

V.H.R.A

VANUATU HOTELS & RESORTS ASSOCIATION

Constitution - Objects - Rules

ARTICLE 1: DENOMINATION

- 1.1. The name of the Association is the “Vanuatu Hotels & Resorts Association” (hereafter called “the Association”), registered as a non-profit making organization
- 1.2. The following interpretations shall apply unless otherwise stated:
 - 1.2.1. *‘Full Member’* Any person, resident association, or body corporate legally registered in Vanuatu, who has a valid tourism business License (category as prescribed in the rules of the Association) and has joined the Association.
 - 1.2.2. *‘Honorary Member’* Any person, resident, association, or body-corporate connected with the tourism industry, and has been offered free membership to the Association.
 - 1.2.3. *‘The Financial Year’*. of the Association, for which the statement of receipts and payments is to be prepared and audited, is from the 1st January to the 31st December, unless otherwise determined by the Association.
 - 1.2.4. *‘The Executive Committee’*, as appointed at the Annual General Meeting is the Managing Committee of the Association for the period of one year.
 - 1.2.5. *‘The Industry’*, means the Hotel and Tourism Industry.
 - 1.2.6. The duration of the Association shall be unlimited.
 - 1.2.7. *‘TMDF’* Means Tourism Marketing Development Fund
 - 1.2.8. TMDF is the designated Tourism Marketing Body which collects the agreed levy from all Tourism related business and provides the Vanuatu Tourism Office with the prescribed amount of funding per Cap 142 - Tourism Act.

ARTICLE 2: THE OBJECTS

The objects for which the Association are:

- 2.1 To promote and protect the Hotel and Tourism Industry within Vanuatu.
- 2.2 To liaise with all statutory authorities, or other bodies dealing with the Industry and to represent the Industry in dealings with other persons, organizations either public or private, national, or international, who have an interest in the Industry.
- 2.3 To influence and stimulate general promotion of Vanuatu tourism in the market place.
- 2.4 To influence and stimulate the orderly development and management of the tourism Industry.
- 2.5 To provide a forum to discuss matters of interest to the Industry.
- 2.6 To promote the development of employment opportunities for Ni-Vanuatu within the Industry.
- 2.7 To co- ordinate training programs for the Industry with statutory bodies or other organizations associated with the Industry.
- 2.8 To promote adequate training and supervision, professional conduct, instill ethics of management, safety for tourists, honesty in advertising and fairness in pricing.
- 2.9 To influence the professional conduct of Industry executives and staff.
- 2.10 To influence and stimulate the quality of service provided to tourists by the Industry.
- 2.11 To make representation to (Government, Vanuatu Tourism Office. Department of Tourism) in relation to legislative or other matters affecting the Industry.
- 2.12 To do all such other things as may be necessary for the development of the Industry in Vanuatu.

ARTICLE 3: MEMBERSHIP

- 3.1 The number of members shall be unlimited.
- 3.2 Any person, society, association or body corporate. resident or legally registered in Vanuatu and in possession of a valid business license, and carrying on a tourism business as approved by DOT in Vanuatu, and with a current liability insurance, shall be eligible for **Membership** of the Association.
 - 3.2.1 Application for membership shall be made in writing on the prescribed form and addressed to the Secretary, accompanied by the relevant fixed annual subscription.
 - 3.2.2 All applications for membership from other than individuals must indicate the name of the person authorized to represent the corporate member.
 - 3.2.3 The decision to accept or to reject any application for membership rests with the Executive Committee. Any right of appeal may be addressed to the General Meeting.
- 3.3 Each corporate member shall be represented by a single person only.
 - 3.3.1 All members shall have the right to vote:
 - 1-10 Rooms or non Hotel Members – 1 vote
 - 11-30 Rooms -2 votes
 - 31-100 Rooms – 3 votes
 - Over 100 Rooms - 4 votes
- 3.4 Decisions at any General Meeting shall be taken by simple majority of the members present, on a show of hands.
- 3.5 If the votes for and against a motion are not carried by a majority of 60% or greater, then the chairman has the right to call for a revote and implement the voting system as per Clause 3.3.
- 3.6 Such right to vote may be exercised by proxy. One vote per proxy as per clause 3.3.
 - 3.6.1 The form of proxy shall be in a form approved and registered by the Secretary prior to the commencement of any meeting. It shall be required to be dated and signed by the Full Member and witnessed by someone independent of the member and the proxy holder. The proxy holder to be named on the proxy.
 - 3.6.2 A proxy holder need not be a member of the Association.
- 3.7 Any Member may be elected to membership of the Executive Committee.
 - 3.7.1 The exception shall be the position of Chairperson, which shall be reserved for a hotel member

- 3.8 The Association may invite, as ***Honorary Members***, such persons, societies, associations or bodies corporate as the general meeting shall determine from time to time.
- 3.8.1 Honorary Members shall be exempted from paying any fees or levies whatsoever
- 3.8.2 There shall not be more than five (5) honorary members at any one time.
- 3.8.3 Honorary members shall be entitled to all the benefits and privileges of membership except that they shall not be qualified to be officers or members of the Executive Committee, or to vote as members.
- 3.9 Any member may resign his/her membership by giving notice in writing to that effect. Every such notice shall, unless otherwise expressed, be deemed to take effect immediately.

ARTICLE 4: TERMINATION OF MEMBERSHIP

- 4.1 A membership shall be terminated if
 - 4.1.1 he/she fails to observe the rules of the Association;
 - 4.1.2 he/she acts in a manner considered unbecoming or prejudicial to the Association;
 - 4.1.3 he/she is declared insolvent or bankrupt;
 - 4.1.4 he/she is convicted of any felony;
 - 4.1.5 he/she is declared insane;
 - 4.1.6 In the case of an individual member, he/she loses the status of resident;
 - 4.1.7 he/she fails to observe any clause of the Rules established at any time by the members of the Association,
 - 4.1.8 he/she fails to participate in the TMDF Levy collection, and continues to do so after a six month period then clause 5.4.3 shall apply.
- 4.2 Any decision to terminate a member's membership pursuant to this clause shall be made by ordinary majority vote at a General Meeting.
- 4.3 20% of the Full Membership shall be a quorum for such a General Meeting.

ARTICLE 5: ANNUAL SUBSCRIPTION & TOURISM MARKETING AND DEVELOPMENT LEVY (TMDF)

- 5.1 All members including Honorary Members will not pay any subscription to the VHRA.
- 5.2 All members are liable to pay the deemed TMDF Levy based on the formula provided by the Association .
- 5.3 The amount of the levy will be set as a percentage of members total monthly VAT revenue as declared in line 5 of their VAT return. Adjustments for non Tourism related income is provided for in the prescribed form as approved by the Association
- 5.4 Tourism Development and Marketing Levy shall be collected from paying guests by members of the VHRA, in accordance with the requirements of assisting the VHRA to meet the government requirements, as set out in the Act, (Cap 142) in order to assist with 1/3 of the VTO budget for destination marketing.
 - 5.4.1 The Levy collected shall be forwarded to The Treasurer of the TMDF at the same time that members are required to lodge their VAT return
 - 5.4.2 The TMDF will monitor and follow up unpaid or overdue levies due by members
 - 5.4.3 If any member chooses not to collect and pay the TMDF Levy, the member/s shall be advised in writing by the TMDF Treasurer that their membership of the VHRA is in default. Should the default extend to a period of 6 months, and on the basis of having received The Treasures notifications, then the membership of the VHRA will be terminated (refer clause 4.1.8)

ARTICLE 6: ANNUAL GENERAL MEETING

The purpose of the Annual General Meeting is to receive the Treasurer's and Chairperson's Report and elect the new Executive Committee and auditor for the coming year.

- 6.1 The Annual General Meeting of the Association shall be held in the month of April in each year upon a date as near as practicable to the 1st day of that month.
- 6.2 At the Annual General Meeting all members of the Executive Committee shall retire at the conclusion of the meeting, to be replaced by the newly elected committee.
- 6.3 Any Member desirous of moving any resolution at the Annual General Meeting shall give notice thereof in writing to the secretary not less than three weeks prior to the date of the Annual General Meeting.
- 6.4 At least fourteen days before the Annual General Meeting a notice of meeting and an agenda shall be sent to every member.
- 6.5 No business other than that of which notice has been given shall be brought before the meeting.
- 6.6 Nominations for candidates, who are VHRA members may be eligible for election to the Executive Committee.
- 6.7 Such members shall be proposed and seconded by two members at the Annual General Meeting.
- 6.8 The retiring Committee members shall be eligible for re-election.
- 6.9 Every Member of the Association shall be entitled to vote as per Clause 3.3.1
 - 1-10 Rooms and non hotel members – 1 vote
 - 11-30 Rooms -2 votes
 - 31-100 Rooms – 3 votes
 - Over 100 Rooms - 4 votes
- 6.10 Every Member of the Association shall be entitled to vote for candidates for the position of:
 - Chairperson,
 - Secretary,
 - Treasurer
 - Four Committee Members
- 6.11 A member may vote by absentee proxy vote as per Clause 3.3.
 - 6.11.1 Absentee Proxy forms to be supplied by the secretary, at the time of the announcement of the Annual General Meeting, along with the agenda for the Annual General Meeting.

- 6.11.2 Absentee Proxy form to be signed by the voting member and witnessed by the member presenting the proxy at the Annual General Meeting.
- 6.11.3 Absentee Proxy forms to be presented and registered by the secretary 15 minutes prior to the commencement of the Annual General Meeting.
- 6.12 The candidates who shall receive most votes shall be declared elected to those positions.
- 6.13 No member may hold more than one office of the Executive Committee at any one time.
- 6.14 A professional auditor, who shall not be a member of the Association, shall be appointed by the vote of the members.
- 6.15 A quorum for an Annual General Meeting shall be 20% of full members.
- 6.16 If a quorum is not attained, the meeting shall be adjourned to a time and place to be fixed by the Chairman, notification of which shall be sent to the members and such adjourned meeting may transact any business without further necessity for a quorum.

ARTICLE 7: GENERAL MEETINGS

- 7.1 At all General Meetings the Chairperson, and in his/her absence a member selected by the Committee as Acting Chairperson, shall be Chairperson for the day.
- 7.2 A General Meeting shall be held no less than once every two months
- 7.3 All members will be notified in advance of the time and place and agenda of a General Meeting.
- 7.4 Every Member shall be entitled to one vote upon every motion. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
 - 7.4.1 Decisions at any General Meeting shall be taken by the simple majority of the members present by a show of hands.
 - 7.4.2 If the votes for and against a motion are not carried by a majority of 60% or greater, then the chairman has the right to call for a revote and implement the voting system as per Clause 3.3.
- 7.5 The quorum for General Meetings is 20% of the Members.
- 7.6 If a quorum is not attained, the meeting shall be adjourned by the Chairperson for seven business days for a time and place to be announced at the meeting. Notification of which shall be sent to the members. The adjourned meeting may transact any business without further necessity for a quorum.
- 7.7 All members will be supplied with a copy of the minutes of the General Meeting.
- 7.8 Matters to be discussed at a General Meeting are items that are relevant to the furtherance of the Industry.
- 7.9 The Treasurer, or Treasure's representative, shall present a treasurer's report at each monthly General Meeting.

ARTICLE 8: EXTRAORDINARY GENERAL MEETINGS

- 8.1 The Executive Committee may at any time for any purpose call an Extraordinary General Meeting upon the requisition in writing of any five members, stating the purpose for which the meeting is being called..
- 8.2 No less than two weeks notice of such a meeting shall have been given to all members of the Association, along with the agenda of the meeting.
- 8.3 Motions for proposing a repeal, addition to, or amendment of the Constitution may be made only at an Extraordinary General Meeting.
- 8.4 No less than 50% of the members will form a quorum at such an Extraordinary General Meeting.
- 8.5 Members may vote by absentee proxy vote at an Extraordinary General Meeting, according to Clause 3.3
 - 8.5.1 Absentee proxy forms to be supplied by the secretary, at the time of the announcement of the Extraordinary General Meeting along with the agenda for the Extraordinary General Meeting.
 - 8.5.2 Absentee proxy form to be signed by the voting member and witnessed by the member presenting the proxy at the Extraordinary General Meeting.
 - 8.5.3 Absentee proxy forms to be presented and registered by the secretary 15 minutes prior to the commencement of the Annual General Meeting.
- 8.6 If a quorum is not attained, the meeting shall be adjourned by the Chairperson for seven business days for a time and place to be announced at the meeting. Notification of which shall be sent to the members. The adjourned meeting may transact any business providing a quorum of 20% of Members are present, as required at a General Meeting.
- 8.7 Additions or amendments to the constitution shall be deemed to have been passed provided it is carried by a majority of at least two-thirds of the members voting, as per Clause 3.3.
- 8.8 Full minutes will be recorded of any Extraordinary General Meeting and made available to all members.
- 8.9 An Extraordinary General Meeting must be convened if at any point it is found necessary to dissolve the Association.
 - 8.9.1 No less than two weeks notice of such a meeting shall have been given to all members of the Association, with the agenda of the meeting and proxy voting papers.
 - 8.9.2 A quorum of 50% members must be present at such a meeting.
 - 8.9.3 A motion to dissolve the Association must receive a 75% vote of the members present.

- 8.9.4 The realization of any property or moneys held by the Association, at the agreed point of dissolution, must be passed to a like-minded organization.
- 8.9.5 The decision of an Extraordinary General Meeting shall be final.

ARTICLE 9: POWERS OF THE EXECUTIVE COMMITTEE:

- 9.1 The Association shall be administered by an Executive Committee composed of seven people:
 - Chairperson
 - Secretary
 - Treasurer
 - Four Committee Members
- 9.1.1 The position of Chairman is reserved for a Hotel Member as per clause 3.7.1
- 9.2 An Executive Committee meeting shall be held at least once every two months.
- 9.3 Four members of the Committee, one of which shall be the Chairperson or Treasurer, shall form a quorum
- 9.4 Full minutes of the meeting shall be recorded and be made available to any member of the Association upon request.
- 9.5 The Executive Committee shall be empowered by the members of the Association to:
 - 9.5.1 Act in good faith on their behalf of the membership and take appropriate actions as deemed necessary by the Executive Committee for the betterment of the industry as a whole, to be reported and minuted at the following General Meeting.
 - 9.5.2 Open and operate bank accounts on behalf of the Association and to have the right to spend amounts up to 100,000 vatu, to be reported and minuted at the following General Meeting.
 - 9.5.3 Signatures on the cheque account to be two of four signatures from members of the Executive Committee - the Chairman, Treasurer, and two other Executive members.
 - 9.5.4 Collect and distribute information to interested parties on all matters of interest to the Industry in Vanuatu.
 - 9.5.5 Raise funds by subscription and other means for the purposes of achieving these objects.
 - 9.5.6 To act as a representative voice in any matter relating to the Industry, providing such an act is within the guide lines of the Association's constitution.
 - 9.5.7 Lease, acquire or construct premises for the use of the Association.
 - 9.5.8 Employ all persons considered necessary for the purposes of the Association and to pay to them in return for services rendered to the Association, salaries, wages, charges or pensions as agreed by the members.
 - 9.5.9 Promote and hold, either alone or jointly with any other association or person(s) meetings, competitions and functions and to offer, give or

contribute towards prizes and awards and to promote, give or support dinners, festivals, concerts and other entertainments that will enhance the Industry.

- 9.5.10 Become a member of any other association or body whose objects are similar, or in part similar, to the objects of the Association, or the establishment, or the promotion, of that which may be beneficial to the Association.
 - 9.5.11 To sponsor and promote education seminars and meetings in Vanuatu schools describing the Industry and employment opportunities.
 - 9.5.12 To invest and deal with the monies of the Association not immediately required.
 - 9.5.13 To borrow or raise and give security for money upon all or any part of the property of the Association, as determined by the members.
- 9.6 The Committee shall have power to appoint a member to fill any casual vacancy on the Committee until the next General Meeting at which meeting a member shall be elected to hold the office for the position created by the vacancy until the next Annual General Meeting.
- 9.6.1 Any member so appointed shall retire at the next Annual General Meeting, but shall be eligible for election as a member of the Executive Committee at such Annual General Meeting.
- 9.7 Decisions of the Committee shall be made by simple majority of the Committee members present.

ARTICLE 10: ACCOUNTS AND AUDIT

- 10.1 The Executive Committee through the Treasurer shall cause proper books of account to be maintained and be on call for viewing by members at any time.
- 10.2 The accounts shall be as soon as practicable after the end of the financial year be audited by a professional accountant.
- 10.3 The financial year of the Association shall be the calendar year ending 31st December.