

CHATA CONSTITUTION
December 2016

By-laws
Curacao Hospitality and Tourism Association

Name and Language
Article 1

The name of the Association is Curaçao Hospitality and Tourism Association (CHATA). The language of communication of the Association shall be the English language.

Association year
Article 2

The Association year shall be concurrent with the calendar year.

Membership
Article 3

The Association in its capacity of coordinating body for the tourist industry within the private sector, does not only comprise hotels, but also guesthouses, apartment complexes, restaurants, clubs, transport companies, airline and shipping companies, car rental companies, land and water sport companies, casinos and other tourism-related and/or tourist-oriented services, which are all eligible for membership of the Association. Applications for membership require the approval of a two thirds (2/3) majority of the Board in order to be honoured.

In case an application for membership is accepted, said membership as well as the obligation to pay membership dues shall become effective as of the first day of the month following after the decision about acceptance taken by the Board.

The Board reserves the right to reject or refuse an application for membership of the Association without informing the applicant of the reasons for rejection or refusal.

Resignation from membership
Article 4

Termination of membership through resignation shall become effective as of 1st January following after the day of resignation. Members who have resigned from membership shall remain liable towards the Association for any membership dues outstanding at the time of resignation and at any future time as well as for other financial obligations until the end of the Association year.

Suspension and expulsion Article 5

A member of the Association can be suspended or expelled in case the Board is of the opinion that such member:

- is culpable of actions which discredit the Association and its members;
- persistently refuses to comply with the provisions of the Articles of Association and the Bylaws;
- is in arrears longer than 90 days with respect to the payment of membership dues or other financial obligations towards the Association, and refuses or fails to fulfil the payment obligations in spite of a written warning sent by registered mail.

In case a two thirds (2/3) majority of the Board members in office decide that it is desirable to proceed to suspension or expulsion, the member concerned can be suspended for a period not exceeding six (6) months or be expelled, as the case may require.

General Meeting Article 6

Calls to the General Meeting

Calls to a General Meeting shall be sent in writing fourteen (14) days prior to the commencement of the meeting, to the members that are not suspended. Calls convening a General Meeting shall state the date, time and place of the meeting and shall be accompanied with a copy of the agenda containing the business to be dealt with at the meeting.

Annual General Meeting

The Annual General Meeting shall be held at the latest in April of each year on a date, at a time and place determined by the Board. The normal course of dealing with business in this meeting is as follows:

- a. discussion and adoption of the Report of the Board;
- b. discussion and adoption of the Annual Financial Statement, as well as the Auditor's Report;
- c. discussion and adoption of the Budget for the new Association year;
- d. election of a new Board for the new Association year;
- e. appointment of a (Certified) accountant to carry out the audit of the books;
- f. discussion of all other items proposed by the Board and stated on the agenda of the meeting.

Quorum

The General Meeting shall not discuss any subject unless there is a quorum of valid votes present at the meeting.

Voting right

All members, (except suspended members), present at the General Meeting in person or by proxy, shall have the right to vote. Proxy forms must be received at the CHATA Office at least 2 days prior to the General Meeting. The official proxy forms can be obtained from the CHATA Office. Small Members have one (1) vote, Regular members and honorary members have two (2) votes, large members have four (4) votes, major members and associate members have six (6) votes.

Hotel members shall be entitled to additional votes, according to the number and category of their hotel rooms, but with a maximum of forty (40) votes.

Votes	Econ	Stand	Deluxe
01 – 25 rooms	4	8	12
26 – 50 rooms	8	12	16
51 – 100 rooms	12	16	20
101 – 150 rooms	16	20	24
151 – 200 rooms	20	24	28
201 – 250 rooms	24	28	32
251 – 300 rooms	28	32	36
301 rooms and over	32	36	40

Voting shall take place by a show of hands; matters concerning persons shall be voted on by ballot. In the event there is a tie of votes in a General Meeting the subject voted upon shall be considered as rejected. If not otherwise provided by the Articles of Association or by the Bylaws, the subject put up to the vote shall be decided upon by a simple majority of the votes cast.

Chairman

General meetings shall be presided over by the Chairman or in his/her absence or prevention, by the Vice-Chairman, or the Treasurer or the Secretary or in case of their absence or prevention by another member present at the meeting.

Adjournment

Subject to the consent of the General Meeting where a quorum is present, the Chairman can adjourn the meeting with respect to the time and place. However, at the resumed meeting no subject shall be put up for discussion or implementation other than the subjects that had been put up for discussion and deferred in the previous meeting. In case a meeting has been deferred for a period of thirty (30) days or more, a new meeting shall be convened in accordance with the rules applicable for convening a meeting.

Extraordinary General Meeting

An extraordinary General Meeting shall only deal with the subjects for which the meeting has been convened. Any other item stated on the agenda can only be dealt with subject to the special consent of the chairman. The Board may decide that Extraordinary General Meetings shall be held regularly on days scheduled in advance for every month. In case the members have been notified of such decision, the prescribed period of two (2) weeks' prior notice for convening a General Meeting as described in Article 7 of the Bylaws can be waived. However, not later than one (1) week prior to each of such meetings, the Members must receive a copy of the items listed on the agenda.

Elections for the Board Article 7

Board Members shall be elected by the members of the Association during the Annual General Meeting.

Elections shall take place in accordance with a Board Rotation Schedule established by the board, which shall indicate the board positions which are open for (re-) election that year, specified for hotels and allied members.

Of the minimum seven (7) and maximum eleven (11) board members, five (5) or eight (8) members shall represent the hotels/apartments and two (2) or three (3) members shall represent the allied members.

Not later than twenty eight (28) days prior to the Meeting the Board shall invite nominations for the rotating positions on the board for that association year and not later than fourteen (14) days prior to the Meeting the Board shall present a list of candidates (Election Slate) to the members of the Association, which list shall consist of all nominations for the rotating positions on the board for that association year.

Prior to the elections for the Board all nominated members shall submit a statement declaring that they will accept the nomination if they are elected to the Board. In case a nominee has not submitted such statement, said person shall be excluded as nominee for election as Board member. Board members shall be elected by a simple majority of the votes validly cast.

The term of office of the Board shall be two (2) years and resignation shall happen in accordance with the Board Rotation Schedule. In case of interim resignation, the vacancy will be filled on the proposal of the Board and with written notice to the membership.

The members of the Board are eligible for re-election, unless a Board member states that he or she is not available for re-election.

In case two (2) or more candidates have obtained an equal number of votes, there shall be a re-election between these nominees. In case an equal number of votes have been cast in this re-election, the decision as to which nominee has been elected as Board member, shall be determined by the drawing of lots (head or tail). The Chairman, the Vice-Chairman, the Treasurer, the Secretary and the other seven (7) Board members can be elected simultaneously. The Board shall determine in its first Board meeting what duties and responsibilities shall be assigned to each of the Board members.

The Board Article 8

The general affairs of the Association shall be directed by the Board and conducted by the President & CEO and the Executive Staff of the Association.

All board members have one vote, the President & CEO is not a voting member of the board.

Obligations The Board:

- a. shall determine the duties and responsibilities of the Board members: in the event the Chairman or Vice-Chairman are absent or prevented from acting during a prolonged period of time, another Board member appointed by the Board shall preside over all Board meetings;
- b. has full representative power within the Policy Lines of the Association with respect to all matters relating to the Association, except in cases where an adjustment or addition or amendment under the Bylaws is necessary, and prior consent of the Association must be accordingly obtained;
- c. shall obtain prior consent of the Association in case of financial commitments of the Association exceeding an amount of NAF 100.000.
- d. shall institute advisory committees during its first Board meeting, each of which committee shall be composed of at least three (3) members. Each of these committees will provide assistance and advice to the Board in the area for which it was instituted, but the Board shall not be bound or obligated to act on advice given by any of said committees;
- e. will from time to time nominate and appoint subcommittees from among its members or from the Association members. Said subcommittees shall carry out, monitor or report on tasks, subjects or considerations submitted to them by the Board, all this in accordance with instructions given by the Board to any such subcommittee;
- f. will draw up a budget proposal of revenue and expenditure, which shall be presented to the Annual General Meeting for approval;

- g. will appoint a President & CEO and supporting personnel at a salary and on secondary conditions of employment to be agreed upon. The President & CEO shall be in charge of the day-to-day management with regard to the affairs of the Association. The duties of the President & CEO shall also be subject to instructions of and supervision by the Board;
- h. will present to the Annual General Meeting a Report prepared by the Board as well as an Auditor's report on the Annual Financial Statement. Copies of the Board's Report and the Annual Financial Statement shall be sent to all members not later than seven (7) days prior to the Annual General Meeting.

Meetings

The Board shall decide as to the date and time it will hold its Board meetings, which meetings shall be held at least once a month. Every Board meeting shall be convened in writing at least three (3) days prior to the meeting. In extraordinary circumstances or in emergency situations the Chairman, or in the event the Chairman is absent or prevented from acting, the Vice-Chairman shall have the authority, at his discretion, to disregard the aforementioned requirement to convene the meeting within three (3) days, and to set a date and time according as the circumstances of the case may require.

Resources

Article 9

Upon the recommendation of the Board the Annual General Meeting shall determine the membership dues for Active members calculated per room per year, and for the other members per year.

The President & CEO shall keep a register listing the names and addresses of all members as well as the payments of membership dues and other financial obligations of every member. The register must be put on the table at the Annual General Meeting. The President & CEO is responsible for the receipt and registration of all funds to which the Association is entitled, and shall take care that such funds are deposited on the Association's bank account.

Whenever withdrawals are made or checks written out to the debit of the Association, two authorized signatures shall be required either of the Chairman and/or the Vice-Chairman and/or the Treasurer and/or the Secretary, and/or the President & CEO. The board can authorize the President & CEO to write checks to an amount not exceeding the amount of NAF 5.000.

The President & CEO shall keep reliable and transparent accounts with regard to, inter alia, all receipts and expenses of the Association, as well as all moneys, money values, other assets and outstanding liabilities of the Association.

Upon the recommendation of the Board the budget for the new Association Year will be dealt with and adopted in the Annual General Meeting.

The income of the Association for the new Association year shall be budgeted partly on the basis of the membership dues still outstanding for the preceding

Association year, as well as donations, legacies and other income anticipated for the new Association year. In case the budget for the Association year has been adopted, the members shall contribute such moneys as are required by the Association in conformity with the provisions contained in the Bylaws.

Indemnification
Article 10

The Directors and Officers of CHATA and their heirs, executors, administrators and personal representatives, respectively, shall be indemnified out of the assets of CHATA from and against all actions, proceedings, costs, charges, losses, damages and expenses which they are or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty on behalf of CHATA, except such (if any) as they shall incur or sustain by or through their own wilful misconduct, gross negligence, respectively.

Amendments
Article 11

Amendments or adjustments to the Bylaws can only be effected with a simple majority of votes cast in an Extra-Ordinary General Meeting specially convened for that purpose.

Final Provision
Article 12

Matters or circumstances not provided for by the Bylaws, shall be decided upon by the Board with due observance of the Articles of Association.

These articles have been discussed and adopted in the Extra-Ordinary General Meeting of December 1, 2010 convened especially for the amendment of the Articles of Association and the Bylaws.

The Board
Lizanne Dindial, President
Jeroen Kibbelaar, Vice-Chairman