

# African Tourism Board



## Charter



*Where Africa becomes  
ONE tourism destination of choice in the WORLD*



# African Tourism Board

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**Head Office South Africa**  
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Directors:

Cuthbert Ncube – CHAIR (S. Africa) \* Doris Woerfel – CEO (S. Africa) \* Simba Mandinyenya – COO (Zimbabwe) \* Juergen Steinmetz – CMCO (USA)



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## PREAMBLE

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WE, the Representatives of the African Tourism Board (ATB),

MOTIVATED by the need to develop tourism on a commercial and sustainable basis in the Continent of Africa for the benefit of all members and stakeholders;

MINDFUL of the role of tourism in promoting the social and community enrichment on the Continent;

CONSCIOUS of the requirements for the responsible conservation and judicious utilisation of the Continent's natural, social and cultural resources;

CONVINCED of the urgency to take appropriate measures to implement this Charter;

HAVE AGREED as follows:



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## ARTICLE 1

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### NAME AND PLACE OF BUSINESS

1. The name of the Organisation shall be the AFRICAN TOURISM BOARD herein referred to as (ATB) and shall have its logo.

2. ATB shall be a permanent body and a legal entity on the African Continent and the promotional and marketing arm of the Continent of Africa as ONE Tourist Destination.

3. The geographic boundaries of the ATB shall be the Continent of Africa determined by the territorial areas of the African Union

4. ATB shall have its headquarters in Pretoria, with the option of satellite offices on the African Continent.

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which shall be its registered place of business. Additional functional offices may be designated in the territory of any Member States or the Africa destination source markets.

### OUR STRUCTURE

The African Tourism Board is structured as follows:

1) **The African Tourism Board** - which is the supreme organ of the organization – is composed of a Board of Directors whose primary function will be to provide leadership, direction and governing policies for the Organisation. The Board of Directors is represented by

- Representatives with the background of African and Global Tourism Agencies such as UNWTO, African Union (AU) and NEPAD



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- Executive Directors of a Tourism Board or Tourism Authority selected equally from the different membership countries of each African recognised economic regional community (the building block of the African Union). The membership will rotate to another member of the economic regional community on a bi-annual basis.

These eight are namely:

- o AMU – Arab Maghreb Union,
  - o CEN-SAD – the Community of Sahel Saharan States,
  - o COMESA – Common Market for Eastern and Southern Africa,
  - o EAC – East African Community,
  - o ECCAS – Economic Community of East African States,
  - o ECOWAS – Economic Community of West African States,
  - o IGAD – Intergovernmental Authority on Development and
  - o SADC – Southern African Development Community
- Tourism professionals representing equally the Private Sector of the African Recognised Economic Regional Community
- 2) The following **Committees**, established by the Board of Directors (as explained in more detail in article 7.2 of this Charter):
- Marketing and Communications Committee,
  - Sustainable Tourism Product Development (Projects or Technical) Committee
  - Finance and Human Resources
- Ad hoc Committees such as:**
- Lobbying, Infrastructure Development, Trade and Investment Facilitation Committee
  - The Women’s Economic Empowerment Committee
  - The Youth’s Economic Empowerment Committee
  - The Arts, Sports, Culture and Heritage Committee
  - The Peace, Safety and Security Committee
  - The Climate Friendly Travel, Disaster Risk Management, Protected Areas (UNESCO World Heritage Sites, the TFCA’s, National Parks) Committee
  - The Academic, Science and Technology Committee



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### 3) **The Executive Committee** with a

- Chairperson
- Chief Executive Officer (CEO)
- Chief Operating Officer (COO)
- Chief Marketing and Communications Officer (CMCO)
- Chief Finance Officer (CFO)

### 4) **Affiliated Members** (Public and Private Sector)

To raise awareness, the Board of Directors with its Committees and the Executive Committee are supported by the

- 1) **Honourable President**
- 2) **Honourable Patron**
- 3) **Global Ambassador**
- 4) **Regional Ambassadors**
- 5) **Advisory Council (Elders)**

## ARTICLE 2

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### OUR PHILOSOPHY

TOURISM AS A CATALYST FOR UNITY, PEACE, GROWTH, PROSPERITY AND JOB CREATION  
FOR THE PEOPLE OF AFRICA

### OUR CODE OF ETHICS

ATB supports the UNWTO Global Code of Ethics for Tourism which highlight "the "decisive and central" role of UNWTO, as recognized by the General Assembly of the United Nations, in promoting and developing tourism with a view to contributing to economic development, international

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understanding, peace, prosperity and universal respect for, and observance of, human rights and fundamental freedoms for all without distinction as to all forms of discrimination.

ATB follows UNWTO and

4. urges members to provide a supportive environment for all tourists and everyone working in the travel and tourism industry, to associate our sector with open-minded and tolerant activities that embrace differences between peoples, cultures and lifestyles.
5. urges all stakeholders involved in the travel and tourism sector to implement sustainable consumption and production practices for the benefit of all stakeholders as well as future generations.

## OUR LOGO



- The 54 leaves around the circle are the 54 countries of the African Continent
- The colours around the circle represent the colourful heritage and the variety of landscapes, experiences and the blue of the sea
- The gold around the circle represents prosperity, success, achievement and the highest level of engagement and quality
- The colour green of Africa represents growth, the richness and the fertility of the Continent as well as hope and clean business practice
- The colour yellow represents religious freedom and peace
- The colour orange behind the continent represent the rise of the Sun for a new dawn in tourism for the continent
- The colour red represents the royal blood of the African King- and Queendoms and the blood and pain that was shed during war and slave trade

From the implementation of the new strategic framework including the new corporate identity of the company on 12. August 2019, the above logo shall be added solely and exclusively to all communication from the Executive Committee internally and externally in all stationary, including Email signatures, letterheads and business cards.

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## OUR VISION

Where AFRICA becomes ONE Tourism Destination of choice in the WORLD.

## OUR MISSION

Attain responsible and sustainable socio-economic development on the African Continent through travel and tourism – in cooperation with the public and private sector, facilitating and supporting individual and collective efforts through

- the development of policies, white papers and strategies for tourism growth and development
- effective international marketing
- education, e-learning, skills development & capacity building and leadership development
- promoting Sustainable Consumption and Production Practices including the establishment of conservancies
- infrastructure development (roads, air, communication, accommodation)
- fundraising
- tourism investment

## OUR PRIMARY OBJECTIVE

The primary objective of the ATB shall be to facilitate, encourage, coordinate, and assist in the development of sustainable tourism throughout the African Continent, taking due consideration of the overall development of the people, the Continent and the Continent's natural and cultural resources.

ATB will work with the A.U., the UNWTO, Governments, Private Sector, communities and other stakeholders in promoting and facilitating tourism growth and tourism development across the African Continent.

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By implementing these objectives, the ATB will work with the United Nations and the African Union in achieving their Goals and Aspirations:

U.N. Sustainable Development Goals (SDG) 2013:

"The Sustainable Development Goals are the blueprint to achieve a better and more sustainable future for all. They address the global challenges we face, including those related to poverty, inequality, climate, environmental degradation, prosperity, and peace and justice. The Goals interconnect, and to leave no one behind, and it is important that we achieve each Goal and target by 2030." (source: [www.un.org/sustainable-development/sustainable-development-goals](http://www.un.org/sustainable-development/sustainable-development-goals))

Aspirations of the African Union Agenda 2063:

1. A prosperous Africa based on inclusive growth and sustainable development
2. An integrated continent politically united and based on the ideals of Pan-Africanism and the vision of Africa's Renaissance
3. An Africa of good governance, democracy, respect for human rights, justice and the rule of law
4. A peaceful and secure Africa
5. An Africa with a strong cultural identity, common heritage, shared values and ethics
6. An Africa whose development is people-driven, relying on the potential of African people, especially its women and youth, and caring for children
7. Africa as a strong, united and influential global player and partner

Specific ATB Objectives are:

- to ensure that the policies, legislation and regulations promoted facilitate the sustainable development (SCP) of the sector across the African Continent
- capacity building targeting the public and private sector, local communities and tourists
- product development to develop a value for money globally competitive tourism product
- to lobby free movement for African Citizens across the Continent, easy movement of all visitors to the Continent across the borders, easy movement of tourism labor across the borders, easy movement of capital and tourism products and services across the borders
- to brand, market and promote Africa as a single tourist destination



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## STRATEGIES

ATB, on a local, national, regional, international and intercontinental level has identified three strategic phases to develop and market tourism destinations in Africa:

### *1. EXCHANGE, DEVELOPMENT, MANAGEMENT, MARKETING AND DISSEMINATION OF KNOWLEDGE*

ATB seeks to

- Identify members, stakeholders and initiate associations, partnerships and collaborations with International and African regional development agencies, National and Regional Tourism Boards, Natural and Heritage Resource Agencies, Museum Agencies, National Tourism Councils, NGO's, Foundations and other value-adding organisations, companies and individuals
- to extend the existing database of members, stakeholders, International strategic partners, organisations and academic experts  
to initiate academic, governmental and NGO interaction and dialogues in indigenous knowledge, history, archaeology, anthropology and astro-archaeology in Workshops, Round Table Discussions, Conferences, Congresses, Summits
- Knowledge management, including the exchange, production, and publication of knowledge and indigenous knowledge.

### *2. COMMUNITY INTEGRATION AND PRODUCT DEVELOPMENT*

- to further develop Natural, Heritage and Cultural tourism and route development tools and strategies
- to develop community-owned natural and heritage- and culture-based tourism products and inventory, identify and develop tourism routes
- to introduce the communities into new community-based strategies



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- To incorporate academies for skills development for cultural and heritage tourism and hospitality services

### *3. PRIVATE SECTOR ENGAGEMENT*

ATB will develop sustainable income-generating and fundraising strategies to realize and sustain the ambitions of the Organisation. Fundraising strategies will include targeting the private tourism sector in corporate social investment initiatives, linked to conservation, culture and heritage tourism development. The focus of ATB will be to facilitate the development of commercial tourism that benefits the people of Africa, to this end ATB will, therefore, work closely with the private sector, nurturing the growth and development particularly of the emerging small to medium scale tourism enterprises.

## ARTICLE 4

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### EXISTENCE AND LEGAL STATUS

The African Tourism Board (ATB) shall have perpetual existence within Africa and shall be a legal entity operating within the laws of South Africa where it is headquartered and in all A.U. Member States where it will be operating. Approved membership applications shall be lodged initially with the ATB Website [www.africantourismboard.com/join](http://www.africantourismboard.com/join), following their acceptance by the Board and in accordance with the provisions of Article 5 in this Charter.

The organization shall enjoy such legal status and capacity as may be necessary for the fulfilment of its objectives and the exercise of its functions. In particular, ATB shall have the capacity to:

- (i) Enter into a contract;
- (ii) Acquire and dispose of movable and immovable property;
- (iii) Sue and be sued;



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(iv) Borrow funds subject to any applicable restrictions imposed by foreign exchange regulations in force in a Member State;

(v) Mortgage or charge its property

## ARTICLE 5

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### ATB AFFILIATED MEMBERSHIP

#### *5.1 Affiliated Membership Categories*

Affiliated Membership is encouraged for:

- Public sector: ministers, national parks, tourism authorities
- City, regional, and national tourism boards located in Africa
- Hospitality (such as hotels, resorts, B&Bs, safari lodges)
- MICE industry
- NICHE markets
- Aviation: airlines, air charters
- Cruise lines
- Tourist attractions
- Stakeholders including tour operators, ground operators, and travel agencies
- Associations
- Providers of services anywhere in the world
- Trade shows
- Event organizers
- Advertising agencies and providers
- Marketing and P.R. organizations
- Investment providers
- Related industries
- Educational institutions
- News media
- Travel agents and tour operators

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## *5.2 Affiliated Membership Application*

5.2.1 Written requests for affiliated membership shall be submitted to the ATB Executive Committee. Every application shall state the title, nature and activities of the Organisation (or individual) seeking affiliated membership and, where applicable, shall include a copy of the applicant's Code of Conduct or memorandum and Articles of Association. Membership matters shall be directed to the Chief Executive in the first instance.

5.2.2 Affiliated Membership shall become effective from the first day of the month following approval of an application and clearance of due fees.

5.2.3 Any affiliated membership fee, due and payable but not that referred to in Article 5.2.5 herein, shall be established in accordance with the terms of the By-Laws of ATB as amended from time to time and shall be payable on, or before, the first day of the month in which membership becomes effective and, annually thereafter on anniversary dates unless otherwise cancelled in writing. The affiliated membership fee structures is attached to this Charter in Addendum 1.

5.2.4 If affiliated membership is not approved, written notification of such decision giving a reason, therefore, shall be submitted by the CEO of ATB to the applicant who shall have the right to appeal in writing to the ATB through its Chairperson, whose decision shall be final and binding.

5.2.5 Permanent affiliated Members shall pay their annual subscriptions on notification based on the renewal date stated on the initial membership invoice.

## *5.3 Conditions Of Full Membership*

5.3.1 In the conduct of their business, Full Members shall undertake to uphold the objectives and principles of ATB.

5.3.2 For purposes of this Charter, any regional tourism association seeking full membership of ATB shall:

- (i) Present to ATB a Code of Conduct or Ethics approved by the membership of such an association;
- (ii) Demonstrate a membership that is specific to the Organisation's mandate;



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(iii) Hold at least one general meeting annually.

5.3.3 For purposes of this Charter, national organisations shall:

(i) Be generally recognised and registered as tourism associations within the tourism industry in the country concerned;

(ii) Be nationally registered and recommended by the national tourism authority;

(iii) Be recognised and able to demonstrate an enforceable constitution at law.

5.3.4 Full Membership shall be available only to organisations and not to individuals. Associate and Affiliate membership may be held by individuals.

## *5.4 General Principles of Conduct*

5.4.1 The Principles of Conduct require that Members demonstrate the highest standard of ethics, moral and service commitment to the stakeholders inter alia, colleagues in the industry, customers and the community at large.

5.4.2 Members hereby commit themselves to uphold the values and principles in their business dealings within the objectives of ATB and to implement the objectives of ATB with the highest possible standards of integrity.

## *5.5 Breach*

### 5.5.1 Affiliated Members

5.5.1.1 Should any Affiliated Member:

(i) Fail to uphold the ATB Charter or any provisions herein;

(ii) Default in paying its membership fee for a period of three (3) months;

(iii) Cease to reflect the continental spirit:



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The Board of ATB shall reserve the right to serve 30 days written notice of its intention to terminate such membership and, subject to the provisions of Article 5.5.2 herein to terminate such membership at the end of the period of 30 days and to take any other action deemed appropriate in terms of the provisions of this Charter.

5.5.1.2 Any Member whose membership has been terminated shall have the right of appeal and, shall submit appeal application in writing, to the ATB through its Chairperson, whose decision shall be final and binding.

5.5.1.3 Dues and outstanding fees of any Member shall remain payable and shall attract interest until the fees have been settled.

5.5.1.4 Any voting Member that persists for longer than three (3) calendar months in the non-payment of annual subscriptions shall forfeit its right to attend or to vote at meetings. Payment of due fees shall automatically re-instate membership from the date when arrears shall have been paid, into ATB's bank account, provided that such membership has not been terminated in terms of Article 5.5.1

## 5.5.2 Founding Members

5.5.2.1 Should any Founding Member

(i) Fail to uphold the ATB Charter or any provisions herein;

(ii) Cease to reflect the continental spirit:

The Board of ATB shall reserve the right to serve 30 days written notice of its intention to terminate such founding membership and, subject to the provisions of Article 5.5.2 herein to terminate such membership at the end of the period of 30 days and to take any other action deemed appropriate in terms of the provisions of this Charter.

5.5.2.2 Any Founding Member whose membership has been terminated shall have the right of appeal and, shall submit appeal application in writing, to the ATB through its Chairperson, whose decision shall be final and binding.





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### 5.3 Voluntary Termination

5.6.1 Full Affiliate or Associate Members may terminate their membership with ATB by giving three (3) months written notice of their intention to terminate such membership, provided that all outstanding fees shall have been paid in full. Such notices shall be submitted to ATB Head Office.

## ARTICLE 6

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### COOPERATION

ATB may negotiate and sign tourism agreements or enter into any formal or informal cooperation arrangements with members, member- and non-member States, national bodies, inter-governmental, regional or any international organisations and, non-governmental bodies and private sector enterprises, on such terms as it deems fit. The establishment, conditions and terms of such cooperation shall be defined in each case according to prevailing situations, by a majority of votes of the Members of the Board of Directors present and voting and the Board of Directors shall have the power to delegate such authority to the Chief Executive Officer. Each cooperation in a project shall be legalised in a contract and signed by the CEO.

## ARTICLE 7

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### ORGANISATION AND STRUCTURES for African Tourism Board

#### *7.1 The principal organs of ATB*

The principal organs of ATB shall be the:

- The Board of Directors with a Chairperson, Vice Chair, Board Members and any Board Committees as established by the Board of Directors from time to time in terms of the provisions of this Charter.
- The Executive Committee (ExCo) includes the Chairperson, CEO, the COO, CMCO and CFO and the support staff.



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- The founding members, who are also the Directors of the African Tourism Board and the founding Executive Committee of ATB, for purpose of continuity, will remain full members of the Board of Directors with voting rights for the first 15 years, after which their board membership will be based on an AGM election.

## *7.2 Board of Directors*

7.2.1 The Board of Directors shall comprise the following:

- (i) Executive Directors of African Tourism Boards who will be permanent members of the Board with voting rights.
- (ii) Selected Tourism Professionals of the Private Sector
- (ii) The Honorary President of the ATB
- (iii) The Patron of the ATB

Chairpersons of any established ATB Committee

The rest of the members will be recommended by the Executive Committee because of their special skills or potential contribution to the mandate of the ATB for approval in a formal meeting .

## *7.3 Election of Office Bearers*

7.3.1 Office bearers shall be elected for a period of four (4) years except for the Chairperson who will be elected for a period of 5 years.

- (i) The Chairperson shall be elected from either the public or private sector representatives from any one Member State and, may not offer himself for re-election other than as Vice-Chairperson in accordance with the principle of rotation.
- (ii) Vice-Chairperson provided for herein shall be elected from whichever sector not represented by the Chairperson and from any other Member State other than that of the Chairperson and, may not



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offer himself for re-election other than as a board member in accordance with the principle of rotation.

(iii) The ATB CEO shall be the Secretary of the Board of Directors of ATB and shall have permanent membership thereof.

(iv) In the absence of the Chairperson, the Vice-Chairperson shall chair the meetings and, in the absence of both Chairperson and Vice-Chairperson, any other Board Member shall be elected as Chairperson for that specific meeting.

(v) If the office of the Chairperson becomes vacant for any reason, before the Annual General Meeting at which a new Chairperson shall be elected, the Vice-Chairperson shall assume the responsibilities of the Chair for the remaining period of the Chairpersonship.

(vi) Only Members whose dues have been paid in full up to, and including the intended year of office for which elections are taking place, shall be eligible to stand and vote in elections.

## *7.4 Functions of Office for Directors*

### 7.4.1 Functions of the Board of Directors:

7.4.1.1 The Board of Directors shall be the governing body of ATB, responsible for the overall direction of the activities and programmes of the Organisation.

The Board shall engage and consult with the private tourism sector and ensure the voice of the private sector is heard.

The Board shall take a direct interest in the sustainable development of community-based, small to medium and emerging tourism enterprises including the inclusion of women and youth in accessing and benefiting from the tourism resources that Africa is endowed with.

The Board shall venture into commercial tourism businesses in partnerships with financial institutions, international cooperating and developmental agencies to assist local communities, SMEs, Women and Youth.



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The powers and functions of the Board of Directors shall be to:

- (i) Take any appropriate action to implement decisions and recommendations of the Annual General Meeting (AGM) and report to it;
- (ii) Receive, consider, and approve before submission to the AGM or the Commission for AFRICA Tourism Ministers, reports from the Executive Committee;
- (iii) Examine and approve the annual budget and audited financial statements of ATB prepared by the Executive Committee and make any recommendations on financial matters;
- (iv) Determine in what proportion Members of ATB shall bear the expenses of the Organisation;
- (v) Select, recruit, appoint and discipline the CEO;
- (vi) Establish any ad hoc or project committees of ATB and any such other technical committees as shall be necessary for the conduct of the work of ATB;
- (vii) Co-opt any person to assist in the work of the Board of Directors as it deems fit from time to time;
- (viii) Perform all such other functions as may be deemed necessary to fulfil the objectives of ATB.

## *7.5 Executive Committee*

7.5.1 The Executive Committee of ATB shall be headed by a CEO appointed by and reporting to the Board and shall include any support staff permanently or temporarily employed by ATB.

7.5.2 The Executive Committee shall have functional representation at any subsidiary ATB office.

7.5.3 The CEO shall operate from the location most suitable at any given time to ATB's operations, but shall ordinarily be based at ATB's head office.

7.5.4 The functions of the CEO shall be:

- (i) To implement resolutions of the Board;



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(ii) To manage the affairs of ATB in terms of this Charter, including the preparation of documentation for meetings and the control of all approved bank accounts of ATB;

(iii) To implement the objectives of ATB and its functions as set out in this Charter;

(iv) The CEO makes sure that the reports, budgets, plans and other documents necessary for the carrying out of the business of ATB prepared by the ExCo members are circulated in time

Specify roles and responsibilities of all ExCo members; Tenure for ExCo is five (5) years, with an option for renewal

(v) To mobilise human resource and asset management processes;

(vi) To represent ATB in its relations with any third parties, including governments and to negotiate agreements, contracts and related legal instruments approved by the Board;

(vii) To maintain good relations with Member States and establish relations with third parties, including lodging of membership applications;

(viii) To convene and service ATB Board meetings;

(ix) To undertake functions and duties as may be assigned within or be incidental to the terms and conditions of the Organisation's Charter and By-Laws.

7.5.5 Duties of the CEO shall include ensuring the proper and responsible operations of the Executive Committee and its functions, assisted by such special services staff as may be required and approved by the Board.

7.5.6 In the event of incapacity of the CEO, the Board shall take whatever steps are necessary for his or her replacement.

7.5.7 The Executive members of the Executive Committee staff shall be recruited, appointed and contracted by the Board on such terms and conditions as shall be determined by the Board of Directors, provided:

(i) that staff shall be recruited on as wide a geographical basis as possible from among Member States;



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(ii) if no suitable candidates are available from Member State, the decision to recruit from outside the Region shall be made by the Board of Directors.

7.5.8 Unless so authorised in the performance of their duties in terms of the Charter, or of specific decisions of the Committee of AFRICA Tourism Ministers, the Chief Executive Officer and/or staff shall not seek or receive instructions from any authority external to ATB and shall refrain from any action incompatible with their position as officials responsible only to ATB.

(i) ATB Members shall respect the exclusive international character of the responsibilities of the CEO and staff and shall refrain from interfering in the impartial discharge of their duties.

(ii) The Executive Committee and CEO shall at all times function and operate in accordance with the provisions of this Charter and its By-Laws as may be amended from time to time.

(iii) The CEO and Executive Committee staff shall respect and take into consideration in all their activities, the sovereignty and rights of each Member State of this Charter.

## *7.6 Committees of the Board of Directors*

7.6.1 The Board of Directors shall establish the following committees:

(i) **Marketing and Communications Committee**, elected for two years by rotation. One of its functions shall be to assist the ATB in carrying out its duties concerning marketing, promoting and communications of the ATB and the African Continent as a tourist destination. It shall meet at least every quarter or whenever it is necessary.

(ii) **Sustainable Tourism Product Development (Projects or Technical) Committee**, will be established by the Board to assist ATB concerning developmental or specific projects. Membership of this committee shall be at the discretion of the Board based on their special skills and shall include at least one Board Member as Chairperson.

(iii) **Finance and Human Resources Committee** will be established by the Board to assist ATB in the efficient and effective management and utilisation of the organizational resources.



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(iv) **Adhoc Committees** as listed earlier under “Our Structure” may be established by the Board from time to time as the need arises.

## ARTICLE 8

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### MEETINGS AND RULES OF QUORUM

#### *8.1 Meetings of The Board And Its Associated Committees*

#### *8.2 Formal and Mandated Meetings*

#### *8.3 Board Meetings*

8.3.1 Board meetings shall be convened three (3) times annually. The Agenda, time and venue of such meetings shall be agreed in advance by the Board and confirmed by the Executive Committee in writing:

(i) Formal agendas and notification reminders shall be circulated by the Executive Committee to the Board twenty-eight (28) days before the meetings.

(ii) All minutes and other documentation from any Previous Board meeting shall be circulated by the Executive Committee not later than twenty-one (21) days following the meeting to which they relate.

(iii) Confirmation of time and venue shall form part of any circular indicating the intention to hold Board meetings in terms of the provisions of this Charter.

(iv) Voting shall be open and shall be taken by a simple majority.

(v) Procedures at meetings shall be detailed in ATB By-Laws or Regulations and Rules.

(vi) The Rules of Quorum given in Article 8.8 herein shall apply to procedures at meetings.



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### *8.4 Board Committee Meetings*

8.4.1 Board Committee Meetings refer to those of the Board Committees, which shall be convened on behalf of the ATB Board or as requested by the AGM to deliberate upon specific or occasional matters arising from the activities of ATB. The composition of such meetings shall be decided by the Board. Rules of Quorum under Article 8.8 shall apply.

### *8.5 Extraordinary Board Meetings*

8.5.1 Extraordinary Board Meetings may be convened at any time at the request of the Chairperson, following notification to Board Members by the Executive Committee, giving at least fourteen (14) days notice:

- (i) Attendance at Extraordinary Board Meetings shall be restricted to ATB Board Members or their alternates.
- (ii) Voting shall be open and by a simple majority.
- (iii) The Rules of Quorum given in Article 8.8 herein shall apply.

### *8.6 Annual General Meetings (AGM)*

8.6.1 Annual General Meetings (AGMs) of ATB shall be held at such time and place as may be determined by the previous AGM. The AGM shall ordinarily be organised at the most convenient location in the territory of any Member State.

8.6.2 Such Annual General Meetings shall be convened by the Executive Committee by way of written notice detailing time, date and venue and circulated to all Members eligible to attend. Notification shall be circulated to Members not later than sixty (60) days prior to the date of the meeting.

8.6.3 Notification of meetings together with Agenda and other documentation shall be circulated forty-five (45) days prior to the date of the AGM meetings. Members shall be required to notify their attendance or that of any mandated nominee and to submit proxy forms or items for any other





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business to the Executive Committee in writing not later than fourteen (14) days prior to the date of the Annual General Meeting.

8.6.4 The Chairperson of such meetings shall be the Chairperson of the ATB Board or, in his absence the Vice Chairperson of the Board.

8.6.5 The Annual General Meeting shall elect office bearers, Committee Members for the coming year, and to consider and respond to Agenda items.

8.6.6 The AGM shall appoint Auditors.

8.6.7 The Rules of Quorum referred to in Article 8.7 herein, shall apply.

## *8.7 RULES OF QUORUM*

8.7.1 Quorum at Board and AGMs shall be constituted by simple majority (50 + 1) of the total number of Members and with voting powers except that:

(i) If, within a specific period of time, the time fixed for any meeting, a quorum is not present, the meeting shall either be deemed to be an Ad Hoc Meeting, in which case the provisions of Article 8.6.1 shall apply, or the meeting shall stand adjourned to such other time and place as the

Chairperson shall determine in consultation with the Board Members present and on condition that the Executive Committee shall notify the absent Members accordingly, and in order to reconvene the meeting the Members present shall form a quorum.

(ii) In the case of the scheduled AGM meetings, the quorum shall be established by a show of hands amongst Members present.



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### *8.8 Extraordinary Board*

Extraordinary Board and any other Board Committee meetings shall be determined as properly convened and constituted by the Board Members present and voting. Decisions taken at such meetings shall be presented to the Next Board meeting for ratification ex-post facto and only then shall such decisions be deemed to be binding on the Members of ATB.

### *8.9 Minutes of Meetings*

8.9.1 The Executive Committee shall attend all meetings of ATB herein mandated and shall maintain records in the form of written minutes.

8.9.2 Minutes shall be circulated to all Members within a period of twenty-one (21) days or within such other period of time, reasonably practicable, following such meetings.

8.9.3 Minutes shall be tabled for consideration and, if found to be a correct record of the Previous proceedings, shall be signed by the Chairperson and Executive Director at the subsequent meeting and shall be filed in the form of a minute book.

### *8.10 Languages and Documentation*

8.10.1 The languages of ATB shall be English and French all documentation shall be produced and provided in English until resources are available to produce and present the documents also in French.

### *8.11 Observers*

8.11.1 Any Organisation that is not a Member of ATB may be invited to attend as an observer any ATB meeting or that of any of its organs provided that, the intention to attend shall be notified to the Executive Committee in good time, and the CEO shall be satisfied that the Organisation has a legitimate reason to be present at the meeting. Observers shall not be entitled to vote at any such meetings. The CEO shall circulate at every meeting a complete list of organisations that have been granted observer status and shall give reasons for their attendance.



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### *8.12 Declaration of Interest*

8.12.1 Any Member of the Board of Directors or Committee who has a commercial or any other vested interest in any matter being considered by the Board shall declare such interest and shall be required to excuse himself from the meeting or to suspend his vote on the particular matter of interest.

## ARTICLE 9

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### BANKING ACCOUNTS

9.1 ATB Executive Committee shall, following acceptance, instruction or approval of the Board, open banking accounts as may be necessary, at registered recognised commercial banks and deposit therein, not later than the first banking day following the day of receipt, all monies received by it from any source. All monies not required for immediate use or as a reasonable operating balance shall, under the supervision of the CFO, be invested in such authorised accounts to best advantage until required. Cheque books and securities for such accounts shall be held at the head office or such other ATB office as may be appropriate.

9.2 Signatories on the accounts or any other funds and financial documentation shall jointly be that of the CEO, plus one other Board Member or accepted person or two such other accepted persons in the absence of the CEO, whose names shall have been forwarded to the bank by an office responsible for such affairs.



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## ARTICLE 10

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### FUNDING, FEES AND ACCOUNTING

10.1 Funding of ATB shall be by a combination of mechanisms:

(i) Annual subscriptions from membership;

(ii) Fees, income and commissions raised from ATB operations, regional systems, Members services, royalties, projects, sale of brochures or any other items, or from investments made in terms of Article 9.1 in this Charter.

10.2 ATB may be funded from a donor, grant-, or equity-sourced funds relating to specific projects.

10.3 Annual membership subscription fees, commissions for services, or any other income raised as per recommendation by the CEO shall form part of the funding of ATB.

10.4 The Executive Committee of ATB shall keep a proper record of its annual books of accounts, property and all its financial transactions and shall in each financial year prepare for circulation and consideration at the AGM meetings, statement of accounts of income and expenditure, including a balance sheet reflecting in all necessary detail, its assets and liabilities as at the end of the preceding financial year.

10.5 ATB's financial year shall be from the first (1st) day of March every year until the twenty-eight (28<sup>th</sup>) day of February of the following year.



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## ARTICLE 11

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### LEGALITY OF ACTIONS, INTERPRETATION OF THE CHARTER AND DISPUTES

#### *11.1 Legality Of Actions And Interpretation Of The Charter*

11.1.1 ATB shall do everything necessary within its powers, suitable and proper for carrying out its objectives provided that nothing shall be inconsistent with the provisions of this Charter or with the relevant laws in force in the host country, South Africa.

#### *11.2 Interpretation and Application of The Charter*

11.2.1 Matters regarding the interpretation and/or application of this Charter, its Annexures and any of its other subsidiary legal instruments, which are not resolved by negotiation and agreement shall, in the first instance, be referred to an ad hoc Committee composed of three (3) Members appointed by the Board and shall include a legal expert. The decision of the ad hoc Committee shall be offered to the Board for its consideration and decision in terms of the provisions in this Charter. The Board shall submit recommendations for approval by a majority vote of the Members present at a General Meeting convened for that purpose, or at which AGM the matter shall have been tabled for consideration.

#### *11.3 Declaration and Resolution of Disputes*

11.3.1 Any dispute between parties as ATB Members or as represented on ATB's Board or Executive Committee, which cannot be resolved by due and timeous consultation and agreement of the Board, or of the AGM, shall be referred to an external arbitrator acceptable to all disputing parties, whose decision shall be final and binding. The cost of such arbitration shall be borne equally by the disputing parties.

11.3.2 Notwithstanding the provisions of Article 11 paragraphs (2.1) and (3.1) above, any matter regarding the interpretation and/or application of the provisions of this Charter, its annexures and



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any of its other subsidiary legal instruments, which is not resolved by negotiation or agreement shall be referred by the disputing parties, to any competent court of law in the host country or in any member state as agreed by the disputing parties.

## ARTICLE 12

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### AMENDMENTS OF CHARTER AND BY-LAWS

12.1 This Charter, with the exclusion of its By-Laws and Annexes shall be amended by agreement of not less than two-thirds of voting Members at a particular Meeting convened for that purpose, provided:

12.1.1 All proposed amendments shall be submitted to the Board by the ATB Executive Committee in writing for consideration by the Board at one of its meetings.

12.1.2 Members of the Board shall be given written notice by the Executive Committee of any such proposed amendments in accordance with the provisions of Article 8.8 in this Charter.

12.1.3 Thereafter, amendments accepted by the Board shall be circulated to all Members and shall be adopted at any meeting convened to consider such amendments.

12.1.4 If an amendment is rejected by the ATB membership, it shall be referred to the AGM for consideration and finalisation.

12.2 Amendments of By-Laws in terms of Article 12 herein shall be adopted by simple majority at any meeting of the Board, including the AGM, and shall have immediate effect. By-Laws shall be considered as follows:

12.2.1 The Board shall be solely mandated to make, amend and approve such By-Laws as it deems necessary or desirable for the continued existence of ATB and the implementation of its objectives and principles stipulated in this Charter.



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12.2.2 The By-Laws of ATB shall remain in force for, as long as this Charter shall be in force.

However, in the event of dispute being resolved in terms of the provisions of this Charter, such a resolution shall be final and binding.

12.2.3 No amendments to the ATB Charter By-Laws shall have retroactive effect.

12.2.4 The principles of such By-Laws shall be embodied in the Charter, as well as in amendments thereto.

12.2.5 The By-Laws of ATB shall remain in force for the duration of this Charter. If there is a conflict between the By-Laws and the provisions of this Charter, the provisions of the Charter shall prevail over the terms of the By-Laws.

## ARTICLE 13

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### ENTRY INTO FORCE AND TERMINATION OF CHARTER

13.1 This Charter shall enter into force upon signature by the parties.

13.1.1 This Charter shall remain in force, for as long as there is at least one-third of the full Members who shall remain bound by the provisions of this Charter.

13.1.2 Upon termination of this Charter any funds and assets, movable and immovable property, remaining under the jurisdiction and responsibility of ATB shall be redistributed amongst the full member in proportion to the rate at which contributions are paid by them, after full and lawful settlement of all operations, staff and creditor liabilities and obligations.



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## ARTICLE 14

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### LIQUIDATION AND DISSOLUTION

14.1.1 In the event of liquidation, dissolution or winding up of ATB, either voluntarily or by operation of law, the Board of Directors shall by a resolution have the power to dispose of the total assets of ATB provided that such disposal shall not result in the distribution of any part of earnings of the Organisation for the benefit of any private individual or legal entity other than the lawful employees of ATB in accordance with their entitlement as provided for in the terms and conditions of service and terms of their contracts of employment.

14.1.2 Any proposal for the winding up or dissolution of ATB shall be submitted in writing to all Members of the Board at least six (6) months before the date on which such proposals are tabled. A resolution for the winding up of ATB shall be deemed to be passed only by receiving a two-thirds majority of the votes from Members and voting, at a Board Meeting.

14.1.3 IN WITNESS WHEREOF, WE, the undersigned, being duly Authorised Representatives of our, the ATB, have signed this Charter.

DONE at Pretoria, this 10<sup>th</sup> of August 2019.