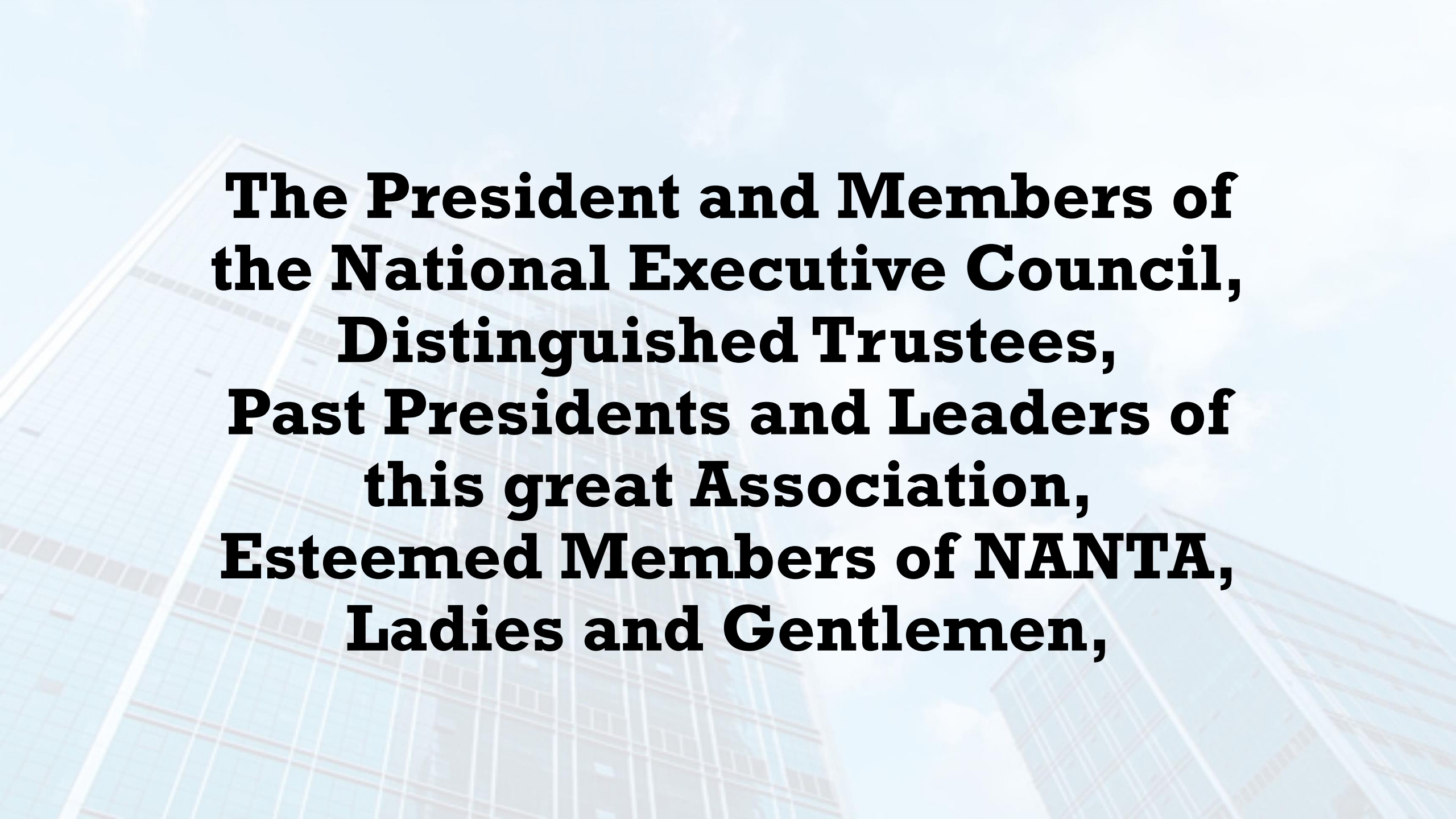


**KEYNOTE ADDRESS DELIVERED AT THE
49TH ANNUAL GENERAL MEETING OF THE
NATIONAL ASSOCIATION OF NIGERIA
TRAVEL AGENCIES (NANTA)**

**TITLE: BUILDING A LEGALLY GROUNDED, ETHICALLY
DRIVEN, AND GLOBALLY RESPECTED ASSOCIATION**

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DATE: WEDNESDAY APRIL 9TH 2025



**The President and Members of
the National Executive Council,
Distinguished Trustees,
Past Presidents and Leaders of
this great Association,
Esteemed Members of NANTA,
Ladies and Gentlemen,**

It is both a pleasure and a privilege to address this august gathering on the occasion of the 49th Annual General Meeting of the National Association of Nigeria Travel Agencies—an Association that has, over the decades, become a voice of integrity and advocacy in Nigeria's travel and tourism ecosystem.

1.0 **Introduction**

1.01 As NANTA approaches its golden jubilee, the need to consolidate its achievements, correct structural gaps, and reposition itself for the future has never been more urgent. The theme of today's discourse is one that seeks to enlighten, provoke thought, and inspire action towards ***“Building a Legally Grounded, Ethically Driven, and Globally Respected Association.”*** It will be based on the need for a robust constitution for NANTA, being an association that is currently without charter status.

- According to Statista, Nigeria's travel and tourism industry contributed \$17.3 billion to the nation's GDP, in 2022 representing 3.6% of the total industry's revenue.
- By 2025, the projected revenue is estimated to be US\$3.77bn, and the market is expected to grow annually at a rate of 10.60%, resulting in a projected market volume of US\$5.64bn by 2029.
- Furthermore, the number of users is expected to amount to 18.78m users by 2029, and user name penetration is anticipated to increase from 11.6% in 2025 to 13.0% by 2029.
- It is noteworthy that in comparison to other countries globally, United States is expected to generate the most revenue in the Travel & Tourism market, with a projected revenue of US\$224bn in 2025.
- The projected revenue of Ghana's Travel & Tourism market is expected to reach US\$502.85m in 2025.

Let us have an overview of travel associations in the US and UK including how they are structured:

In the United States the American Society of Travel Advisors (ASTA)

- Focus: Primarily represents travel agents and advisors.
- Structure.
- Board of Directors: Elected by members, oversees strategic direction.
- Chapters: Regional chapters across states.
- Membership Types: Individual advisors, agencies, suppliers (like airlines, tour operators).
- Advocacy Wing: Active in lobbying and industry policy work.

In the UNITED KINGDOM

Association of British Travel Agents (ABTA)-

- Focus: Inbound tourism to the UK.
- Structure
- Board of Directors: Elected from various segments (hotels, transport, attractions). Working Groups: E.g., on policy, sustainability, and Brexit impact. Membership: Suppliers, DMCs, attractions, and service providers.

The Advantage Travel Partnership

- Focus: A consortium of independent travel agents.
- Structure
- Member-Owned: Each member is a shareholder. Management Board: Guides operational and financial strategy.
- Central Support Team: Provides tools, training, and tech for members

1.02 The absence of a charter status means that NANTA currently has a (draft) constitution but does **not enjoy a statutory charter**, which could elevate it to the level of a professional regulatory body—empowered not only to organize and represent its members but also to regulate the travel profession across the country.

1.03 A charter status is the formal recognition granted to an entity through a charter, foundational legal document issued by a governing body or authority. This status establishes an entity's rights, privileges, and responsibilities, essentially serving as a license to operate under predetermined rules and guidelines. In practice, charter status is often applied to institutions such as cities, corporations, and educational bodies, where it marks the entity as having the legal capacity to function within a specific framework dictated by the issuing authority.

1.04 In contrast, a constitution is the fundamental document that outlines the principles, structures, and powers governing a nation or organization. A constitution is typically established by the people or members of an institution, reflecting their shared values and objectives. It defines how power is distributed, the rights of individuals, and the mechanisms by which laws are created and enforced. While a charter focuses on the operational aspects of a particular entity, a constitution provides a broader blueprint for governance and public policy on a larger scale.

1.05 In essence, the primary difference lies in their scope and authority. Charter status is specific to individual entities and grants them the legal framework to operate under certain conditions. A constitution, however, sets the overarching rules that govern an entire society or organization, establishing both the structure and the limits of governmental and institutional power.

1.06 The preference between a constitution and charter status largely depends on the context. For a nation or a large organization, a constitution is generally preferred because it establishes the broad framework of rights, governance, and public policy as determined by its people. In contrast, charter status is favored for smaller entities like municipalities or institutions, as it provides a concise legal foundation tailored to their operational needs.

1.07 The last Constitution of was adopted in 2021. Between then and now, the Association has had over 800 new corporate members. Moreover, the world has experienced significant developments in the economy, politics, social media and so on. It is obvious therefore that the 2021 Constitution can no longer be extant.

1.08 Without charter status, NANTA remains structurally constrained in some key areas and this gathering presents an opportunity for appraisal of the critical role that structured governance, professional practice and ethical standards play in propelling professional associations toward sustainable growth and influence. As we embark on this discourse, particularly concerning the necessity of a robust constitution for NANTA, allow me to begin with a light-hearted observation.

The Legal Framework: Understanding NANTA's Status and Potential

1.09 At present, NANTA operates as an **Incorporated Trustee** which is regulated under **Part F** of the **Companies and Allied Matters Act (CAMA) 2020** specifically **Sections 823 to 834 of the CAMA** as it **was registered with the Corporate Affairs Commission in 1989**. Even in registering an Incorporated Trustee, **Section 825 of CAMA** provides that two (2) copies of the Constitution are required to be submitted along with other documents, thus making the Constitution a mandatory document for any Incorporated Trustee and more particularly for NANTA.

1.10 **Section 827 of CAMA** stipulates the essential features of an Association's Constitution and provides thus:

827. The constitution of the association shall in addition to any other matter—

- (a) state the name or title of the association;**
- (b) the aims and objects of the association; and**
- (c) make provisions, in respect of the following—**

- (i) appointment, powers, duties, tenure of office and replacement of the trustees,**
- (ii) the use and custody of the common seal, if there is one,**
- (iii) the meetings of the association,**
- (iv) the number of members of the governing body, if any, the procedure for their appointment and removal, and their powers, and where subscriptions and other contributions are to be collected, the procedure for disbursement of the funds of the association, the keeping of accounts and the auditing of such accounts.**

1.11 This gathering presents an opportunity for appraisal of NANTA's constitution in the light of the above. As well as the critical role that structured governance, professional practice and ethical standards provided by the Constitution, play in propelling professional associations such as NANTA toward sustainable growth and influence. As we embark on this discourse, particularly concerning the necessity of a robust constitution for NANTA, allow me make a light-hearted observation:

Crafting a constitution is like designing an airport terminal, when done right, everything flows smoothly, people know exactly where to go, and there's harmony in movement. But when done poorly, confusion reigns, tempers flare, and no one wants a return ticket.

2.0 The intricacies of an Association's Constitution

Learned Silk, Sebastine T. Hon SAN gave a profound definition of a constitution, in his authoritative book titled “**Constitutional and Migration Law in Nigeria.**” In articulating the essence of a constitution, he wrote:

“A Constitution is an organic law through which all laws, authorities, or actions derive their legitimacy. It is the general legal framework that defines, describes, and limits the exercise of powers, rights and obligations, and prescribes, in broad terms, the modes and methods of the exercise thereof.”

2.01 This illuminating definition provides the foundation upon which I will anchor today's presentation.

2.02 At the heart of Hon SAN's definition lies the critical phrase: “A Constitution is an organic law through which all laws, authorities, or actions derive their legitimacy.” This speaks to the unique status of a constitution, not merely as a document, but as the supreme legal authority from which all institutional power flows and by which such power is regulated.

2.03 To further appreciate the gravity of this subject, we may reflect on the work of Thomas Hobbes, the eminent English philosopher, who in his classic text “**Leviathan**” imagined the state of human existence in the absence of organized government. He described such a condition as one in which life would be "solitary, poor, nasty, brutish, and short.”

2.04 Hobbes advocated the establishment of an authority to maintain order, an authority that would wield sovereign power to provide structure, security, and predictability in human affairs. In Hobbesian thought, this authority was to possess absolute sovereignty: unrestrained power over the affairs of society to prevent chaos and disorder.

2.05 While modern democratic ideals no longer support the notion of unchecked sovereign power, the fundamental principle remains valid: without structure, order collapses; without rules, institutions fail. ***And for an organization such as NANTA, the Constitution is that structure—a unifying legal instrument that confers legitimacy, defines purpose, distributes power, and safeguards continuity.***

2.06 In advancing our discourse on the essence of a constitution, particularly within the context of professional associations, it is instructive to examine how Nigerian jurisprudence has defined and interpreted the role of a constitution in such entities.

2.07 In the notable case of **Mohammed v. Sokoto (2021) 4 NWLR (Pt. 1775) 205 (CA)**, the Court of Appeal eloquently summarized the nature and authority of an association's constitution as follows:

“The constitution of an association is the organic instrument which confers powers and also creates rights and limitations. It regulates the affairs of the members, binding the members by its provisions. It is the supreme guide for all its activities. Where the constitution lays down a procedure by which certain actions must be taken, those actions cannot be said to have been properly taken without due compliance with the letters of the constitution.”

2.08 This authoritative judicial pronouncement confirms that a constitution is not just a symbolic document; it is the foundation of legitimacy and order. It encapsulates the principles, governance structures, and operational guidelines that enable an organization like NANTA to function efficiently and with integrity. A professional association without a constitution is therefore akin to a vessel adrift at sea—without compass, sail, or anchor.

2.09 The constitution of an association delineates several intricacies that guide that association such as:

- The rights and obligations of members;
- The framework for governance and decision-making and
- The standards for professional and ethical conduct.

2.10 Permit me, therefore, to take a judicial microscope to one of the cardinal pillars of your Constitution. **Section 8** makes provision for membership of NANTA. This provision is of paramount importance, for membership is the foundation upon which every association is built. It determines those who are admitted into the household of the Association, those who partake at its table, and those who are conferred with the privilege of contributing to the shaping of its vision and future.

2.11 In examining the Constitution, I will juxtapose its content with the relevant provisions of CAMA 2020, particularly Part F, which governs Incorporated Trustees. The objective of this exercise is to highlight areas of potential conflict, vagueness, or insufficiency, and to proffer constructive recommendations for alignment and clarity.

2.12 **Ambiguity in Voting by Members: Article 15(5) of the Constitution** provides for voting by Members, with each member being entitled to one vote. This is in line with Section 827 (c) (iii) of CAMA. However, the Article does not expressly provide for who can vote on behalf of members. Should it be an authorized representative of the member, such as the Chief Executive Officer, the Company Secretary? Or, in the absence of such clarity, can an administrative intern who inadvertently finds himself at the meeting venue vote?

2.13 This lack of specificity could give rise to disputes regarding representation, authority, and proxy voting. A prudent approach would be to amend the Constitution to clearly state that, where a corporate entity is admitted as a member, such entity shall act through a duly appointed representative. The mode of such appointment, whether through a board resolution, formal letter of nomination, or otherwise, must be prescribed, and the scope of the representative's authority clearly defined. This will mitigate uncertainty and promote administrative efficiency.

2.14 Probationary Membership and the Question of Rights: Article 5(a) of the Constitution states, and I quote:

“Membership should be subject to three months (3) probation at the zones by the zonal council before confirmation. Each member shall on admission be bound by the current rules and regulations of the Association as contained in the code of conduct for members and at such period be referred to as Associate Member.”

2.15 It is noteworthy that CAMA 2020 is silent on the issue of probationary membership under the framework of Incorporated Trustees. Nonetheless, as a matter of sound governance, if the Association elects to include a probationary period, then such a provision must be accompanied by detailed rules governing the rights and obligations of such Associate Members. The Constitution must clearly address the following:

- Are Associate Members entitled to vote during the probationary period?
- Are they eligible to hold office or participate in the Association's decision-making process?
- What are the criteria for transitioning from Associate to Full Member status, and who exercises the discretion for such confirmation?

2.16 Failure to define these parameters may expose the Association to allegations of arbitrariness or unequal treatment, both of which are antithetical to the spirit of inclusion and transparency.

2.17 Dormant Membership and Financial Default: **Article 8(5)(1)** of the Constitution addresses the issue of dormant membership in the following terms:

“A member will become dormant (inactive) after 2 years of non-compliance with its financial obligations to the Association. Such member will need to offset outstanding dues and any other fines as may be determined by the executive council.”

2.18 While the intention behind this clause is commendable there are legal questions unanswered. Firstly, what is the legal status of a "dormant" member? Is such a member deemed suspended? Does the dormancy affect voting rights or the right to attend meetings? Is the member still bound by the Association's rules? Also, the Constitution needs to address the process for reactivation. It is advisable to revise this provision to include a comprehensive definition of "dormant member," outlining the rights and limitations attendant thereto, and establishing clear procedural steps for reactivation. Clarity on this point will promote fairness and avoid administrative confusion.

2.19 Qualification and Disqualification of Trustees:
Article 9 of the Constitution commendably provides for the appointment, qualifications, powers, and removal of Trustees. However, there remains an important omission that must be addressed for full compliance with the provisions of CAMA 2020.

Section 826(1)(a) of CAMA 2020 provides that:

“A person shall not be qualified to be appointed or act as a trustee if he is an infant.”

2.20 The term "infant" here refers to a person under the age of 18. It is imperative that this disqualification be expressly incorporated into the Constitution to ensure conformity with statutory requirements. In doing so, the Association not only fortifies its legal standing but also preempts any potential legal challenges to the validity of its trusteeship appointments.

2.21 It is worthy of note that **Article 29 of the Constitution** stipulates that any matter not expressly provided for within the Constitution shall be resolved by reference to the provisions of CAMA 2020. In effect, CAMA operates as a subsidiary legislative framework, filling any lacunae that may arise in the constitutional text in relation to corporate regulation and the administration of companies. This underscores the Act's pivotal role in shaping Nigeria's corporate legal architecture, particularly in areas where the Constitution is silent or indeterminate. It sets the rules of engagement and ensures that all actions taken within the association are legally valid and procedurally sound.

2.22 To underscore the broader philosophical and constitutional relevance, we turn to the concurring judgment of Justice Abiru of the Supreme Court in the case of **Attorney General of the Federation v. Attorney General of Abia State & Ors (2024) LPELR-62576(SC)**. His Lordship remarked:

“A Constitution, in its broadest sense, consists of a collection of rules that limits both the government and the governed with respect to what may or may not be done. The very essence of a constitution is to prevent both tyranny and anarchy. To achieve this, it must sufficiently empower the government to enable it to be strong enough to operate effectively, whilst imposing reasonable restraints on it that do not make it too weak and create the risk of anarchy...”

2.23 This reflection applies with equal force to corporate and professional bodies. A balanced and enforceable constitution provides the necessary empowerment for the leadership to function effectively while placing checks and boundaries to prevent excesses.

2.24 Indeed, good governance is the oxygen that sustains any thriving association. It fosters transparency, accountability, participatory leadership, and institutional credibility. As aptly noted by governance expert **Mark Goyder**:

“Governance and leadership are the yin and the yang of successful organisations. If you have leadership without governance, you risk tyranny, fraud and personal fiefdoms. If you have governance without leadership you risk atrophy, bureaucracy and indifference.”

2.25 A robust constitution, therefore, becomes the bridge between governance and leadership. It is the mechanism by which:

- Leaders are elected or appointed
- Disputes are resolved (Article 22 of the Constitution)
- Decisions are taken democratically,
- And continuity is ensured even during transitions.

2.26 Without such a framework, an association exposes itself to internal disarray, loss of credibility, and stagnation.

2.27 In the travel and tourism industry, where trust, service quality, and reliability are paramount, maintaining high standards of professional conduct is not just desirable—it is indispensable. A comprehensive constitution must therefore set out clear ethical standards and disciplinary procedures. It becomes the moral compass that guides the conduct of members and reinforces industry confidence.

2.28 We can borrow an example from the Nigerian Bar Association (NBA), whose constitution explicitly states its objective as the:

Maintenance of the highest standard of professional conduct, etiquette, and discipline.

2.29 This principle has helped uphold the integrity of the legal profession in Nigeria. Likewise, NANTA stands to benefit greatly by embedding exacting professional standards within its own constitutional framework, thereby reinforcing its standing as a credible and principled industry body.

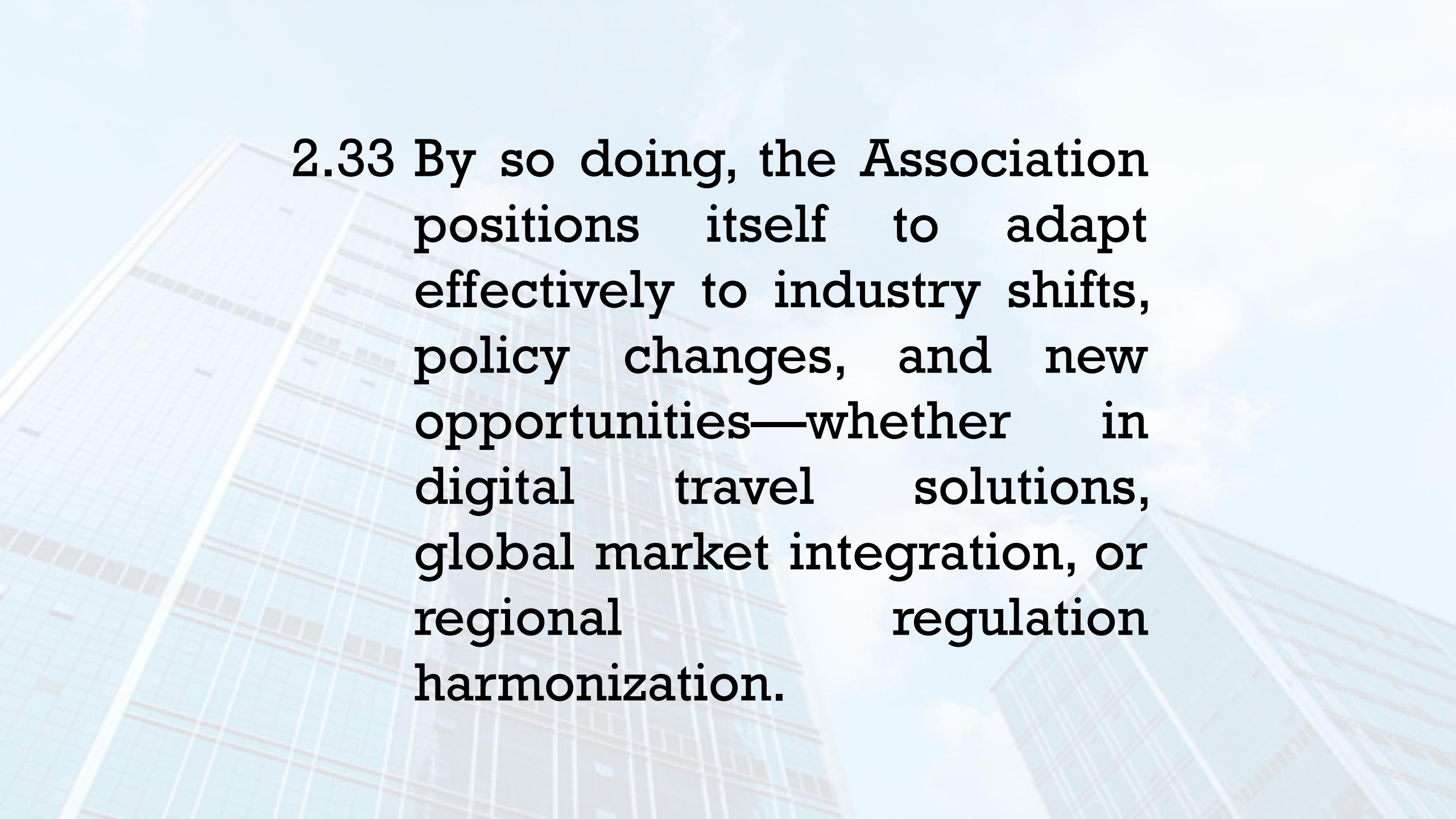
2.30 According to the **American Society of Travel Advisors (ASTA)**, a similar Association in the USA; their bye-law states:

“What separates an ASTA travel advisor from the pack is a set of core beliefs, a credo. This credo complements our mission statement and the code of ethics all ASTA members follow. This statement of beliefs encompasses who we are and the principles that guide our profession and our organization.”

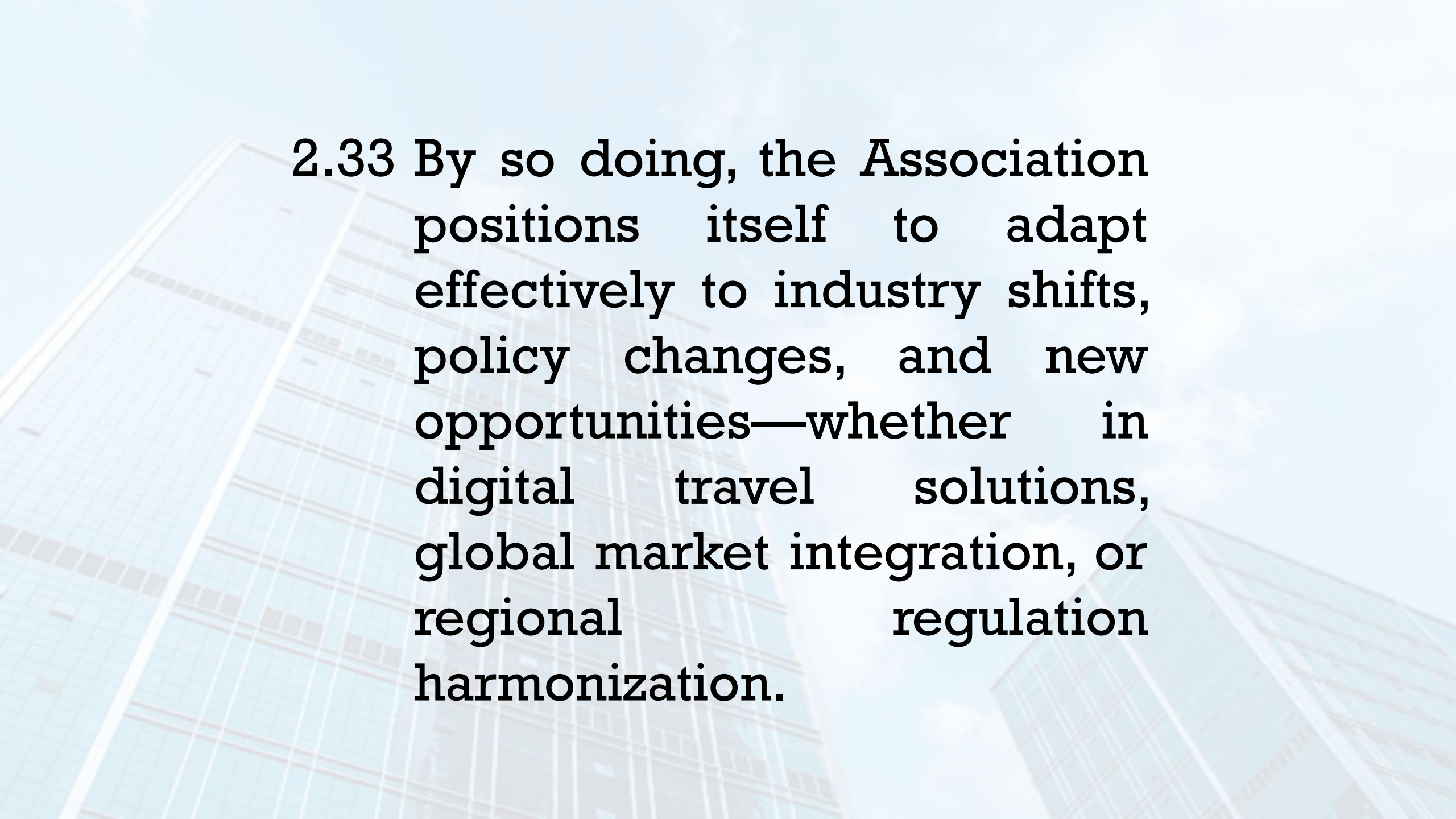
2.31 It is also important to emphasize that a constitution is not a static document. Like the 1999 Constitution of the Federal Republic of Nigeria or even the much older 1788 Constitution of the United States. It is a living instrument, designed to evolve in response to changing realities.

2.32 The constitution of a forward-thinking association like NANTA must have in its constitution:

- Provisions for periodic reviews,
- Amendment procedures. (Contained in Article 25 of the Constitution)
- Stakeholder consultations. (The Provisions in Article 14 for International Representations for example is a welcome feature.)
- And mechanisms for dealing with emerging issues. (Article 15 of the Constitution for example makes provisions for both Physical and Virtual Meetings except for General Meetings which are rotational. It is noteworthy that the constitution in Article 16 makes the use of a Seal mandatory but Section 830 of CAMA makes it optional.)



2.33 By so doing, the Association positions itself to adapt effectively to industry shifts, policy changes, and new opportunities—whether in digital travel solutions, global market integration, or regional regulation harmonization.



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3.0 **The Role of Members in Shaping the Constitution**

3.01 An association's strength lies in its members. Engaging members in the drafting and amendment processes fosters a sense of ownership and commitment. As **Rohini Nilekani**, an Indian writer, author and philanthropist observed;

“We cannot be mere consumers of good governance; we must be participants; we must be co-creators.”

3.02 By actively involving members, NANTA can harness diverse perspectives, ensuring that the constitution reflects the collective aspirations of its constituents.

3.03 Ladies and gentlemen, the journey toward collective prosperity and effective market protection for NANTA is intrinsically linked to the establishment of a robust constitution. Such a document will not only fortify governance structures and elevate professional standards but also chart a clear course for the association's future endeavors.

3.04 As we contemplate this pivotal step, let us remember that a constitution is more than words on paper; it is the embodiment of our shared values, aspirations, and commitments. Let us, therefore, approach this task with the diligence, unity, and foresight it deserves.

4.0 **A Call to Collective Action**

4.01 I make that call to collective action with a simple truth in mind: **No Association is stronger than the collective will of its members.**

4.02 For emphasis, allow me to share a humorous yet poignant thought: drafting a constitution without member input is like planning a surprise party for yourself - you might end up alone with all the cake.

4.03 Let us work together to ensure that NANTA's constitution is a true reflection of our collective vision.


4.04 This AGM is a moment of **recommitment**—to excellence, to unity, and to purpose. As we look toward the 50th anniversary of this great Association, let us ask ourselves: *What legacy do we wish to leave behind?* Will NANTA be a passive group of travel agencies or a transformational force in Nigeria's service economy?

4.05 The answer lies not in this keynote, but in the actions taken after it.

5.0 CONCLUSION

5.01 I believe in the vision of NANTA. I believe in the possibilities that lie ahead. And I believe that, with the right legal foundation, strong governance, high standards, and collective resolve, NANTA will emerge not just as a national icon, but as a **globally respected leader in travel and tourism.**

5.02 Thank you, and may this AGM mark the beginning of a new era for NANTA.



God bless NANTA.
**God bless the Federal
Republic of Nigeria.**