

Chapter Bylaws

August 2010

PATA CHAPTER BYLAWS

(i) PATA — refers to the Pacific Asia Travel Association, its Boards, Committees and Members, headquartered in Bangkok, Thailand. Members of PATA are divided into Member Categories (Government/Destination; Carrier; Industry and Hospitality) with varying fee structures by and within each category; hereinafter referred to as Members of PATA.

(ii) Chapter — refers to an independent group of Members of PATA and local travel & tourism related businesses or individuals who form a Chapter under the following bylaw guidelines.

(iii) Chapter Members — refers to all Members of the Chapter

(iv) PATA Members — refers to collectively Chapter Members and Members of PATA

1. NAME, AREA AND LOGO

The name of the Chapter is the PATA (the area which it serves) CHAPTER, hereinafter called “Chapter”. Except upon approval of PATA headquarters, the Chapter shall limit its Membership and activities to the geographical area of the Chapter based country or specified area.

The Chapter logo may be used **by all Chapter Members in good standing**. Chapter Officers (see below) are responsible to ensure correct logo use by Chapter Members. All use of any PATA logo, name and marks (including within the Chapter name and logo) insures solely to the benefit of PATA, and is subject to PATA’s rules, policies and directions as in effect from time to time.

2. CHAPTER OBJECTIVES

- a. To actively support and contribute to PATA’s mission and goals.
- b. To promote and develop PATA Membership both at Chapter and PATA level.
- c. To actively encourage participation among PATA Members, and potential new PATA Members in all PATA’s activities and events.
- d. To foster closer working relationships, cooperation, business and networking opportunities among PATA Members and the community at large.
- e. To encourage and strengthen travel industry professionalism, applied research and skills through education and training.
- f. To act as the local voice of PATA to help position, promote and protect Asia Pacific travel and tourism via sustainable economic, cultural and environmental methods.
- g. To implement and assist in the execution of specific PATA Task Forces, projects and research.
- h. To organise activities, events and opportunities that support the promotion of PATA destinations and tourism products of PATA Members.
- i. To assist PATA in Public Relations activities in the Chapter area and general promotion / marketing of PATA events and activities.
- j. To promote travel and tourism to students and young professionals and to encourage them to become PATA Members.
- k. To embrace and implement through its Chapter Membership PATA’s Charter of Sustainability and Corporate Social Responsibility (attached).

3. STRUCTURE & RESPONSIBILITIES

- a. Each Chapter shall at all times maintain a Membership of at least 10 active PATA Members who shall hold meetings regularly (minimum 4 times per annum).
- b. The Chapter Executive Committee shall consist of at a minimum the Chapter Chairperson, Vice-Chairperson and Secretary/Treasurer (collectively called Chapter Officers). All PATA Members are eligible for election as Chapter Officers however the Chapter must ensure its Chapter Chairperson and at least 1 of either of the other Officer positions are Members of PATA.

Pacific Asia Travel Association

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Engaging since 1951

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- c. A regular flow of information and communication between Chapters and PATA shall be maintained at least quarterly, including at a minimum the Chapter's submission to PATA of: Minutes of all Meetings, Roster of Chapter Officers, current listing of Executive Committee and all Chapter Members, attendance records of Chapter meetings and activities.
- d. The Chapter shall conduct its activities according to the provisions of the Bylaws of the Chapter consistent with the Bylaws of PATA. In addition, any instructions, rules and regulations as may, from time to time, be set forth in writing by PATA Executive Board/CEO shall take precedence where permitted by law.
- e. The Chapter shall maintain an active status and link on PATA website (www.pata.org) and ensure all Chapter details and activities are updated regularly. PATA shall grant website access to Chapter to facilitate this, subject to PATA rules and policies in effect from time to time, and Chapter shall nominate a member(s) to perform such tasks.
- f. In the event a Chapter fails to follow PATA's policies, regulations or directions of the PATA Executive Board/CEO or conducts itself in a manner which reflects negatively on PATA, after written notice from PATA requesting correction which fails to occur, PATA by its CEO may suspend the Chapter from affiliation with PATA and from use of PATA's name, logo and marks.
- g. Chapters are encouraged to structure their Membership to cover their entire geographic area as well as the widest possible representation of all sectors of Travel & Tourism industry including both inbound and outbound travel businesses.

4, CHAPTER MEMBERSHIP

- a. All organizations or individuals providing goods/services related to the Travel & Tourism industry as defined by PATA shall be eligible for Membership in the Chapter including students studying travel & tourism related courses.
- b. All Chapter Members are eligible to participate in any PATA or Chapter activities and events worldwide, however participation fees or discounts (if applicable) may vary depending on Membership category if a Member of PATA or Chapter Membership level. The Chapter shall use best efforts to encourage participation in PATA or Chapter activities by the Chapter Membership.
- c. Life Membership in PATA is conferred as an honorary position and the Chapter shall confer same recognition upon any PATA Life Member residing within the Chapter geographic area.
- d. After 1 year of being a Chapter Member, the Member should be encouraged to take up full Membership of a PATA category. PATA may offer an incentive to the Chapter and/or the Member if such a change in Membership occurs.

5. CESSATION OF CHAPTER MEMBERSHIP

- a. Cessation of Membership shall be automatic upon the Member resigning from the Chapter (in writing) or becoming a Member of PATA not in good standing (PATA to notify Chapter) — in which case Member may still apply to be a Chapter Member separately and be subject to Chapter Membership fees.
- b. Any Chapter Member in arrears for three calendar months of any levies or fees due to Chapter shall not be entitled to attend or participate in any meetings of the Chapter. Cessation of Chapter Membership of such Member shall be determined by the Chapter Executive Committee.
- c. Upon cessation of Chapter Membership, Chapter shall notify PATA and update PATA website.

6. MEETING OF THE CHAPTER MEMBERS

- a. A Chapter Annual General Meeting shall be held each calendar year.
- b. Regular Chapter Meetings, to which all Chapter Members in good standing shall be invited, shall be held at least once each quarter of the calendar year; the Annual General Meeting is considered one such regular Chapter Meeting.
- c. Notice of such meetings, with agenda or describing generally the order of business shall be delivered to Members at least seven (7) days before the day of the meeting.
- d. Special Meetings may be called at any time by either the Chapter Executive Committee or PATA Executive Board/CEO and notice shall be the same as 6 (c) above.
- e. When a vote is required, one-third or more Chapter Members in good standing, being present at the Meeting shall constitute a quorum. In the event no quorum is present, the Chairperson shall adjourn the

Meeting after setting a date for a new Meeting to be held within 30 days of this adjournment. Notices of the new Meeting date must be sent to all Members as indicated in 6 (c) above.

f. At all Chapter Regular; Annual General and Special Meetings, each Member in good standing and who is present at the Meeting shall be entitled to one vote, and in all cases of equality of votes, the Chairperson of such meeting shall have a deciding vote as well as a regular vote. Advance Proxy voting in writing is permitted.

g. All decisions requiring a vote shall be made by a simple majority of those Members in good standing present and voting.

7. MANAGEMENT OF CHAPTER AFFAIRS

a. Responsibility for the management of Chapter affairs shall rest with the Chapter Executive Committee (comprised of all Chapter Officers and other elected positions).

b. The Chapter Executive Committee shall be comprised of a minimum of three (3) Members, duly elected at the Chapter Annual General Meeting from among the Members present and eligible to vote, and with a least two (2) Chapter Officers being Members of PATA (any category). The Chapter Chairperson and at least 1 of either of the other Officer positions must be Members of PATA.

c. Members of the Chapter Executive Committee shall where practical be distributed as equally as possible among categories of PATA Membership (Government/Destination, Carrier, Industry and Hospitality).

d. Members of the Chapter Executive Committee shall be elected by PATA Members in good standing for terms of two (2) Chapter years. Upon serving their two-year term they shall not be eligible to serve again until at least a one (1) year interval off the Chapter Executive Committee, except the Vice Chairperson may serve without interruption as both Vice Chairperson, and then Chairperson thereafter if so elected.

e. Nominations of candidates for the Chapter Executive Committee can be made by any PATA member in good standing present at the Chapter Annual General Meeting, which nominations will be accepted by the Chairperson upon proper seconding by another member and with the consent of the person so nominated.

f. The newly-elected Members and re-elected or holdover Members of the Chapter Executive Committee shall meet, either during the Chapter Annual General Meeting or immediately following the adjournment of the Annual General Meeting to elect (at a minimum) from among the elected Members of the Committee, a Chairperson, Vice Chairperson, a Secretary/Treasurer. The positions of Secretary and Treasurer may or may not be held by the same person, upon the decision of the Members of the Chapter Executive Committee.

g. A vacancy caused by the resignation or withdrawal for any reason, of any member of the Chapter Executive Committee shall be filled by appointment by the Chapter Chairperson of another individual representing the same category (as a preference) of PATA Membership as did his/her predecessor, such appointee to serve until the next Annual General Meeting, at which time a replacement shall be elected to serve the balance of the term of office of such resigned or withdrawn member of the Chapter Executive Committee, if any.

h. Within fifteen days after the Annual General Meeting, the Chapter Chairperson shall make an announcement in writing, to each member of the Chapter and to PATA of the appointment of Chapter Executive Committee, and specify each of their terms.

i. The Chapter Executive Committee may at its discretion appoint a professional Secretary, or Executive Director position or a firm of professional Secretaries or Public Accountants for such period, at such remuneration and on such conditions as may, from time to time, be determined by the Chapter Executive Committee.

j. The Chapter Executive Committee shall conduct itself and its meetings with fairness and respect, and may resolve formalities in accordance with Roberts Rules of Order.

8. LEVIES AND FINANCES

a) Dues and terms of payment to be levied on all Chapter Members should be decided from time to time by the Chapter Executive Committee. In addition, the Chapter Executive Committee may levy nominal assessments or additional charges on the Chapter Members as may be needed to cover the cost of Chapter operations and activities.

- b) The Chapter shall determine its own Membership fee structure however the Chapter Member dues shall not exceed 75% of the Membership fee for a similar such Member of PATA in a category for which the Chapter Member may be eligible.
- c) The finances of the Chapter shall be managed by the Treasurer (or the Secretary /Treasurer) who shall be authorized to pay accounts and to co-sign cheques with either the Chairperson or Vice Chairperson.
- d) All books and accounts of the Chapter shall be audited at least once a year by a qualified auditor designated by the Chapter Executive Committee. Copies of such audit shall be made available to PATA upon written request.

9. ALTERATION OF BYLAWS

- a) The Chapter Bylaws may not be altered, added to, rescinded or otherwise varied or amended by the Chapter (unless in breach of local legal requirements), and any request for such changes shall be submitted for approval by the PATA Executive Board/CEO in their sole discretion, which shall notify the Chapter Executive Committee of its decision.
- b) PATA Executive Board/CEO may alter, add to, or rescind or otherwise vary these Bylaws at any time by giving Chapter Executive Committee 30 days advance written notice, whereupon Chapter Chairperson shall notify all Chapter Members of such change(s).

10. LEGAL COMMITMENTS

- a) The Chapter shall not enter into any contractual arrangement or make any other legal commitment on behalf of PATA unless it has requested, and received, the specific advance written approval of the PATA Executive Board/CEO.
- b) The Chapter is an independent local body allied with PATA's non profit purposes and subject to PATA's regulations. PATA shall not be held liable or responsible for any actions, errors or omissions taken or committed by the Chapter and/or its Membership unless specific written instruction for such was received in advance from PATA.
- c) Chapter shall be at all times legally registered with appropriate Government Authorities to the extent required in its geographic area.

END.