3.5 transact any other business with the approval of The Chairman,
- 12.3.6 elect members to The committee.

12.4 The quorum for the AGM shall be the number of members with full voting rights present at the meeting, providing that the number of members exceeds the members of The Committee present. If a quorum is not present, The Chairman shall adjourn the meeting for a period not exceeding thirty days, to such time and place as The Committee may determine, providing that such adjourned meeting shall contain a quorum.

12.5 The Chairman or in his absence the Vice chairman shall preside at the AGM. If both The Chairman and Vice Chairman are absent, the members then present shall elect a chairman from amongst them for the meeting.

### **13. Special General Meeting**

13.1 A Special General Meeting (SGM) of The Association may be called by a special resolution of The Committee, or by a petition signed by not less than thirty members of The Association in good standing, with voting rights.

13.2 Within fourteen days of the special resolution of The Committee, or receipt of the petition referred to above, The Secretary shall convene a SGM on not less than twenty one written notice. The notice of the SGM shall state specifically the purpose of the meeting and shall contain the terms of the resolutions proposed for consideration at the meeting.



13.3 The provisions of clauses 12.4 and 12.5 above shall apply to a SGM.

13.4 Any resolution, except a resolution to annul or amend this constitution, or to dissolve The Association, shall be decided by a simple majority.

#### **14. Amendment of the Constitution**

This Constitution may only be amended by a two-thirds majority of the members of The Association present at a Special General Meeting convened for that purpose in accordance with the provisions of clause 13 above.

#### **15. Dissolution of the Association**

The Association may be dissolved by a two thirds majority of the members present at a Special General Meeting convened for that purpose in accordance with the provisions of clause 13 above. The meeting shall decide on the disposal of assets, provided that no assets may be distributed to the members of The Association.

#### **16. Voting rights**

The voting rights of members whose subscriptions are not in arrears (members in good standing) shall be;

16.1 Ordinary Members shall have one vote per member.

16.2 Life Members shall have one vote per member.

16.3 Honorary Members shall have no vote.

#### **17. Adoption and ratification of Constitution**

The adoption of this Constitution shall be by means of a two thirds majority of members of The Association present at the AGM, providing that the notice convening the meeting also gave notice of the intention to present this constitution for adoption and ratification.

Once this Constitution has been so adopted and ratified, it shall supersede all previous constitutions of The Association, which shall become of no further force or effect.

#### **18. Validation of prior acts**



18.1 Anything done by The Committee in good faith in terms of any previous constitution or prior to the existence of a constitution, shall be deemed to have been done in terms of this Constitution. The adoption of this Constitution by the members of The Association in Annual General Meeting shall ratify any such act or acts, notwithstanding any defect, procedural or otherwise, in the performance thereof.

18.2 Nothing done by The Committee in good faith shall be invalid merely because adequate or proper notice thereof has not been given as required by this Constitution. The members of The Association in AGM or SGM shall have the power to rectify any prior act of The Committee and in particular shall be entitled to waive proper or adequate notice of any meeting.

## **19. Settlement of disputes**

Any dispute as to the application of this Constitution shall be settled by resolution of The Committee, whose decision on such matters shall be final and binding on all members.

## **20. Copies of Constitution**

Each member of The Association shall be entitled to a copy of this Constitution.

## **21. Date of Constitution**

This Constitution shall be referred to as “The OGATO Constitution, Revision 2011”.



## **Addendum 1**

### **Code of Conduct**

A professional tour guide should be recognised for the professional manner in which the client is handled through the entire trip or contact and for the value added by him or her to the tourist experience and as such;

1. Shall be concerned at all times for the safety of tourists in his care.
2. Shall be welcoming and demonstrate an enthusiasm for South Africa.
3. Shall at all times show willingness to provide optimum support and quality service to all tourists and to give tourists an opportunity to enjoy or visit a desired destination.
4. Shall in no way discriminate in rendering service to any tourist on the basis of colour, creed, gender, ethnicity, nationality, physical ability or age.
5. Shall be impartial, unbiased and positive and shall represent South Africa objectively.
6. Shall be suitably dressed and presentable at all times.
7. Shall be punctual, reliable, honest, conscientious and tactful at all times.
8. Shall be a responsible and qualified driver when in the role of guide.
9. Shall carry out the programme / itinerary / or tour to his best abilities and be loyal to the company / organisation that he is representing.
10. Shall deal with conflict in a sensitive and responsible manner.
11. Shall report any incident or injury or death to a nearby Tourist Authority and / or Police station.
12. Shall be knowledgeable and shall not provide tourists with misleading information.
13. Shall consult with the appropriate authorities so as to learn and to be in a position to disseminate accurate information to tourists.
14. Shall at no time whilst on duty be under the influence of alcohol or any narcotic substance.
15. Shall refrain from administering any medication to a client without proper medical qualifications.
16. Shall never tout for clients or solicit gratuities.
17. Shall display the appropriate tour guide badge and carry registration card at all times when on duty.
18. Shall treat with respect all people, cultures and the environment.



19. Shall adhere to all rules and regulations of all appropriate authorities, eg. National Parks, foreign countries etc.