

REPUBLIC OF FIJI
THE COMPANIES ACT

**MEMORANDUM AND ARTICLES OF
ASSOCIATION**

of

**FIJI HOTEL AND TOURISM
ASSOCIATION**

(As amended by Annual General Meeting on 27 September 2013)

F.H.T.A
GPO Box 13560
Suva, Fiji Islands

THE COMPANIES ACT

MEMORANDUM OF ASSOCIATION

OF

**FIJI HOTEL AND TOURISM
ASSOCIATION**

27th September, 2013

MEMORANDUM OF ASSOCIATION
OF
FIJI HOTEL AND TOURISM ASSOCIATION
A COMPANY LIMITED BY GUARANTEE
ESTABLISHED UNDER THE COMPANIES ACT OF FIJI
CAP 247

1. NAME

The name of this Association shall be “Fiji Hotel and Tourism Association” and it is hereinafter referred to as “the Association”.

2. REGISTERED OFFICE

The Registered Office of the Association will be situated in Suva, or such other place as the Board of the Association may from time to time determine.

3. OBJECTS

The objects to the Association are:

- (a) To secure to the Association all the advantages of lawful unanimity of action.
- (b) To further protect, encourage and promote by all or any lawful means the interests of members in the business of hotel, accommodation, restaurant, dive and water sport operators, and kindred businesses within the general ambit of the tourist industry.
- (c) To maintain and promote standards within the tourist industry in Fiji by encouraging reliability and honest dealing and discouraging unfair practices.
- (d) To improve the service rendered to the public by members of the Association by offering constructive suggestions and disseminating information amongst its members, and by advertising and marketing generally.
- (e) To act as a non-political agency in making recommendations to the Legislature concerning legislation of interest to the hotel business and tourist industry in general, and recommendations to any other public body in Fiji concerning such industry, and all matters affecting industrial relations.
- (f) To improve and promote the proper training of management and employees throughout the tourist industry.

4. POWERS

4.1 In the carrying out of its objects the Association shall have the following powers:

- (a) To do all such things that are incidental or conducive to the attainment of the objects of the Association or any one of them.
- (b) To affiliate with any other Association or alliance of Associations having objects compatible with the objects and policies of the Association.
- (c) To purchase, take on lease, or otherwise acquire lands, buildings and premises for the furtherance of the objects of the Association.
- (d) To erect and maintain, alter and repair, any buildings and erections or other property that may be acquired for the purpose of the Association.
- (e) To buy or otherwise acquire chattels of all descriptions, books, papers, machines, apparatus and other things required for or of use in connection with the offices of the Association.
- (f) To manage, let, sell, exchange or otherwise deal with the property of the Association in such manner as the Association shall deem necessary.
- (g) To lend, borrow, or raise or secure the payment of money in such manner as the Association shall think fit upon such terms and conditions as shall be deemed expedient and in particular by mortgage of debenture, perpetual or otherwise, bank overdraft or other securities, and to charge if need be such mortgages, debentures or other securities, upon the floating assets of or upon all or any of the property of the Association present or future.
- (h) To raise funds by means of subscriptions of members and levies on members and otherwise for all the purposes and objects of the Association in such amounts and in such manner as is provided for in these rules.
- (i) To enter into any agreement with any person, firm, company, Government, Municipal or other Local Authority or other association which may seem conducive to the Association's objects or any of them and to obtain from such person, firm, company, Government or other Authority or association any right privilege or concession which the Association may think desirable to obtain and to carry out exercise and comply with any such arrangement, right, privilege or concession.
- (j) To apply for, promote and obtain, any legislation, leave, licence, right or authority to enable the Association to carry out its objects and/or for the purpose of obtaining for the Association or its members any additional powers or protection or for any other purpose which may appear to the Association to be expedient in the interests of the Association or members and to oppose Bills, Acts, regulations, proceedings or applications which may seem to the Association likely to prejudice the interests of the Association or its members directly or indirectly.

- (k) To aid by donations or any other means approved by the Association, researches or experiments in any matters or things likely to benefit the Association or its members.
- (l) To do all such lawful acts and things as are incidental or conducive to the attainment of the abovementioned objects or any of them.
- (m) The income and property of the Association, wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of the Association. And it is Hereby Declared and Agreed that it is the object of the Association to maintain the said Association in its entirety and that no member shall be in such capacity entitled to make a claim or demand for any share in the assets of the Association or for any division thereof, but shall while a member be only entitled to the privileges provided by this Memorandum and Articles and shall on ceasing to be a member in accordance with this Memorandum and Articles cease to have any claim whatever upon the Association.

4.2 PROVIDED THAT the Association shall not support with its funds or endeavor to impose on or procure to be observed by its members or others any regulation or restriction which if any object of the Association would make it a Trade Union.

5. INCOME AND PROPERTY

5.1 The income and property of the Association from whatsoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no proportion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association;

5.2 PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration by way of salary or fees to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association, not for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a reasonable rate on money borrowed from any member of the Association, nor for reasonable and proper rent for premises demised or let by any member to the Association, nor reimbursement of reasonable traveling accommodation or sustenance expenses incurred by officers of the Association when engaged in the affairs or business of the Association;

5.3 PROVIDED FURTHER THAT no member of the Board of management or governing body of the Association shall be appointed to any salaried office of the Association, or any officer of the Association paid by fees, and that no remuneration or other benefit on money or money's worth shall be given by the Association to any member of such board of management or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

6. LIABILITY

The liability of the members of the Association is limited.

7. CONTRIBUTION ON WINDING UP

Each member of the Association undertakes to contribute to the property of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of debts and liabilities of the Association contracted before he ceased to be a member and of the costs and expenses of winding up and for adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Twenty Fiji Dollars.

8. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given and transferred to some institution or institutions having objects similar or in part similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Paragraph 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such Judge of the High Court of Fiji as may have or acquire jurisdiction in the matter.

9. AMENDMENTS

No addition, alteration or amendment shall be made to or in the regulations in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of the Companies in Fiji.

10. LICENCE

Paragraphs 4 and 8 of this Memorandum contain conditions on which a licence is granted by the Minister to the Association in pursuance of Section 23 of the Companies Act Cap. 247.

THE COMPANIES ACT

ARTICLES OF ASSOCIATION

OF

**FIJI HOTEL AND TOURISM
ASSOCIATION**

27th September, 2013

1. THESE ARTICLES SHALL BE CONSTRUED WITH REFERENCE TO THE PROVISIONS OF THE COMPANIES ACT CAP 247 AND TERMS USED IN THESE ARTICLES SHALL HAVE THE SAME RESPECTIVE MEANINGS AS THEY HAVE WHEN USED IN THAT ACT AND, UNLESS THE CONTEXT REQUIRES OTHERWISE:-

- 1.1 The number of members with which the Association proposes to be registered is 300 but the Board of Directors may from time to time register an increase of members.
- 1.2 The Association is established for the purposes expressed in the Memorandum of Association.
- 1.3 In the interpretation of these Articles unless there be something in the subject or context inconsistent therewith:
 - 1.3.1 “Association” means Fiji Hotel and Tourism Association.
 - 1.3.2 “the Board” means the Board of the Directors constituted under Article 6.1 hereof as have authority to act for it in an executive capacity.
 - 1.3.3 the “Breaches of Code of Ethics and Disciplinary Procedures” shall be those procedures as approved by the Board summarizing the reporting and disciplinary process to be followed in the event of a breach of the Code of Ethics.
 - 1.3.4 the “Code of Ethics” summarizes the guidelines of conduct, as approved by the Board, required of the Association’s Members, which Members agree to comply with as a condition of Membership and be subject to disciplinary action in the event of breach.
 - 1.3.5 “Director” means a representative of an Active Member or Special Active Member appointed to the Board of Directors under Article 6.2.
 - 1.3.6 “Hotel” shall have the meaning assigned to it by the Hotels and Guest Houses Act Cap 195.
 - 1.3.7 “Room” shall mean a unit enclosed by walls or partitions constructed of cement, timber or any other material in which a person or persons may occupy and lodge for a period of time in consideration for money or money’s worth.
 - 1.3.8 “Member” includes any person, firm, partnership, company, corporation, joint venture, or any other organization who applied for and was duly elected to membership of the Association.
 - 1.3.9 “Chief Executive” includes any person appointed for the time being to perform the duties of the office of the Chief Executive of the Association.
 - 1.3.10 “Office” means the office from time to time of the Association.

- 1.3.11 “Persons” and words importing persons shall if the context so requires include as well as individual natural persons, firms, partnerships, companies, corporations, and joint ventures whether incorporated or not.
- 1.3.12 “The Articles” shall mean these Articles or other Articles of the Association for the time being in force.
- 1.3.13 “Seal” means the Common Seal from time to time of the Association.
- 1.3.14 “Standing Committee” means any committee that is appointed by the Board for the purpose of assisting the Board on certain nominated on-going permanent functions.
- 1.3.15 “Special Committee” means any committee that is appointed by the Board for a special purpose or deal with a special issue only.
- 1.4 Words importing the singular shall include the plural and vice versa and any gender shall include any other gender.

2. MEMBERSHIP

- 2.1 **ACTIVE MEMBERS:** Active members shall be licensed hotels and accommodation providers within Fiji having at least two (2) rooms or any operator that is tourism related including dive and water sport operators.
- 2.2 **SPECIAL ACTIVE MEMBERS:** Special Active Members are members normally and actively engaged in the management of a group or chains of Hotels in Fiji. Special Active Members shall have the right to hold office in the Association and vote at all meetings of the membership but shall not entitled to vote under the circumstances set forth in Article 12.3 hereof.
- 2.3 **ASSOCIATE MEMBERS:** Associate Members shall be any member established in allied and kindred business within the general ambit of the tourist industry. Associate Members shall have the rights and privileges of Active Members but shall not have the right to vote of hold office.
- 2.4 **HONORARY LIFE MEMBER:** The Board of Directors may confer Honorary Life Membership on any person who shall have rendered some distinguished service to the Association. Honorary Life Members shall have all the rights and privileges of Active and Associate Members, except to vote and hold office. Honorary Life Members shall not be required to pay dues.

3. ADMISSION OF MEMBERS

- 3.1 Any person desiring to become a member of the Association shall present to the Chief Executive a written application signed by himself or the owner, shareholder or director of such person. Upon receiving such application, the Chief Executive shall promptly refer the same to the Membership Committee appointed by the Board of Directors, which shall investigate the eligibility of the applicant as a member, based on the criteria and guideline as set out by the Board of Directors from time to time.

- 3.2 The Membership Committee shall report its findings, together with its recommendation to the Board of Directors, which shall proceed to consider and vote upon such applicant. The majority vote of the Board of Directors shall be required to admit such person to membership of the Association.
- 3.3 Each Member must, as a condition of membership, agree in writing to be bound by the Code of Ethics of the Association as amended from time to time by majority vote of the Board of Directors and subject to the limitations herein in the event of a breach to be subject to disciplinary action, as outlined in the Breaches of Code of Ethics and Disciplinary Procedures as amended from time to time by a majority vote of the Board of Directors.
- 3.4 A Director is a noninterested Director if he or she does not have an actual or perceived commercial benefit from the outcome of a disciplinary investigation.
- 3.5 The Membership Committee shall carry out investigation on any claim lodged against any member for any alleged or suspected breach of the Code of Ethics and responsible for any disciplinary action, if necessary, as directed by the Board. No member shall be suspended or expelled unless due process has been completed pursuant to Articles 4.4-4.6.

4. REGISTER OF MEMBERS

- 4.1 The Board of Directors shall cause to be kept a Register of Members which shall record the full name and address of each member together with the date of his joining and the date on which he ceased to be a member.
- 4.2 The Board by vote of not less than seventy-five per cent (75%) of its directors may for such cause as it thinks sufficient remit in whole or in part the subscription of levy due by a member.
- 4.3 If any member infringes any of the Articles or by-laws of the Association or is guilty of a breach of the Association's Code of Ethics or any other act proceeding or practice likely in the opinion of the Membership Committee to bring discredit to the Association or to be inimical to its objects the Membership Committee may if it thinks fit by notice in writing subject the member to the disciplinary procedures set forth in the then current Breaches of Code of Ethics and Disciplinary Procedures, subject to Article 4.5.
- 4.4 In all circumstances a vote of an absolute majority of the non-interested elected Directors then in office shall be required for the suspension or expulsion of any member.
- 4.5 Any member suspended or expelled may within thirty days of the decision of the Board seek an audience with the Board and present his her or its arguments in writing and in favor of continued membership. The decision of the absolute majority of the non-interested Directors then in office shall be final.

- 4.6 A member who has been suspended or expelled for a breach of the Code of Ethics may once he she or it has become fully compliant and ceased the infringing act or activity apply for reinstatement as outlined in Articles 3.1 and 3.2 except that an absolute majority of the non-interested elected Board of Directors shall be required for readmission.
- 4.7 In accordance with Paragraph 4.1(m) of the Memorandum of Association members are only entitled to the privileges provided by this Memorandum and Articles and shall on ceasing to be a member in accordance with this Memorandum and Articles cease to have any claim whatever upon the Association.
- 4.8 No member shall have any claim whatsoever against the Board of Directors or the Association for any disciplinary action taken against that member pursuant to the Breaches of Code of Ethics and Disciplinary Procedures.

5. GENERAL MEETINGS

- 5.1 The Association shall, in each year, hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as may be designated by the Board of Directors and not more than 15 months from the date of the last Annual General Meeting.
- 5.2 All general meetings other than the Annual General Meetings shall be called Special General Meetings. Special General Meetings of the members of the Association may be called by the President or the Board of Directors from time to time during the year, and must be called within twenty one (21) days upon the written request of twenty per cent (20%) of the Active Members. The request must state the objects of the meeting, and must be signed by the requisitionists and deposited at the office of the Association. The written notice of the time and place of such meeting, stating the purpose thereof and the business to be transacted, must be given by the Chief Executive to each member at least twenty one (21) days prior to the date of such meeting.
- 5.3 Every general meeting, either Annual General Meetings or Special General Meeting, shall be called by twenty one (21) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given to such persons, under the Articles of the Association, entitled to receive such notices from the Association. Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat. The accidental omission to give notice of a meeting to, or the non-recipient of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

- 5.4 All business shall be deemed special that is transacted at a special general meeting, and also all that is transacted at an Annual General Meeting, with the exception of considering of the accounts, balance sheets, and the reports of the directors and auditors, the election of the directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
- 5.5 No business shall be transacted at any general meeting, unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, twenty five (25%) of the total Active Membership of the Association shall constitute a quorum.
- 5.6 If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the request of active members, shall be dissolved; in any other case, it shall stand adjourned to such other day and at such other time and place as the directors may determine, and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the adjourned meeting, the members present shall be a quorum.
- 5.7 The President of the Board of Directors shall preside as chairman at every general meeting of the Association, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall act as chairman, and in his absence or if he is unwilling to act, the directors present shall elect one of their members to be chairman of the meeting.
- 5.8 The chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting but no business shall be transacted at any adjourning meeting other than the business left unfinished at the meeting from which the adjournment took place. No new notice is required for such adjourned meeting.
- 5.9 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing. Any corporation which is a member may authorize such person as it thinks fit to act as its representative at any meeting of the Association. A member may on giving twenty four (24) hours previous notice in writing to the Chief Executive revoke the appointment of any person as his proxy or representative and may by that or subsequent notice nominate another person or representative to act on his behalf.
- 5.10 At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hand, unless a poll is demanded. A poll shall be duly demanded only before or on the declaration of a show of hands and it is demanded by the chairman of the meeting or by twenty five (25%) of the Active Members.
- 5.11 At any meeting unless a poll is duly demanded before or upon the declaration of a show of hands, a declaration by the chairman of the meeting to the effect that a resolution has been carried or carried unanimously or by a particular majority or lost having regard to the majority required and an entry to that effect in the minute book signed by the chairman at that or next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.

- 5.12 In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or the poll is demanded shall have a casting vote in addition to any other vote or votes to which he may be entitled.
- 5.13 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner and at such time and place as the chairman of the meeting directs. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
- 5.14 A resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.
- 5.15 At any meeting of the members, each Active Member and Special Active Member in person or by proxy shall be entitled to one (1) vote upon any matter presented except for the matter arising under Article 12.3. Votes may be given either personally or by proxy. Subject to article 5.16, no member shall be entitled to vote at any general meeting, unless all moneys presently payable by him to the Association have been paid. In the case of a poll, the voting rights of Active Members and Special Active Members shall be based on the number of rooms in the hotel or property represented by such member as follows:
- | | | |
|----------------------------|---|---------|
| 1 to 10 rooms | - | 1 vote |
| 11 to 50 rooms | - | 2 votes |
| 51 to 100 rooms | - | 3 votes |
| 101 to 200 rooms | - | 4 votes |
| 201 to 300 rooms | - | 5 votes |
| 301 plus | - | 6 votes |
| Any other tourism operator | - | 1 vote |
| Special Active Member | - | 1 vote |
- 5.16 Any member whose dues have been in arrear for more than two (2) months on the date of the Annual General Meeting or Special General Meeting will not be entitled to vote at that Annual General Meeting or Special General Meeting, and raise any questions at that Annual General Meeting.

6. DIRECTORS AND OFFICERS

- 6.1 The Board of Directors shall consist of a minimum of ten (10) or a maximum of thirty (30) representatives of the Active Members or Special Active Members having the qualifications hereinafter defined, and to be elected as hereinafter provided.
- 6.2 At each Annual General Meeting, after the election of the Board members, one member of the Board shall be elected as President and two members of the Board shall be elected as Vice Presidents..

- 6.3 The President and Vice Presidents, who before being eligible for election shall have served at least one year as a director and having been elected at such serve for a period of one (1) year or until their successors shall gave elected to take office, they shall retire at the next Annual General Meeting but shall be eligible for re-election to that office.
- 6.4 The members of the Board of directors elected at the annual general meetings shall serve for a period of three (3) year, subject to the requirement under Article 7.4 and Article 7.5, or until their successors shall be elected to take office.
- 6.5 A retiring director shall be eligible for re-election. No person other than a director retiring in the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any general meeting, unless the person is nominated in accordance with Article 7.3.
- 6.6 A Chief Executive may be appointed by the Board, either honorarily or upon terms and conditions set and approved by the Board, and shall have such powers and duties as the Board deems necessary.
- 6.7 The Board may appoint a member of the Board of Directors or the Chief Executive or any other person to fulfill the duties of Treasurer and Secretary as laid down in Articles 9.3 and 9.4.
- 6.8 The office of a director shall be vacated if the director:-
- (a) becomes bankrupt or makes an arrangement or composition with his creditors generally; or
 - (b) becomes of unsound mind; or
 - (c) becomes prohibited from being a director by reason of an order made under Section 190 of the Companies Act (Cap. 248); or
 - (d) resigns his office by notice in writing to the Association; or
 - (e) is obligated to resign because the member of which the director is a representative is suspended or expelled from the Association after exhausting any right of appeal.
- 6.9 A representative from each tourism sector may be appointed as a member of the Board of Directors provided that at least eighty per cent (80%) of the members of the Board of Directors shall be representatives from the hotel and accommodation providers.

7. ELECTION AND NOMINATIONS FOR ELECTION

7.1 ELECTIONS :

At each Annual General Meeting the President, Vice Presidents and any member of the Board of Directors who has completed a three (3) year term shall stand down, but no officer standing down shall be excluded from re-election. The vacancies thus created shall be filled by ballot, subject to the provisions contained herein.

7.2 NOMINATING COMMITTEE:

Not less than sixty (60) days prior to the Annual General Meeting, the President shall appoint a committee of three (3) Active Members of the Association to act as a Nominating Committee, which shall meet and nominate candidates for all elected officers on the Board of Directors for the ensuing year. The Nominating Committee shall nominate such members at it thinks best fitted and who are willing to serve the Association, and its recommendation shall then be ratified by the Board and such ratified decision shall be circulated to the members no less than fourteen (14) days prior to the Annual General Meeting.

7.3 NOMINATIONS FROM ACTIVE MEMBERS:

Three Active Members shall have the right to make nominations at least seven days prior to the Annual General Meeting for membership of the Board of Directors, and such nominations shall be submitted to the vote of the membership together with the nominations of the Nominating Committee. The vacant offices shall be filled by the candidate or candidates receiving the higher number of votes and such candidate or candidates shall be declared elected. The three active members in this clause must not be the same persons or part of the nominating committee.

7.4 The Board shall fill any vacancy that may occur amongst the officers of the Board of Directors other than by expiration of their term of office. Any such appointee shall serve until the next Annual General Meeting of the Association. Such appointee, if re-elected as a director, or another person who is elected a director at that Annual General Meeting, shall only serve the balance of the term of the director in whose place he is appointed. A vacancy shall be deemed to exist when an officer or a director moves permanently from Fiji, or upon notification by the member of the Association that the Director is no longer in his employ.

7.5 The Association may, by ordinary resolution, of which special notice has been given, remove any director before the expiration of his period of office, notwithstanding anything in these Articles or any agreement between the Association and such director. The Association may, by ordinary resolution, appoint another person in place of a director removed from office. The person appointed to fill such vacancy shall serve until the next Annual General Meeting. Such appointee, if re-elected as a director, or another person who is elected as a director at that Annual General Meeting, shall only serve the balance of the term of the director in whose place he is appointed.

8. MEETINGS OF THE BOARD

8.1 The Board of Directors shall hold meetings at least once every quarter in each year, and at such time and place as the Board of Directors shall determine. Questions arising at any meeting shall be decided by a majority of votes. In this case of any equality of votes, the chairman shall have a second or casting vote.

8.2 The Board shall meet whenever it is deemed necessary at such place as the President or Vice President may designate. At all meetings of the Board, a majority of the Directors or their designated Alternates, shall constitute a quorum for the transaction of business.

- 8.3 Elected directors shall for the ensuing year submit in writing as soon after the Annual General Meeting as possible and in any event before the next meeting of the Board the names of no more than two (2) Alternates, who must be employed by the same organisation as the nominating director. Provided always that should the Alternate cease to be employed by the same organisation as the nominating director, that director shall nominate another as soon as possible. Any director may also appoint another Alternate from time to time to attend a specific meeting of the Board or to carry out a specific function, provided that notification of such appointment shall reach the Chief Executive at the office of the Association twenty four (24) hours before the meeting of the Board or before the specific function being carried out. Alternates do not have any right to attend any meeting except with the consent of the Board.
- 8.4 Whenever any Director or his designated Alternate shall be absent from three (3) consecutive meetings of the Board (except when due to illness or when excused by the Board from attendance either before or after any meeting for good and sufficient reason) then such Director shall automatically cease to be a member of the Board.
- 8.5 The President shall act as Chairman of the Board of Directors, and in his absence, the Vice President nominated by the President prior to his absence.
- 8.6 The continuing directors may act notwithstanding any vacancy in their Board, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Association as the necessary quorum of the directors, the continuing directors may act for the purpose of increasing the number of the directors to that number, or summoning a general meeting of the Association, but for no other purpose.
- 8.7 There shall be an Executive Committee of the Board of Directors consisting of the President, Vice Presidents, at least three Directors and the Chief Executive. The Executive Committee, while the Board is not in session, shall have and may exercise all of the powers and authority of the Board in the management and direction of the day to day business and affairs of the Association, subject at all times, however, to the control of the Board. The Executive Committee shall act only in the intervals between meetings of the Board, shall keep minutes of all its proceedings, and shall report thereon to the Board at the next regular meeting thereof.
- 8.8 A resolution in writing, signed by all the directors who are entitled to receive notice of meetings of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 8.9 All resolutions put to the vote and the result of any voting and any such minutes signed by the Chairman or by a Director present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting or whatever proportion required for voting in favor thereof.
- 8.10 The proceedings at any meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise, or any want of qualification in any of the persons present voting thereat.

9. POWERS AND DUTIES OF THE OFFICERS

9.1 PRESIDENT:

The President shall preside as Chairman at all members general meetings of the Association and the Board meetings, appoint members to all special committees, be a member of the Board of Directors and the Executive Committees, and be an ex-officio member of all standing committees. In the case of a tie vote at any meetings of the Association he shall cast the decisive vote.

9.2 VICE – PRESIDENTS:

The Vice-Presidents shall perform such duties as may be assigned to them by the Board of Directors. The Vice-President shall officiate as President in the absence of the President.

9.3 TREASURER:

The Treasurer shall keep all funds of the Association, pay all bills approved by the Board of Directors, and present a written report of the Financial condition and transactions of the Association at the Annual General Meeting, and when requested to do so, at all regular meetings of the Board of Directors.

9.4 SECRETARY :

The Secretary shall attend all meetings of the Association, the Board of Directors and the Executive Committee, and keep minutes of all such meeting and record and present the same, maintain a roll of the members and their addresses and perform such other duties as are required thereafter and that may be assigned to him by the Board of Directors.

10. POWERS AND DUTIES OF BOARD OF DIRECTORS

10.1 Subject to the provisions contained hereafter, the Board of Directors shall exercise the corporate powers and control the business affairs and property of the Association.

10.2 The Board shall have authority to establish the policy of the Association, to inspect all accounts, and provide for the expenditure of funds, to appoint, employ and remove necessary employees and agents, including an auditor or firm of accountants to audit the funds of the Association if advisable, and fix their compensation and terms of employment, and prescribe their duties.

10.3 The Board may elect representatives (who must be a member of the Association) to either served on a body or form a committee having for its objects the inquiry into settlement of any industrial disputes and delegate any powers to such representatives for the fulfillment of such purpose.

- 10.4 The Board may co-opt a member to assist the Board in respect of any particular matter alone, or for general purposes, or for a limited period of time but such co-opt member shall cease to hold such appointment, unless previously terminated, immediately upon the calling of the next Annual General Meeting. Such co-opt member shall not be entitled to vote on any matter whatsoever.
- 10.5 The Board, by resolution duly adopted by at least three-quarters (3/4) of the Directors at any meeting, may remove from office any Director. Before any Director may be removed, as provided herein, he shall be given an opportunity to be heard.
- 10.6 Subject to the limitations herein before stated, the Board shall have the power to do all things necessary for the proper conduct and management of the business and affairs of the association not otherwise provided for herein, and shall have the power to fix and determine the amount of dues, for Associate and Special Active Members only, enforce and provide for the collection therefore.
- 10.7 If the office of a director is vacated then the Board may appoint a representative of an active member or special active member to assume the office of that director.

11. COMMITTEES

- 11.1 There may be regular standing committee of the Association to consider and report on various matters and shall consist of at least two (2) members appointed by the President and to hold office for the duration as decided by the Board of Directors. The Chairman of the Standing Committee shall also have the authority to appoint additional members for his Committee.
- 11.2 The Chief Executive shall be an ex-officio member of each standing committee.
- 11.3 The Directors shall appoint the Nominating Committee in accordance with Article 7.2.
- 11.4 The Directors shall appoint the Membership Committee in accordance with Article 3.1.
- 11.5 Additional committees may be authorized by the Board of Directors from time to time, the membership thereof to be appointed by the President and the Chairman of the Committee and to hold office for the duration as decided by the Board of Directors.
- 11.6 Members of the association may be divided into Regions according to the boundaries agreed by the Board. Members of a Region may form a Regional Committee which shall operate under the guidelines as set by the Board.

12. ANNUAL DUES

- 12.1 Annual dues shall be at such rate or rates as shall from time to time be determined by resolution at the Annual General Meeting.
- 12.2 Any member joining the Association during the course of the calendar year shall pay a pro rata amount of the annual dues.

- 12.3 Any provision herein contained to the contrary notwithstanding, the annual dues for Active Member as hereinbefore set forth, shall not be changed or any assessment be levied except upon majority vote of Active Members, each Active Members, for this purpose only, to be entitled to cast a number of votes based on the number of rooms in the hotel or property represented by such member as follows:

1 to 10 rooms	-	1 vote
11 to 50 rooms	-	2 votes
51 to 100 rooms	-	3 votes
101 to 200 rooms	-	4 votes
201 to 300 rooms	-	5 votes
301 plus	-	6 votes
Any other tourism operator	-	1 vote

13. BUDGET AND OTHER MONETATRY PROVISIONS

- 13.1 The Treasurer shall prepare a budget each year to control the expenditure of the Association within the anticipated amount of fees. This budget shall be presented to the Board of Directors for their approval.
- 13.2 Should any emergency legal or promotional costs cause the expenditure of the Association to rise above the budget figures then a supplementary budget shall be prepared by the Treasurer for the approval of the Board of Directors.
- 13.3 Should the supplementary budget be approved by the Board of Directors then the Board of Directors is empowered to assess each Active Member up to a maximum to be determined by resolution at the Annual General Meeting or such Special General Meeting called for that purpose.

14. ACCOUNTS AND AUDIT

- 14.1 The financial year of the Association shall commence on the first day of January in each year and expire on the thirty-first day of December in the same year.
- 14.2 The funds of the Association shall be banked in such bank as the Board may from time to time decide and such accounts shall be operated by the signatures of any two of the signatories duly appointed by the Board of Directors. The signatories shall include the President, Vice-Presidents, Secretary, Chief Executive and such other persons as may from time to time be appointed by the Board.
- 14.3 The Board may from time to time invest such monies of the Association as are not immediately required by the Association in any investment for the time being authorized by law as investments for trust funds and may from time to time vary such investment for others of a like nature.

- 14.4 The Board of Directors shall cause proper accounts of all funds, property and assets of the Association to be kept and to be audited as on the thirty-first day of December in each year.
- 14.5 At the conclusion of each financial year the Board shall cause to be prepared a true and correct account of the receipt and expenditure of the Association and of the balance sheet, both of which shall be audited by the Auditor and shall be presented to the Annual General Meeting.
- 14.6 An Auditor who shall be a qualified accountant, shall be appointed at the Annual General Meeting of the Association and hold office until the next Annual General Meeting.
- 14.7 At any Annual General Meeting, a retiring auditor shall deem to be reappointed without any resolution being passed unless:
- (a) he is not qualified for reappointment; or
 - (b) a resolution has been passed at the meeting appointing somebody instead of him or providing expressly that he shall not be reappointed; or
 - (c) he has given the Association notice in writing of his unwillingness to be reappointed.
- 14.8 The Board of Directors may fill any casual vacancy in the office of auditor and fix the remuneration of the auditor. Unless the remuneration of the auditor is fixed at the Annual General Meeting, it shall be fixed by the directors at the first meeting of the Board of Directors following the Annual General Meeting.
- 14.9 At every Annual General Meeting the Board of Directors shall present in respect of the twelve months to the thirty-first day of December in the proceeding year the audited accounts and a full report of the activities of the Association.
- 14.10 A copy of the balance sheet (including every document required by law to be annexed thereto) and the statement of receipt and expenditure which is to be laid before the Association in general meetings, together with a copy of the Auditor's report shall be sent to every members of the Association not less than twenty one (21) days before the date of the general meeting.
- 14.11 The Board of Directors shall cause the proper keeping of books of accounts and the periodical auditing of the accounts at least once every financial year, and the making available to the Registrar of Companies and members of true copies of the audited accounts and of the Auditor's reports thereon.

15. COMMON SEAL

The Association shall have an official Seal which shall at all times be kept in the office of the Association and shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of the President or Vice President and of one other Director or elected Officer, or such other persons as the Board of Directors

may from time to time appoint for the purpose and such authorized persons shall sign every instrument to which the Seal of the Association is to be affixed in their presence.

16. NOTICES

- 16.1 The secretary shall enter in the Register of Members the address, telex and facsimile numbers and other particulars of a form of transmission of each member. The address to be entered shall be that furnished by the member on application for membership or the last address which the member has in writing required the Secretary to enter. The last address of a member entered in the register in pursuance of this Article shall be known as his Registered Address.
- 16.2 Subject to any special provision hereinbefore made in regard thereto any notice, voting paper, writing or paper required to be served on or sent to any member in whatsoever capacity may be delivered to him personally or sent by any form of transmission approved by Post Fiji Limited and Telecom Fiji Limited or e-mail or internet or any other electronic means of communication for the transmission of the written word, to such member at his Registered Address.
- 16.3 Notice of every general meeting shall be given in any manner herein before authorized to:
- (a) Every member by service upon that member either personally or by sending it through the post in a prepaid letter or e-mail or internet or any other electronic means of communication, addressed to such member at such last registered address as notified by that member to the Association in writing or that in the Register of Members and it shall be deemed to have been served on the date the notice is sent.
 - (b) Every person being a personal representative or trustee in bankruptcy of a member, where the member, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and
 - (c) The auditor (if any) for the time being of the Association.

No other person shall be entitled to receive notice of general meetings.

17. WINDING UP

If at any time any of the members shall require a dissolution of the Association, a requisition to that effect, signed by not less than ten (10) Active Members of the Association shall be presented to the President or the Board of Directors who shall convene a Special General Meeting for the purpose and, if it is approved on a ballot that two thirds of the members are in favor of a dissolution, the President shall approve the dissolution by public notice in an appropriate newspaper published in Fiji. Following such dissolution, the assets shall be disposed off in accordance with the Memorandum of Association.

18. INDEMNITY

The members of the Board, members of the standing committees co-opt members being of the Association and the Trustees (if any) for the time being Auditors and other officer and employees acting in relation to any of the affairs of the Association and every one of them and everyone of their executors and administrators shall be indemnified and secured harmless out of the funds of the Association from and against all actions, costs, charges, losses, damages, expenses, claims and demands which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts and none of them shall be answerable for the acts or defaults of the other or others of them or not joining in receipts for the sake of conformity or for any banker or other persons with whom any money or effects belonging to the Association shall or may be lodged or deposited for the safe custody or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Association shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto. If all or any of the persons aforesaid shall become liable either absolutely or contingently for the payment of any sum primarily due from the Association, the Board of Directors may execute or cause to be executed any mortgage charges or security over or affecting the whole or any part of the accounts of the Association by way of indemnity to secure the person or persons so becoming liable as aforesaid from any loss in respect of such liability. No director shall be disqualified by his interest from voting in general to any arrangement to give himself or any other directors any security by way of indemnity. Provided however that the exemption or indemnity herein provided shall not extend to any liability occasioned by any act of dishonesty or act known by him to be a breach of trust of which any such member of the Board, member on the standing committee, co-opt member; Auditor or other officer of employee of the Association or Trustee may be guilty in relation to the property of affairs.

ENDS