**KENYA TOURS DRIVERS GUIDE ASSOCIATION**

**CONSTITUTION**

**2015**

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1. **PREAMBLE**

Kenya Tour Driver Guides Association (KTDGA) is the umbrella professional organization that brings together all guides operating in Kenya. Its membership is ever growing in numbers.

**Acknowledging:** The supremacy of the Almighty God of all creation.

**Honoring:** Those who heroically founded the Association.

**Proud:** Of our profession, cultural and Religious diversity and determined to live in peace and unity as one indivisible Association.

**Respectful:** Of the natural environment that is our heritage and determined to live in peace and unity as one indivisible Association.

**Committed:** To nurturing and protecting the well being of the individual the family and the community.

**Recognising:** The aspiration of all members for an Association based on the essential values of freedom, Democracy, Social justice and the rule of law and code of ethics.

**Exercising:** Our sovereign and inalienable right to determine the form of practice of our Association and having participated fully in the making of this Constitution.

**Adopt:** Enact and give this constitution to ourselves and to our future generations.

This Constitution will be read together with association’s code of conduct and all other related government regulations and acts.

1. **ABBREVIATIONS**
2. **A.G.M……………………………………**Annual General Meeting.
3. **K.T.D.G.A …**…………………………...Kenya Tours Drivers Guide Association.
4. **DEFINITION OF TERMS**
5. **Guide:** A trained or experienced professional who shows and explains to tourist on the destination.
6. **Association:** Kenya Tour Driver Guides Association
7. **National Executive Committee:** Committee comprising of six officials elected to manage the association.

1. **NAME AND REGISTERED OFFICE**
2. The name of the Association shall be Kenya Tour Driver Guides Association.
3. The registered Head Office of the Association shall be in Nairobi at such a place as may be determined from time to time by the National Executive National Executive Committee hereunder mentioned.
4. The Postal address, telephone contacts, email address and website of the Association shall be as such an address as may be determined from time to time by the National Executive National Executive Committee hereunder mentioned.
5. **VISION, MISSION AND OBJECTIVES.**
	1. **VISION**

“To have responsible and professional driver guides in Africa and the world at large.”

* 1. **MISSION STATEMENT**

“To promote and provide professional guiding practice to the required and expected standards to the tourist in his / her journeys and destinations while enhancing the personal and professional satisfaction of the guide.”

* 1. **OBJECTIVES**

The Association is established to:

1. Secure the togetherness, unity and understanding of all guides operating in Kenya whether as freelance or employed by a tour firm or any other relevant agency.
2. Promote Kenya as a tourism destination of choice by maintaining high standards, with global reference, in the undertakings of driver guides and encouraging patriotism and integrity of the guides.
3. Represent all guides operating in Kenya in liaison with all other relevant governmental and non governmental agencies in matters pertaining professional tour guiding and other tourism aspects.
4. Promote the registration, vetting, training and exposure of guides operating in Kenya in liaison with relevant government agencies.
5. In liaison with relevant government agencies, create mechanisms, for the protection of the tourist against professional misconduct or abuse of privileges by guides.
6. Cater for the economic and social welfare and interests of the members through creation of social empowerment forums and investment opportunities.
7. To affiliate or co-operate with or subscribe to any association, association or corporation in any part of the world whose objects are in general respects similar to the objectives of this association.

1. **POWERS OF THE ASSOCIATION**

The Association shall have powers to:

1. To buy, take on lease or otherwise acquire (including acquisition by gift), assets of all kinds whether movable or immovable as are in their opinion from time to time required for the better fulfillment of the objectives of the Association.
2. To solicit by public appeal or otherwise within Kenya or elsewhere donations, grants, gift, legacies and bequest either in cash or kind whether for the general purpose of the association or for any specific purpose which is within the objectives of the Association from individuals, trusts, companies, corporations, firms, aid agencies, foundations, associations, government and intergovernmental authorities or other sources.
3. To construct and own such buildings or any immovable property which is for the time being comprised in the Association and to make such other improvements of all kinds as they  consider necessary or desirable for the better fulfillment of the objectives of the Association.
4. To pay out such monies and to incur such liabilities for the maintenance of the Association or any part thereof for the objective of the association.
5. To borrow such money as they may from time to time require for the better carrying out of the objectives of the association and give such security (if any need be) for the repayment thereof as it sees expedient.
6. To grant leases and tenancies of any immovable property for the time being comprised in the association for such periods and on such terms as regards rent or otherwise as they think expedient.
7. To sell or otherwise dispose finally any property or assets from time to time comprised in the Association on such terms as sees fit.
8. To do all such other things as are or may be deemed incidental or conducive to the attainment of any or all of the powers of the association.
9. **MEMBERSHIPS AND LOSS OF MEMBERSHIP**
10. **MEMBERSHIP**
11. Membership of the Association shall be open to the following classes of membership.
* Full Member
* Honorary Member
* Associate Member
1. A current valid certificate of membership, citing the class of membership and validity period and issued by the Chairperson of the Association shall be in force at all times for all members.
2. **A full Member**
3. For one to be eligible for Full membership of the association, the following pre cursor requirements apply:
* Be trained in tour guiding or any such related field up to at least a certificate level
* Must be in possession of the Kenya Wildlife Service Safari card
* Must possess a valid identification documentation (National ID or passport)
* Must possess a valid good conduct certificate or such related document from the relevant Kenyan security agency.
* Must be registered as a guide with the relevant tourism agency in Kenya.
1. Membership is open to any practicing or trained guide having attained the age of majority who shall be entitled to admission as a member of the Association on application to the Secretary on the standard admission form and on payment of an entrance fee of Kshs 4,100 Ksh. A monthly subscription of Kshs. 500.00, or as may be prescribed by the National Executive Committee from time to time, shall become due and payable on the first day of January in each year by all members on the register of the Association on the preceding 31st day of December.
2. Where a person is registered after the last day of June in any year, shall pay one half of the annual subscription applicable in that year.
3. Any member leaving Kenya for more than a year and wishing to retain her membership shall notify the Secretary of the Association in writing and shall continue being a member on payment of 50% of the prevailing annual subscription. Such a member will be entitled to receive all the Minutes and correspondence regarding the affairs of the Association but will have no voting powers. Such a member may revert to full membership at any time on notification in writing to the Secretary.
4. A full member shall be eligible to a single vote right during the annual general meeting or any other special meeting as a full member.
5. **Honorary Member**
6. In exceptional circumstances The National Executive Committee shall be empowered to confer upon the individual from within or without the Association an Honorary membership to the Association in recognition of outstanding services as the case maybe.
7. Nominations for honorary membership shall be considered provided that they are made by at least five members one of whom shall be a member of the National Executive Committee.
8. The abbreviation Hon maybe used by them in all appropriate circumstances in relation to their grade of membership.
9. An honorary member shall be eligible to a single vote right during the annual general meeting or any other special meeting as a full member.
10. **Associate Member**
11. Individuals who do not qualify as full members but are connected to guiding as a profession and satisfy the National Executive Committee as to their eligibility in respect shall be eligible to be associate members in the association.
12. Associate Membership is open to any student or aspiring student in guiding courses or such related and shall be entitled to admission as an Associate member of the Association on application to the Secretary on the standard admission form and on payment of an entrance fee of Kshs. 1,000.00. An Annual subscription of Kshs. 500.00, or as may be prescribed by the National Executive Committee from time to time, shall become due and payable on the first day of January in each year by all members on the register of the Association on the preceding 31st day of December.
13. An Associate member shall be eligible to a single vote right during the annual general meeting or any other special meeting as a full member.
14. A current valid certificate of Associate membership, citing the class of membership and validity period and issued by the Chairperson of the Association shall be in force at all times.
15. Associate membership does not automatically ensure the transfer to full membership of the Association unless the criteria for full membership described in section 9 parts I (i) applies.
16. Student members shall be open to individuals who have satisfied The National Executive Committee that they intend to pursue a career in public relations and are undertaking a part-time or full-time course in public relations or a related subject. Student members will be entitled to retain such membership for a period of four years from the date of entry to the Association.
17. **LOSS OF MEMBERSHIP**

Membership of the Association shall be lost: -

1. By withdrawal which shall be notified to the Secretary in writing, and shall be deemed to take effect immediately such notification is received. National Executive Committee members will be required to give one month notice in writing. No refund of subscription shall be made.
2. By a two thirds decision of a Special General Meeting to exclude any member, where the attitude or action by the member is considered detrimental to the reputation or interest of the Association or whose behavior casts discredit upon the profession.
3. No exclusion may be founded upon reasons of a tribal, racial, religious, political or marital nature.
4. Automatically if the annual subscription is not paid within six months of being due, unless the National Executive Committee is satisfied that the delay in payment is due to a sufficient cause. Membership may be regained at any time at the discretion of the National Executive Committee and upon payment of all arrears.
5. **CODE OF PROFESSIONAL CONDUCT AND ETHICS.**
6. The Association shall in pursuance of the objects stated lay down a code of professional conduct. Such a code shall be approved by the Association members and shall form an appendix to this constitution. The said code maybe amended from time to time by resolution of a general or special meeting of the Association, which shall be passed by two thirds of the full members present.
7. All members of the Association shall subscribe to and uphold the code of professional conduct.
8. Sustainable development is about integrating environmental concerns (both ecological and socio-cultural) and development (including material and spiritual well-being) in progressive and balanced ways and is hence a form of alternative development. The key objectives involve enhancing the quality of life for all people whilst maintaining the ecological and socio-cultural integrity of the world in both human and natural resources.

A tour guide must have the capacity to articulate background information on the rich cultural heritage of a particular destination and must be aware of the policies, rules, laws and practices that are followed by a certain, county or region to enlighten tourists and enrich their overall travel experience.

1. **THE NATIONAL EXECUTIVE COMMITTEE**
2. The Management of the Association shall be entrusted to a National Executive Committee of five elected members of which shall comprise:-
3. Chairperson
4. Vice Chairperson
5. Organizing Secretary
6. Secretary
7. Treasurer
8. The National Executive Committee may recruit officers and prescribe their duties, powers, responsibilities, remuneration and procedures in matters it deems fit.
9. All National Executive Committee members shall be full members of the Association and shall hold office for three consecutive years until the next succeeding annual general meeting subject to the condition (d) below, but shall be eligible for re-election, for a further one term **ONLY.**
10. Any National Executive Committee member who ceases to be a full member of the Association shall automatically cease to be an office bearer, and each office bearer shall be subject to the rules in respect of membership above.
11. In the event of the death or resignation of a National Executive Committee member, The National Executive Committee of the Association may elect a full member to act in his place until such a time as the next general or special meeting of the Association is held.
12. Office bearers shall be elected at a general meeting of the Association and shall be proposed and seconded by full members of the Association. In the event of there being more than one nomination for any particular office, the Chairperson of the meeting shall conduct a secret ballot.
13. All National Executive Committee members if elected, shall be eligible to serve a maximum of **TWO** terms, each running for a period of three years.
14. **DUTIES OF THE NATIONAL EXECUTIVE COMMITTEE**
15. It shall be the duty of the National Executive Committee to co-ordinate and control the affairs of the Association, regulate its membership and safeguard the interests of the members.
16. The National Executive Committee shall have control over the funds of the Association and shall settle all expenses there from.
17. The National Executive Committee shall have responsibility of ensuring that the members adhere to the code of conduct developed by the Association.

C) The National executive committee shall appoint a Board to be its oversight. The Board members shall be five in number and consist of one regional representative, three persons elected by the chairperson and one person nominated by the NEC and selected by the members.

1. In the event of any matter or question arising which is not covered wholly or in part by the Rules of the Association for the time being in force, then the Chairperson after due deliberation with other National Executive Committee members shall convene a Special General Meeting during which they shall submit their proposal for ratification.
2. The National Executive Committee shall have the power to appoint sub-National Executive Committees as it may deem necessary to make reports to the National Executive Committee on specific matters upon which such action as considered appropriate shall be taken by the National Executive Committee.
3. **DUTIES OF THE NATIONAL EXECUTIVE COMMITTEE MEMBERS**
4. **Chairperson**
5. Preside over all meetings of The National Executive Committee and at the annual general meeting or other general meetings of the Association.
6. Supervises the other National Executive Committee members
7. Provides stewardship and leadership in ensuring public trust and contentment of members.
8. Develop and manage relationships with strategic partners and stakeholders.
9. Act as an ambassador and a representative of the organization at National and International forums to its stakeholders and strategic partners.
10. Lead the National Executive Committee in evaluating its performance.
11. **Vice Chairperson**
12. The Vice-Chairperson shall perform any of the duties of the Chairperson in his absence or such other duties as maybe assigned to him by the National Executive Committee or the Chairperson.
13. **Organizing Secretary**
14. Head the daily operations of the association
15. Be responsible for conducting and attending high profile meetings on behalf of the association and make decisions regarding entire association
16. Act as spokesman of the organization in the media briefing and related forums.
17. Prepare the report of the organization activities of the year.
18. In case of urgency where the National Executive Committee cannot be consulted, he shall consult the Chairperson, or if he is no available, the Vice Chairperson. The decision reached will be subject to ratification or otherwise at the next National Executive Committee meeting.
19. **Secretary**
20. Deal with all the correspondence of the Association under the general supervision of the National Executive Committee.
21. He shall issue notices convening meetings of the Association.
22. Be responsible for keeping minutes of all proceedings and records and generally for the satisfactory administration of the affairs of the Association.
23. Shall also maintain and regularly update a member register in compliance with section 9 of this constitution.
24. **Treasurer**
25. Receive and shall also disburse under the direction of the National Executive Committee moneys belonging to the Association.
26. Issue receipts for all moneys received by him and preserve vouchers for all money paid by him.
27. Be responsible to the National Executive Committee and to the members that proper books of account of all moneys received and paid by the Association are written, preserved and kept available for inspection.
28. **Regional Representatives**
29. Represent the regional members at the National Executive Committee meetings.
30. Coordinate the day to day operations of the regional offices.
31. Report back to regional members of deliberations and decisions made at the national executive National Executive Committee meetings.
32. Chair any regional meeting of the Association.
33. **ELECTIONS**
34. The officers and other members of the Executive National Executive Committee shall be elected annually at the Annual general Meeting.
35. All elections shall be by nomination seconding and secret ballot at the AGM.
36. Nominations shall be submitted to the secretary on behalf of the National Executive Committee not less than 21 days before the meeting takes place. If insufficient nominations have been received prior to the meeting the Chairperson may accept nominations at the meeting from the floor.
37. Only fully paid-up members of the Association shall be eligible to vote at a General Meeting.
38. The elections shall be presided over by an independent person that shall be appointed by the outgoing National Executive National Executive Committee and observed by the relevant government agencies and private stakeholders, guided by the office for the time being responsible for registration and regulation of associations in Kenya.
39. The result of the ballot shall be binding as declared by the Returning Officer.
40. Where there is a tie between two nominees, all National Executive Committee members with exception of regional representatives.
41. The Chairperson and all other National Executive Committee members shall be elected directly by members at the AGM.
42. **ELIGIBILITY OF MEMBERS TO BE ELECTED IN OFFICE.**
43. Any person seeking to be elected as a National Executive Committee member apart from being a citizen of Kenya with a valid good conduct, must meet the following prerequisite requirements:
44. Must have been a member of KTDGA for at least two years running and having duly paid up the entire required membership fee.
45. He / She must be registered by the relevant government authorities for the time responsible for registering tour guides. E.g. TRA
46. Must be in possession of a valid Safari Card issued by Kenya Wildlife service.
47. Must have attained the age of 21 years.
48. Must be able to raise the fee required to vie for a specific seat as guided below:
	* + Chairperson: ………………………………………………Kshs. 20,000
		+ Vice Chairperson: ………………………………………..Kshs. 20,000
		+ Organizing Secretary: …………………………………..Kshs. 20,000
		+ Secretary: …………………………………………………….Kshs. 20,000
		+ Treasurer: ……………………………………………………Kshs. 20,000
		+ Regional Representative: ……………………………….Kshs. 10,000

1. **GENERAL MEETINGS**
2. There shall be two classes of general meetings – annual general meeting and special general meeting.
	1. The annual general meeting shall be held not later than 12th December in each year. Notice in writing of such annual general meeting, accompanied by the annual statement of accounts (see rule on auditor) and the agenda fro the meeting shall be sent to all members not less than 21 days before the date of the meeting and , where practicable, by press advertisement not less than 14 days before the date of the meeting.
	2. The agenda for any annual general meeting shall consist of the following:
		1. Confirmation of the minutes of the previous annual general meeting.
		2. Consideration of accounts.
		3. Election of office National Executive committee, the Regional representatives and the Trustees with respect to any clause guiding the same in this constitution.
		4. Appointment of auditors in accordance with section 17 of this constitution.
		5. Such other matter as the committee may decide or as to which notice shall have been given in writing by a member or members to the secretary at least four weeks before the date of the meeting.
3. A special meeting may be called for any specific purpose by the committee. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable, by press advertisement not less than 7 days before the date of such meeting.
4. A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than a third of the members and such meeting shall be held within 21 days from the date of requisition. The notice of such meeting shall be as shown in(c) above and no matter shall be discussed other than that stated in the requisition.
5. Quorum for general meeting shall not be less than two-thirds of the registered members of the association.
6. **PROCEDURE AT MEETINGS**
7. At all meetings the Chairperson or in his absence, the Vice chairperson, or in the absence of both officials, a member selected by the meeting shall take the chair.
8. The chairperson may at his discretion limit the number of persons permitted to speak in favour of or against any motion.
9. Resolutions shall be decided by simple voting by a show of hands. In case of inequality of votes, the chairman shall have a second cast vote.

1. **TRUSTEES**
2. All lands, buildings and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the name of not less than five trustees who shall be members of the association and shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re –election. A general meeting shall have powers to remove any trustee and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.
3. The trustees shall pay all income received from property vested in the trustees to the treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks fit.
4. **AUDITOR**
5. An auditor shall be appointed for the following year by the annual general meeting. All association accounts, records and documents shall be opened to the inspection of the auditor at any time. The treasurer shall produce an account of his receipts and payments and statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting. The auditor shall examine such accounts and statements and either clarify that they are correct , duly vouched and in accordance with the law or report to the society in what respect they are found to be incorrect, unvouched or not in accordance with the law.
6. A copy of the auditor’s report on the accounts and statement together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorium fro his duties as maybe resolved by the annual general meeting appointing him.
7. No auditor shall be an office bearer or a member of the National executive Committee of the association.
8. **FINANCE**
9. The Association’s revenue shall be derived from member’s subscriptions, donations and fund raising activities.
10. All monies and funds shall be received by and paid to the treasurer and shall be deposited by him in the name of the association in any bank or banks approved by the National executive Committee.
11. No payments shall be made out of the bank account without a resolution of the National executive committee authorizing such payment.
12. All cheques and cash withdrawal shall be signed by the Treasurer or counter-signed either by the Chairperson or an appointed member of the Management National Executive Committee as the signatories
13. The funds of the Association may only be used to finance the activities of the Association and to promote the objectives laid down in section 5 and 6 of this constitution.
14. The Treasurer shall maintain Petty Cash float for Petty disbursements of which proper account shall be kept. The amount of the cash float shall be determined by the National Executive Committee from time to time, as deemed necessary.
15. Should the National Executive Committee have reasonable cause to believe that any member is not properly accounting for the Association’s funds; the National Executive Committee may suspend that member and appoint another member in her place. Such suspension shall be reported to a Special General Meeting to be convened on a date not later than three months from the date of such suspension. The Special General Meeting shall have full power to decide on any further action to be taken.
16. The financial year of the Association shall be from 1st January to 31st .
17. **BRANCH OFFICES AND CHAPTERS**

Branches of the Association maybe formed with the approval of the National Executive Committee and the registrar of societies and they shall adopt the same constitution as that of the headquarters with the following exceptions:

1. The aims and objectives will not include formation of branches.
2. Amendments to the constitution can only be made by the headquarter of the association in accordance with the provisions of section 20 of this constitution.
3. The provision of section 21 shall apply to branches but in addition, branches will not be dissolved without consultation with the headquarters.
4. **ALTERATIONS TO THE CONSTITUTION**
5. Amendments to this constitution of the association must be approved by at least a two thirds majority at a general meeting of the association. They cannot however, be implemented without the prior consent in writing of the Registrar of Association, obtained upon application to him / her, made in writing and signed by three of the National Executive Committee.
6. The Chairperson shall cause the issue of alteration to be debated before the National Executive committee meeting, which shall forward the intended alteration to a special general meeting or the annual general meeting.
7. **DISSOLUTION**
8. The Association shall not dissolve except by a resolution passed at a general meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be at least two thirds of the registered members. If no quorum is obtained, the proposal to dissolve the society shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Association at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
9. Provided, however, that no dissolution shall be effected without prior permission in writing of the registrar, obtained upon application to him made in writing and signed by three of the office bearers.
10. When the dissolution of the society has been approved by the registrar, no further action shall be taken by the committee or any office bearer of the society in connection with the aim of the society other than to get in and liquidate for cash all assets of the association. Subject to the payment of all the debts of the society, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.
11. **INSPECTION OF ACCOUNTS AND LIST OF MEMBERS.**
12. The books of Accounts and all documents relating there-to and a list of members of the Association shall be available for inspection at the registered office of the Association by any officer or member of the Association on giving not less than seven days notice in writing to the Association.