

THE ISLAND OF BARBADOS

(The Companies Act, CAP. 308)

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**

CERTIFICATE OF INCORPORATION

I hereby certify that **THE BARBADOS HOTEL AND TOURISM ASSOCIATION LIMITED** is this day incorporated under the Companies Act, 1982, of the island of Barbados, and that the Company is Limited.

Given under my hand at Bridgetown, Barbados, this 18th day of May, one thousand nine hundred and ninety four.

Registrar

(The Companies Act, CAP. 308)

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

ARTICLES OF ASSOCIATION

Of

**THE BARBADOS HOTEL AND TOURISM
ASSOCIATION**

**SECTION 1
Interpretation**

In these Articles unless there is something in the subject or context inconsistent therewith:

- 1) a. “may “, shall be construed as permissive.
b. “shall”, shall be construed as imperative.
- 2) “The Association” means the Barbados Hotel and Tourism Association Limited.
- 3) “hotel”, means any building or group of buildings (occupied together) for the accommodation of guests for reward and includes the curtilage thereof and all structures within such curtilage.
- 4) “tourism”, describes any business which supplies goods and services directly to tourists.
- 5) “the Office”, means the Registered Office of the Association.
- 6) “in writing”, means written or printed, or partly written or partly printed.
- 7) Words importing the masculine gender shall be deemed to include the feminine gender.
- 8) Words importing persons shall be deemed to include corporations.
- 9) “the Directors”, means the Board of Directors.

SECTION 11
TITLE OF THE ASSOCIATION
Article 1

The name of the company (hereinafter called the Association) is the Barbados Hotel and Tourism Association.

The Registered Office
Article 2

The Registered Office of the Association shall be situated in Barbados.

SECTION 111
OBJECTS OF THE ASSOCIATION
Article 3

The primary objective is to be a quality oriented organisation, providing for the benefit of members, programmes and services which create continuous improvement of the tourism industry in Barbados.

The objects for which the Association is established are:

- a) To promote co-operation, understanding and closer association among members and other establishments in Barbados providing services for the development of the Tourism Industry and to afford means of uniting them and of promoting an exchange among all businesses of information on all matters affecting the tourism industry of Barbados.
- b) To promote and encourage development in Barbados of Tourism operations suitable to the community and capable of making contributions to the economic welfare and the further development of the Tourism Industry in Barbados.
- c) To establish a code of ethics to be followed in all business dealings by members of the Association and to do all things for the protection of the members of the Association in matters relating to their trade or business.
- d) To encourage and assist tourism operators in Barbados in the use of efficient and modern methods to be used in the Tourism Industry and maintenance of proper standards of goods and services, labour relations, employee welfare, public relations, marketing, finance, training, advertising and product development.
- e) To further the objects of the Association by every means and in particular:

- (i) by stimulation at home and abroad of interest in the Tourism industry in Barbados;
 - (ii) by the collection from official and other sources, information useful to the Association and its Members and by conducting surveys, inquiries, keeping records and publishing reports relative to any aspect of the Tourism industry in Barbados;
 - (iii) by advising and assisting Government and Government sponsored bodies with regard to matters affecting the Tourism Industry, and by promoting legislation calculated to benefit, improve or expand the Tourism Industry in Barbados and to do all things which may be in the power of the Association to combat any legislation, which may be calculated to adversely affect the Tourism Industry in Barbados or the Members of the Association or any of them;
 - (iv) by the provision of information useful to residents of the Island of Barbados and visitors from overseas with regard to matters within the objects of the Association;
- f) To promote, organize, participate in, subscribe to, guarantee and defray the expenses of exhibitions, trade fairs, entertainment, conferences and meetings of all descriptions tending directly to further any of the objects of the Association.
- g) To maintain offices for answering inquiries and disseminating information and to print, publish, sell, circulate and distribute gratuitously or otherwise handbooks, guidebooks and promotional items and publications of all descriptions calculated to be useful to members, visitors or others to promote directly or indirectly any of the objects of the Associations.
- h) To engage in, undertake, encourage and support every form of publicity and advertising calculated to promote directly or indirectly any of the objects of the Association.
- i) To carry on any negotiations with any authorities, national, local, municipal or otherwise or any corporation or persons calculated directly or indirectly to promote any of the objects of the Association, to take all necessary or proper steps, legislative or otherwise, for any other purposes aforesaid and to oppose any steps taken by any other authority, corporation, firm or person which may be considered likely, directly or indirectly, to prejudice any of the objects of the Association.
- j) To form a fund for the purpose of carrying out the objects of the Association and to receive subscriptions thereto from persons whether Members of the Association or not subscribing or guaranteeing sums of money or credits for the purpose of carrying out the objectives of the Association or any of them and defraying the

expenses incurred in carrying out the objects of the Association on any terms which the Association may think fair and either subject or not subject to repayment on any contingency.

- k) To use, or let on lease or otherwise, or to permit the use and occupation of all or any part of the property of the Association for the purpose of the Association, or such other as may be considered available.
- l) To purchase, take on lease or in exchange, hire or otherwise, acquire whether in Barbados or elsewhere any real or personal property and any rights or privileges necessary or convenient for the purposes of the Association.
- m) To subscribe to, become a member of and co-operate with other Association, whether incorporated or not, whose objects are, altogether or in part, similar to those of the Association and to procure from and communicate to any such Association such information as may be likely to promote the objects of the Association.
- n) To undertake and execute any trusts which may be conducive to any of the objects of the Association.
- o) To establish and support or aid in the establishment and support of Associations, Institutions, funds, trusts and conveniences calculated to benefit employers, employees or ex-employees of the Association or its members or the dependents and connections of such persons, and to grant pensions and allowances to and make payments towards the insurance of such persons.
- p) From time to time to subscribe or contribute to any charitable benevolent or useful object of a public character.
- q) To elect as Honorary Members any persons whose co-operation and assistance have advanced or may be thought to be likely to advance any of the objects of the Association.
- r) To subscribe for, purchase or otherwise acquire, and to hold, and dispose of shares, stocks and securities of any other companies whether local or foreign as may be deemed expedient with a view to promotion of the objects of the Association.
- s) To pay all expenses of and preliminary to or in anywise relating to the formation, establishment and registration of the Association.
- t) To invest, lend, or otherwise deal with any monies of the Association not immediately required in such manner as the Association may from time to time determine, and to hold, sell or otherwise deal with such investments.

- u) To borrow money with or without security and in particular upon bonds, bills, promissory notes or other obligations or securities of the Association, or upon its property and effects of any part thereof, or in such other manner as the Association shall think fit, and to make accept, endorse and execute promissory notes, bills of exchange, or other negotiable instruments.
- v) To do all such other lawful matters and things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds, any objects or endeavour to impose on or procure to be observed by its members or others any regulations, or restrictions, or conditions which if an object of the Association would make it a Trade Union.

Article 4

The liability of the Members is limited.

Article 5

Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding fifty dollars.

Article 6

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be disposed of the Association who were members at the date of winding up shall by a majority in general meeting decide.

Article 7

The Association shall have full power and authority to make, establish and put into execution any bye-laws, rules or regulations for and concerning the nominations, election, suspension, removal, and expulsion of members and officers, and the management, collection, and disposal of funds, moneys, or property belonging to the Association, and relative to any other matter or thing whatsoever which may in anywise concern the good time to change, amend, alter, repeal, or vary as may seem proper, provided that no such bye-laws, rules and regulations be in any wise repugnant or contrary to the laws of the Island (or to Her Majesty's prerogative royal), and the same shall not in any manner affect any

other person or persons but those who may become members of the Association and the Association shall have power to affect all or any reasonable and adequate fines, levies, forfeitures, and penalties for non-observance, non-performance or breach thereof, and for enforcing the due observance thereof.

Article 8

The Association is an officially recognised Association. It is a non-profit, non-partisan, non-ethnic, non-sectarian organisation and all members who undertake to perform any duties for the Association shall do so without seeking any monetary emoluments but may be reimbursed for any expenses incurred on behalf of the Association.

SECTION IV MEMBERSHIP

Article 9

There shall be 2 basic categories of members, namely:

- a) Voting
- b) Non-Voting

These categories shall be further divided as:

- A (1) Accommodations
- (2) Direct Tourism Services
- B (3) Supporting
- (4) Honorary
- (5) Sustaining
- (6) Affiliate
- (7) Overseas & Website
- (8) Student

Voting Membership Accommodations, Direct Tourism Services Article 10

Any person, firm or corporation whose principal income is derived directly from visitors to the Island.

Fees shall be determined by the subscription paid as set out in Schedule 1.

Supporting Membership
Article 11

Any person, firm or corporation in Barbados whose principal income is not derived from visitors to the Island shall be eligible for non-voting supporting membership.

Sustaining Membership
Article 12

Any person, firm or corporation intending to operate a business in the Tourism industry and is in the process of having the same constructed or re-constructed, may become a Sustaining Member. Any such member shall become null and void after a period of three years and may apply for an extension of membership. A Sustaining Member shall be eligible for voting membership on the date of the official opening for business.

Affiliate Membership
Article 13

Any recognised association of members that may be accepted as an Affiliate member upon such terms and conditions as the Board of Directors may prescribe.

Honorary Membership
Article 14

Members may propose any person, who is not a full member at the time of such proposal for Honorary Membership, in acknowledgement of outstanding services rendered to the Tourism Industry of Barbados.

Overseas & Website Membership
Article 15

Any person, firm or corporation registered and operating outside of Barbados, may join through the web site. Non- voting privileges allowed.

Student Membership
Article 16

Any student wishing to join the Association may join through the web site. Non-voting privileges allowed.

Election of Members

Article 17

All applications for Accommodation, Direct Tourism Services, Supporting, Sustaining, Affiliate membership and nominations for Honorary membership, shall be submitted to the Membership Committee, who shall recommend acceptance or refusal to the Board of Directors of such applications, and generally act behalf of the Association in all matters relating to such applications, and the Directors may accept or object the recommendations of the Membership Committee and the Board's decision shall be final.

ELECTION OF REPRESENTATIVE

Article 18

- a) Any members which is a firm or corporation under Schedule I shall appoint a person(s) to be representative(s), and such representative(s) shall function in all respects as if he were a member in his own right. Such representative(s) shall be employed with or have a vested interest in such firm or corporation.
- b) Any person, firm, or corporation, which is a member, may appoint an alternate representative(s), and such alternate representative(s), shall function, in the absence, and on behalf of the representative(s) in all respects, as if he (they), were a member in his (they) own right. Such representative(s) shall be employed with or have a vested interest in such firm or corporation.
- c) Such appointments of representatives shall be in writing and shall be deposited at the Office; they shall be effective immediately and shall remain in force until revoked in writing.
- d) Such appointments as described above shall be subject to immediate termination upon the following provisions:
 - i) The person, firm or corporation ceases to be a member and the representative(s) of such person, firm or corporation shall otherwise not have been prior appointed by another member(s) as its representative(s) as contained in Schedule I.
 - ii) The representative(s) leaves the employment of the member or divests of his interest.
- e) Should any representative(s) appointed as described above, further hold an Office in the Association, such Office shall be vacated immediately under any of the provisions of **Section IV Article 16(d)** providing that he has not been prior appointed by any other member(s) as contained in **Schedule I**.

Change of Ownership

Article 19

In the case of change of ownership of any business, firm or corporation, the member shall submit notice of its resignation as contained in **Section V Article 18, RESIGNATION** and the new owner of such firm or corporation shall reapply for membership as contained in **Section IV (Membership)**.

SECTION V

RESIGNATION

Article 20

All notices of resignation shall be addressed to the Executive Vice-Chairman. Such notices shall only be effective after such person, firm or corporation, which is a member, shall have met all financial obligations to the Association, and notice of intention to resign shall be submitted in writing, thirty days before it is intended to be effective.

SECTION VI

DUES AND ASSESSMENTS

Article 21

All ordinary subscriptions for members shall become due on January first of each year and shall be levied as follows:

- a) Membership subscriptions shall be paid directly to the Office within thirty days of the date of rendering. Notice of such subscriptions shall be rendered to be received by members on or before the first day of December in each year.
- b) Members whose contributions are fully paid shall be issued with a Membership card, signifying that such member is in good standing with the association.
- c) All further levies that become necessary during the fiscal year and are so agreed upon at a Special General Meeting, duly called and constituted for such purpose, shall be paid to the Office within thirty days of the rendering of such accounts and such levy shall be a binding, firm obligation to the Association by such member(s).

Article 22

- a) Members admitted to the Association at any time during the first half of the fiscal year, January first to June thirtieth, shall pay the full ordinary subscription for that year; those admitted during the second half of the

year shall pay on the basis of one half of the annual ordinary subscription for that year.

- b) All applications for membership shall be accompanied by the appropriate remittance for subscriptions.

SECTION VII

EXPULSION

Article 23

A member who neglects to meet his obligations to the Association may be expelled from membership by the Board of Directors, after being given thirty days notice in writing to that effect. Such members shall be entitled to be heard in his own defence before any decision of the Board of Directors.

A member who has been expelled may, in writing, request the Board of Directors to delay expulsion to permit an appeal to the next Special General Meeting.

Terms Of Expulsion

Article 24

A member may be expelled by the Board of Directors in the following cases:

- a) Any member not paying his dues and assessments within ninety days of the rendering of his account.
- b) In the case of contraventions of these presents and decisions taken by the Association or such other acts deliberately calculated to mislead or cause damage to the Association or that which can be determined to be in breach of all or any parts or part of the Code of Ethics of the Association.
- c) In the case of disloyal acts contrary to the Aims and Objects of the Association.

Article 25

A member of the Association who ceases to be a member of the Association by virtue of expulsion or resignation shall forfeit all rights as a member of the Association and all claims thereunder to a rebate of any monies paid to the Association by way of fees, subscriptions or levies, but shall be subject nevertheless to any obligations such member may have incurred prior to his ceasing to be a member.

SECTION VIII
DUTIES OF VOTING MEMBERS
Article 26

1. It shall be the duty of every Voting Member to notify the **Chief Executive Officer** of all or any of the following:
 - a) all rates in respect of guest accommodations, any change(s) thereby and all other relevant information required for the determination of their annual dues.
 - b) any travel Agency, Firm, Wholesaler, Tour Operator, person(s) or corporation failing to pay within thirty days any just claim for any service rendered.
 - c) All wholesalers, not approved or Tour Operators, not recognised by the Association, wishing to transact business within the Industry in Barbados.

It shall be the duty of every member to notify the Chairman of any and every matter which may be deemed to be of general interest or value to the protection, enhancement or welfare of the business of the Association, and it shall be the duty of the **Chief Executive Officer** to notify the Board of Directors, giving them such information as he receives.

It shall be the duty of every member to provide to the Association supply and demand data relevant to the determination of industry performance and other information that may be required from time to time to assist the Association in achieving its objectives. Such data and information to be processed, analyzed and reported on by an agency approved by the Association in order to produce valuable market share analysis and to assist members in understanding historic and forecasted market performance and supply and demand dynamics for the hotel industry.

It shall be the duty of every member to subscribe to the Tourism Fund and to report and pay over all collections to the Association within the time specified by the Association.

**SECTION IX
BONDING****Article 27**

Every member shall adhere strictly to the terms and conditions set forth in any bond or contract negotiated with any company, and designed to protect the members of the Association from financial or other loss: all such bonds or contracts shall be deemed to form part of these Articles.

**SECTION X
ADMINISTRATION OF THE ASSOCIATION****Management****Article 28**

- a) The general management and control of the affairs, funds and property of the Association shall be vested in a Board of Directors, who shall have the right to delegate in whole or in part to the Chief Executive Officer and or committees, such of their powers as may be deemed advisable. Such delegated powers may be rescinded at any time.

The Chief Executive Officer or committees so formed shall in exercise of the powers delegated, conform to any regulations that may, from time to time, be imposed upon them by the Directors.

- b) The Directors may appoint members of the Association to serve on any committee.
- c) The Directors by the powers vested in them under Section X Article 26(a) may invite the Chief Executive Officer of the Barbados Tourism Authority to serve on the Board of Directors with full voting rights.

**SECTION XI
POWERS AND DUTIES OF THE BOARD OF DIRECTORS****Management****Article 29**

The management of the business of the Association shall be vested in the Board of Directors who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as by statute expressly directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions in the statutes and these presents and to any regulations from time to time made by the Association in General Meeting, provided that no regulations so

made shall invalidate any prior act of the Directors, which would have been valid if such regulations had not been made.

Article 30

Without prejudice to the general powers conferred by previous clauses hereof, the Directors may;

- a) rent offices for the use of the Association, appoint and dismiss Officers and servants of the Association and fix, their salaries, duties and terms of reference.
- b) purchase or otherwise acquire for the Association and pay for any property rights or privilege which the Association is authorised to acquire.
- c) Enter into contracts on behalf of the Association.
- d) Deal with the Association's property in such a manner, as they think fit.
- e) Open and account in the name of the Association with any bank or banks and determine who shall be entitled to sign on the Association's behalf, bills, notes, cheques, receipts and endorsements.
- f) Borrow money for the purposes of the Association with or without security.
- g) Amend the By-Laws of the Association, and also from time to time, make By-Laws or additional By-Laws.
- h) Generally do all such acts and things as may be expedient or necessary for fulfilling the objects of the Association.

Article 31

The Directors shall:

- a) cause to be kept a register of the members of the Association.
- b) cause proper books of account to be kept of the sums of money received and expended by the Association.
- c) cause minutes of their meetings and of the Association's meetings to be properly recorded.
- d) provide for the safe custody of the seal.

EXECUTIVE PERSONNEL

Article 32

Executive Personnel

- a) The Board of Directors may appoint a Chief Executive Officer for the Association, under such terms and conditions as they may decide. This Officer shall be titled '**Chief Executive Officer**' shall be salaried and shall be directly responsible to the Board of Directors. The duties of the **Chief Executive Officer** shall be to ensure the smooth and progressive functioning of the Association as

- laid down in the terms and conditions as set by the Board of Directors. He shall be ex officio on the Board of Directors. He shall attend functions and regulate matters on behalf of the Association and shall be spokesman of the Association. This shall be done in consultation with the Chairman and/or the Board of Directors.
- b) All senior executive staff shall be appointed by the Board of Directors at salaries set by the Board. Such other staff as may be required shall be appointed by the **Chief Executive Officer**.
- c) The **Chief Executive Officer** may recommend to the Board, the dismissal of any staff.

Committees of The Association

Articles 33

Standing committees of the Association shall comprise:

- a) a Marketing and Product Development
- b) a Finance & Fund Raising committee
- c) a HR Development committee
 - Labour Relations
 - Training
- d) Luxury Class
- e) A & B Class & Apartments
- f) Direct Tourism and Supporting Services
 - Restaurants
 - Direct Tourism Services
 - Supporting Services
- g) Membership & PR Constitution
- h) Environmental Committee
- i) Government Affairs Committee
- j) Technology Committee

Such Standing Committees shall be appointed by the Board of Directors at their first meeting following the Annual General Meeting of the Association. The Chairman of each of these committees shall, wherever possible, be a Director and with the approval of the Board of Directors shall be nominated by the Chairman.

Various other committees and sub- committees required to carry out the business of the Association, may be appointed by the Board of Directors as often as the need arises. Such committees and sub- committees shall remain in force until the completion of their assignments, unless their appointment is revoked by the Board of Directors.

Officers of The Association
Article 34

- a) The **Chairman, Deputy Chairman, Director of Finance, Director of Direct Tourism Services** and the Immediate Past **Chairman** shall be the Officers of the Association and with the exception of the Immediate Past **Chairman**, they shall be elected by the General body at the Annual General Meeting. **All officers shall be elected from the voting membership.**
- a) The Chief Executive Officer shall be an officer of the Association.

SECTION XII
ORGANIZATION OF THE ASSOCIATION
Article 35

- a) The Board of Directors shall comprise:
- 1) **Chairman**
 - 2) **Deputy Chairman**
 - 3) **Immediate Past Chairman**
 - 4) **Director of Direct Tourism Services**
 - 5) **Director of Finance**
 - 6) One representative from the Luxury Group
 - 7) One representative from the 'A' Class
 - 8) One representative from the Apartment, and Other Accommodations
 - 9) One representative from the Small Hotels of Barbados Inc. (SHBI)
 - 10) One representative from the Direct Tourism Services Membership
- b) Ex Officio Member of the Board shall be:-
- The **Chief Executive Officer** who shall attend meetings but shall have no voting rights.

TERMS OF OFFICE

Article 36

a) Chairman

The Chairman may hold office for one term. A term being two years beginning at the AGM at which he was appointed. However, after a full term out of office, any Chairman is eligible for re-election to that office.

Recall: A Chairman shall resign if by vote at an Extra-ordinary General Meeting called for that purpose two-thirds of the General Body votes in favour of his recall.

b) Immediate Past Chairman

At the end of his tenure as Chairman, the Immediate Past Chairman shall be so named and hold a seat on the BOD.

c) Chairman Elect

After the first year of the Chairman's term in office the position of First Vice Chairman can be recognised as Chairman Elect.

d) All Elected Officers

All elected Officers shall hold office for one year commencing at the Annual General Meeting. They are eligible for re-election at any subsequent Annual General Meeting.

ELECTION OF OFFICERS

Article 37

a) Procedures for election of Chairman, First Vice Chairman, Vice Chairman of Finance, and Vice Chairman of Direct Tourism Services.

k) Thirty days prior to the Annual General Meeting the Chief Executive Officer of the Association shall circularise all full members requesting nominations for Chairman, First Vice Chairman, Vice Chairman of Finance, and Vice Chairman of Direct Tourism Services to be submitted, in writing, to the Office, at least fifteen days prior to the Annual General Meeting.

ii) Seven days prior to the Annual General Meeting, the Chief Executive Officer shall circularise all members advising them of the nominations made.

- iii) At the Annual General Meeting, the Chief Executive Officer shall request any further nominations
 - iv) The Chief Executive Officer shall preside over all elections.
- b) Procedure for the election of Board of Directors :
- i) Two weeks prior to the Annual General Meeting, category members as outlines in Schedule I of these presents shall meet separately and distinctly to elect from among themselves, a total of four Directors who shall have full authority to represent their respective categories for a period of one year, commencing at the Annual General Meeting.
 - ii) The selection of these representatives shall be detailed as follows:
 - One Luxury member to serve on the Board of Directors
 - One 'A' Class member to serve on the Board of Directors
 - One 'Apartment and Other Accommodations Class member to serve on the Board of Directors
 - One Direct Tourism Services member to serve on the Board of Directors
 - iii) Director so elected by the group shall be the Chairman of their category and shall regulate the affairs of the group to which he belongs for a period of one-year commencing at the Annual General Meeting.

Resignation of Director

Article 38

A Director may be caused to resign by special resolution supported by two-thirds majority of the Board of Directors in any of the following circumstances:

- a) if by notice by writing to the Association he resigns his Office.
- b) If he becomes of unsound mind.
- c) If by his actions, words or deeds he publicly declares his opposition to the stated aims, objectives and/or public positions of the Association.
- d) If he is absent from the Island for one hundred consecutive days.
- e) If he misses three consecutive or a maximum of five meetings of the Board of Directors.

Vacant Seats On The Board

Article 39

In the event of a vacant post of Director, and alternate Director shall be appointed in the following manner:

If the retiring Director shall have been originally elected by a category, the particular category shall meet at a duly constituted special meeting within thirty days of the vacancy, and elect from within their number an alternate Director.

If the retiring Director have shall been originally elected by the Voting membership, then a Special General Meeting shall be convened within 30 days of the vacancy to elect an alternate director.

ALLOCATION OF MEMBERS

Article 40

- a) The Directors shall, at least forty-five days prior to the date of the Annual General Meeting every year, allocate Members to respective classifications and notice shall be given to each member of the classification to which such member has been allocated, within several days of such allocation being made.

Any member may object to his allocation within seven days of receiving such notice, in writing to the Chief Executive Officer who shall process the objections through the Board of Directors at a meeting duly convened for that purpose prior to the Annual General Meeting. Such members shall be entitled to attend and be heard.

- b) Notice of the meeting shall be given at least forty-eight hours in advance. The decision of the Directors taken at such meeting shall be final.

COVENING MEETINGS

Article 41

The Chief Executive Officer, upon request of the Chairman or any two other Directors, shall convene a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Directors to a Director who is not in Island. Notice shall be given to the Directors at least seven days prior to such meetings.

SPECIAL GENERAL MEETINGS

Article 42

Special General Meetings shall be convened by the Chief Executive Officer:

- a) Whenever he may be instructed to do so by the Chairman or by two directors.
- b) On the requisition in writing signed by five Voting members of the Association. The requisition and notice shall state the object of the meeting and no other business shall be entertained.
- c) Notice shall be given to members at least forty-eight hours prior to the commencement of such meetings.

QUARTERLY GENERAL MEETINGS

Article 43

Quarterly General Meetings of the Association shall be convened by the Chief Executive Officer at the appropriate times with notice being given to members at least seven days prior to such meetings.

NOTICE OF MEETINGS

Article 44

Notices of meetings of the Association shall be given either personally or by mechanical or electronic transmission to members specifying the place, date, and time of the meeting and such notice shall be deemed given immediately after it is dated or postmarked in the ordinary way of business. The accidental omission to give notice of a meeting to, or the non-receipt of such notice shall in no way invalidate the proceedings of any meeting.

BUSINESS OF MEETING

Article 45

Any member wishing to bring before a General Meeting any other business shall give notice in writing of such business to the Chief Executive Officer, so as to be received by him not less than five days prior to the date of that meeting.

MEETINGS

Article 46

During any one year there shall be, in addition to the Annual General Meeting at least three Quarterly General Meetings, and when necessary, Special General Meeting.

QUORUM
Article 47

- a) Five Directors shall constitute a quorum for the purpose of Directors meetings.
- b) One fifth of the Voting Members in good financial standing shall constitute a quorum for the purpose of a Special, Quarterly or Annual General Meeting, and such quorum shall include at least one representative of each class who shall be physically present to determine a quorum.
- c) If, on the day appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same day, not more than two weeks after, at the same time and, wherever possible, the same place. If at such adjourned meeting a quorum is not present within thirty minutes of the appointed time, then those members who are present shall represent a quorum and shall transact the business for which the meeting was called.

SECTION XIV
POWERS AND DUTIES OFFICERS
Article 48

- a) CHAIRMAN

The Chairman shall preside at all meetings of the Association and Of the Board of Directors and he shall be ex-officio of all Standing, Special and other Committees. He shall communicate to the Board Of Directors, the Executive Vice-Chairman and all members of the Association on all matters which in his opinion are likely to affect the objects of the Association and make suggestions which in his opinion will tend to promote the objects of the Association.

He shall work closely with the Executive Vice-Chairman in performing his duties and shall perform all such duties as are required Of him by the Board of Directors or the General Body of the Association.

The First Vice Chairman of the Association shall be entitled to take the Chair at any General Meeting if the Chairman is absent. If at any special or general meeting neither the Chairman nor Vice Chairman shall be present, the members present shall choose of their number to be Chairman at the meeting.

In the case of the death of the Chairman or in his absence from the Island or of his inability to act from any other cause, the First Vice Chairman, who shall be

Deputy Chairman, shall perform the Duties of the Chairman.

b) VICE CHAIRMAN

In the case of the death of the Chairman and First Vice Chairman, Or their absence at the same time from the Island or their inability to act from any other cause, then the Vice-Chairman Direct Tourism Services shall perform the duties of Chairman. In the case of death Or absence from the Island or their inability to act for any other cause of the above three Officers then, the Vice Chairman of Finance shall perform the duties of Chairman.

If in the case of deaths of all four named above, or their absence at the same time or their inability to act; then the Board of Directors shall appoint one of their members to perform the duties off the Chairman until such time as one of the same persons named above shall be able to perform such duties.

The Vice Chairman of Finance shall close the Annual Accounts of the Association on December thirty-first of each year and shall submit same after audit to the next Annual General Meeting.

At the Annual General Meeting in each year, the Vice Chairman Finance shall lay before the members, statements of the financial condition of the Association and such statements shall show under convenient headings, the Gross Income and Expenditure, distinguishing the Working Expenses of the Association, Salaries and other such matters.

CHAIRMAN AND RESOLUTIONS

Article 49

- a) The chairing of any meeting of the Association shall be governed under the provisions of Article 47 hereof.
- b) The meetings and proceedings of any committee appointed shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the provisions of Article 26 hereof
- c) All acts done by any meeting of the Directors or by any committee appointed by the Directors or by any person acting as Director shall not withstand that it shall subsequently be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every person

had been duly appointed and was qualified to be a Director or a member of such committee.

- d) A resolution in writing signed by all the Directors shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted.

VOTING PROCEDURES

Article 50

In all cases where voting takes place, only Voting Members, inclusive of the Chairman of the proceedings, and Directors representing the categories of members, all of whom must be in good financial standing with the Association, shall have the right to vote.

Every voting member shall have one vote for dues paid up to and including \$1,000 and an additional vote for every increment of \$1,000 paid in dues thereafter.

The right to vote shall be confined to those members as described in these Articles. Decisions shall be taken upon a majority vote. In the case of a tie vote, the Chairman of the proceedings shall be entitled to give an additional casting vote.

No poll shall be taken upon the question of adjournment. Any business other than that upon which a poll is to be taken may, at the discretion of the Chairman, be proceeded with, pending the taking of the poll.

VOTING BY PROXY

Article 51

Any Voting Member, may appoint another member to represent him and vote on his behalf as contained in Schedule 1 provided that it is not in conflict with any of these presents. The name of such person shall be recorded in writing with the Executive Chairman prior to that meeting.

For the purposes of convening meetings, proxy votes shall not constitute a quorum.

ANNUAL GENERAL MEETING

Article 52

The Annual general Meeting shall be held at least once in each year, but may be more than once by special resolution, it shall however not be more than fifteen

months after the last preceding Annual General Meeting, or as from time to time, prescribed by Statute. Notice of such meeting shall be given to members at least fourteen days prior to such meeting.

AGENDA FOR THE ANNUAL GENERAL MEETING

Article 53

The Annual general Meeting shall consider the following:

- a) the reports of the Chairman, and the Chief Executive Officer
- b) the establishment of members contributions not determined in the articles
- c) any special levies
- d) the accounts of the past year with the Auditors Certificate and reports
- e) election of Auditor
- f) election of Officers
- g) revision of Articles
- h) any other business

SECTION XV

AUDITOR

Article 54

Auditors shall be appointed and their duties regulated in accordance with the Companies Act Cap. 308 or any other Statutory modifications thereof for the time being in force and for the purpose the said sections shall have effect as if the word "Members" were sub

SECTION XVI

SEAL

Article 55

The Director shall forthwith procure a Common Seal to be made for the Association.

Article 56

The Common Seal of the Association shall not be affixed to any instrument except by the authority of the Directors and in the presence of two Directors who shall sign every such instrument to which the Seal is affixed and every such instrument shall be countersigned by the Chief Executive Officer or by some other person appointed by the Directors.

**SECTION XVII
AMENDMENT OF THE ARTICLES**

Article 57

The Articles of the Association may be amended or revised at any Annual or other General Meeting, by a two-third majority of those present and voting, but suggested amendments or revisions shall be submitted to the Chief Executive Officer in writing at least thirty days prior to such meeting and all members must be circularised at least fourteen days prior to such meeting.

Article 58

Revision or amendment of the Articles shall not be made unless two-thirds of the Voting Members are present or represented by proxy.

Article 59

Where these Articles are silent on any matter the Companies Act 19X becomes applicable.

**SECTION XVIII
DISSOLUTION OF THE ASSOCIATION**

Article 60

Dissolution of the Barbados Hotel and Tourism Association after complete liquidation of its obligations may be decided at a Special General Meeting, on the condition that three quarters of the Voting Members are present or represented by proxy, and that the decision is passed by a seventy-five percent majority vote of these present and voting.

**SECTION XIX
FINAL DISPOSITION**

Article 61

These Articles herein have been approved by the General Meeting of April twenty-ninth, nineteen hundred and ninety four and come into effect immediately. They replace all preceding articles.

SECTION XX
TRANSITIONAL PROVISIONS
Article 62

The dissolution of the Barbados Hotel Association shall take place on a date when the Barbados Hotel and Tourism Association come into effect, and pending that, the Barbados Hotel Association shall continue in full force and effect.

SCHEDULE I**Accommodations
Luxury, "A" Class
Apartments, "B" Class**

	Min. Publish Winter Rate Rooms By	Multiply First 100 Rooms By	Multiply Remaining Rooms By Dues	To Total of Columns 2,3,4 Add CHA/BEC
a) Up to US\$40 per night	Bds\$40	Bds\$20	23%	
b) Between US\$41- 60 per night	Bds\$50	Bds\$25	23%	
c) Between US\$61- 80 per night	Bds\$60	Bds\$30	23%	
d) US\$81 and over per night	Bds\$70	Bds\$35	23%	
Allied Members		Bds\$15		

Direct Tourism Services: Per Year

Revenue of \$1,000,000.00 or less	\$ 1,500.00
\$1,000,000- \$2,000,000	\$ 3,000.00
\$2,000,000- \$4,000,000	\$ 4,500.00
\$4,000,000- \$6,000,000	\$ 6,000.00
\$6,000,000- \$8,000,000	\$ 7,500.00
\$8,000,000- \$10,000,000	\$ 9,000.00
Over \$10,000,000.00	\$10,500.00

Supporting Members: Per Year

\$ 1,000.00

Sustaining Members: Per Year

\$ 150.00

Affiliate Members: To Be Determined By The Board of Directors

NOTE

The Constitution and Ethics Committee met on a weekly basis commencing September, 1991 and examined the following documents:

- Approved Strategic Plan
- Minutes of meetings of the General Body and the Board of Directors
- Relevant Constitutions
- Companies Act
- Projected developments of the Association.

It was against this background that the following revisions or amendments are made to the Constitution,

SECTION I Interpretation

This section remains the same with the name “tourism” and “Executive Council” being included and defined. Hence, there are eleven items instead of nine.

SECTION II TITLE OF ASSOCIATION

ARTICLES 3- 8 remains the same.

SECTION IV MEMBERSHIP Article 9

There are 6 categories according to Section IV Article 4 Membership. It is proposed to amalgamate the categories “Active and Associate” into “Full” and the three remaining categories are unchanged.

The reason being that there are numerous requests and difficulties over the years where the business of the Association had been continuously been jeopardised. This was further reinforced by the Board of Directors in its Strategic Plan at 3.1 Internal Analysis, “The present membership structure has expanded over the years to embrace most businesses and organisations in tourism related services. These members have been assigned the status of Associate and Affiliate membership, with the offer of limited participation rights, and a lower fee structure. Associate and Affiliate members now exceed hotel categories in a ration of 1:1.4. The Executive Team recognises an acute need for a redefinition of the membership structure to ensure fair representation of all members.”

Although there were fifty persons in the room, great difficulty was encountered in determining a quorum.

To correct this anomaly, the amended change shall be that each firm, corporation shall have a specific vote(s) to determine the quorum. Hence the reason for the development of a Schedule which demonstrates the strength and power of the voting as per the financial contributions of members.

ARTICLES 10-16

Minor changes have been made to Articles 10-16 to reflect the change of Full Membership.

Section V RESIGNATION Article 17

This section remains the same with one change, the word “Chairman” was substituted for “Secretary”.

SECTION VI DUES AND ASSESSMENTS Article 18

The present Article 13 Section VI does not address the reality of accounts payable by members. Therefore the revised Article 18 has been amended from January 1, to January 31 which provides a grace period of 30 days which is the common business practice.

Article 19-26

The current Articles 15- 21 remain the same.

SECTION X ADMINISTRATION OF THE ASSOCIATION Management Article 25

The current Article 22 has been expanded to provide for the appointment of members to serve on the Executive Council. Provision is also made for the Board of Directors to invite the Director of the Board of Tourism to serve on the Board with full voting rights and for a member who is versed in constitutional affairs to sit on the Board in an advisory capacity.

Section XI

Articles 26- 28 corresponds to Articles 23 with provisions for the Board of Directors to consult with Executive Council.

Executive Personnel
Article 29

This Article is broader than Article 25, Chief Executive Officer .
The current Article 25 has been amended to reflect the decision of the Board of Directors as contained in the Strategic Plan, that is, the Chief Executive Officer will do all of the spade work allowing the current Chairman (Chairman) to determine policy.
The Chairman is released from all time consuming day to day activities of the Association which in some cases have been to the detriment of his respective company.

Article 31
Officers of The Association

This Article corresponds to Article 26 and has been amended to reflect the organisational changes.

Section XII
ORGANIZATION OF THE ASSOCIATION
Article 32
The Board of Directors

The Article was amended on instructions from the Board of Directors with a view to restrict the Board of Directors to nine members giving maximum participation. This Section was therefore revised to reflect this view and yet at the same time it has not nullified the effectiveness of the Board.

The Executive Council was therefore introduced in this section.

Basically the Board of Directors is chaired by the Chairman. The majority of the day to day duties which is currently executed by the Chairman will be assumed by the Executive Chairman. This would therefore create a greater participation by the Officers of the Association since so much time will not now be required to give directly to the day to day activities of the Association.

Immediate Past Chairman

In the past the Immediate Past Chairman held office. In the revision although the Chairman holds office for two years, the Immediate Past Chairman holds office for one year as the Chairman Designate will be elected in the second year. In other words, the transition is made smoothly for continuity purposes.

Election of Officers

Procedures for the Election of Chairman would have to be done at the AGM 1991 (or 1992) under the approved Revision of the Articles in order to facilitate the procedure for election of officers for the future.

Procedures for the Election of Board of Directors Justification

In so doing this shall release the Secretariat from the frequency of meetings leading up to the AGM allowing them more time to concentrate on the preparation of the AGM in accordance with the Constitution.

Schedule

Without disruption to the Board of Directors, the same level of dues is maintained but individuals will have a greater participation in the Association based on the quantum of dues which they currently pay. In other words, those who pay a greater amount of dues will have a greater voting right and those who pay a basic due will have a basic vote e.g. if he falls in a two vote category then he will have two votes.