



# CONSTITUTION

**Updated: 11 June 2007**

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# ARTICLES AND SECTIONS

## Preamble

*The ASEAN Member countries, represented by their respective travel officials and representatives assembled in Jakarta, Indonesia, this 27<sup>th</sup> day of March 1971, in order to attain the highest possible standards of service to all travellers from all parts of the world and to ensure for themselves and their posterity, the blessings of world travel and tourism, do hereby ordain and promulgate this constitution.*

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## 1. NAME AND DOMICILE

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- (1) The Association shall be known as the ASEAN Tourism Association, abbreviated "ASEANTA" and hereinafter referred to as the "Association".
- (2) The domicile and Financial Administrator's office of the Association shall be located in any place as may be determined by the Board of Directors.

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## 2. PURPOSE

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- (1) The Purpose of the Association shall be as follows:-
  - a. To unite the Members in common purpose, working in a close bond of co-operation, fellowship and assistance in furthering and protecting the interest of the members;
  - b. To strive towards the attainment of the highest standards of service and facilities for travellers and tourists;
  - c. To uphold the dignity and ethics of the tourism business and to strive towards its professionalism;
  - d. To foster and maintain the best of relationships among the ASEAN countries and their people;
  - e. To encourage, support and help develop tourism into and within the ASEAN region;
  - f. To act as negotiation body for members of the Association and to make recommendations to government departments of Agencies or other bodies in relations to any measure which may be taken involving members and/or the travel industry in ASEAN countries;

- g. To serve on or offer assistance to any government, statutory or international body in connection with tourism matters.

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### **3. MEMBERSHIP**

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(1) There shall be four (4) types of membership:-

- Charter
- Regular
- Associate
- Life

(2) **Charter Membership** shall be granted to the following categories of each ASEAN country;

- a. National travel associations
- b. National hotel associations
- c. National airlines and
- d. National tourist organisation or government departments

Each Charter Member shall exercise its membership through the Nominated Representative or his or her Alternate. In cases where there are more than one (1) national association or national airline in a country that would become charter member, only one vote per category per country is allowed. Also, only one board position per category is to be selected among them.

Charter Membership shall be granted to the national travel associations, national hotel associations, national airlines and national tourist organisations of new member states of ASEAN. The national travel associations, national hotel associations, national airlines and the national tourist organisations may form a caucus group within ASEANTA and call for their own meetings.

(3) **Regular Membership** shall be granted to all companies and organisations carrying out a business that relates to tourism and which are members or affiliated to any one of the Charter Members in a formal manner and are registered / licensed in an ASEAN nation. Such companies or organisations may include: travel agencies, hotels, restaurants, convention or exhibition organisers, state tourist organisations, tourist guide associations, retail merchants, attractions, credit card companies, educational institutions or any other supplier of a tourism product of service.

(4) **Regular Members shall convene to elect among themselves not more than 3 (3) non-Charter members who shall represent them in the Board of Directors. To be eligible for election to the Board, the Regular Members must come from an association of doubt; the term "national" as used in the preceding sentence shall mean "affecting the nation as a whole or nationwide in involvement or representation". The three Directors elected by the Regular Members should each be a representative of a travel agency association, hotel association and airlines, respectively and shall hold office under the same terms and conditions as the Directors who are Charter Members. The Board shall have the right to increase the number of regular members to be represented on the Board from time to time. (New amendment as of 1<sup>st</sup> ASEANTA Board Meeting 2009, Hanoi)**

(5) **Associate Membership** shall be granted to any company or organisation which is involved in any way with tourism development such as those mentioned in Article 3(2) but which are not registered or licensed in any of the ASEAN countries.

(6) **Life Membership** may granted to any person or organisation for services or contributions to the founding, promotion and the development of ASEANTA, such services or contributions being of an extent deserving of recognition. The granting of Life Membership can only be exercised by majority vote of the Board of Directors. No membership dues are payable by a Life Member.

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(7) Application for Charter, Regular and Associate Memberships shall be made on the prescribed form approved by the Board of Directors and must be sponsored by two Charter Members.

(8) Approval of such applications for membership shall be effected by a majority vote of the Board of Directors.

(9) Any Member may resign from the Association by giving notice in writing to the Secretary-General and such Members shall remain liable for all financial obligations in arrears up to the date of the acceptance of the resignation by the Board of Directors.

(10) Membership may also be terminated for the following reasons:-

a. Default in the payment of fees and/or dues and other assessments of the Association.

- b. Gross breach of ethics or conduct contrary to the objectives and interests of the Association.
- c. Culpable violation of the Association's by-laws.

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#### **4. BOARD OF DIRECTORS**

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- (1) The governing body of the Association shall be the Board of Directors who shall be composed of all Charter Members.
- (2) All the Directors and their Alternates shall be persons nominated by the respective Associations/organisations and confirmed at the Annual General Meeting of the Association for the term of two (2) years or until their successors shall have been duly elected and qualified. Board Meetings shall only be attended by the Nominated Representative and/or his Alternate. In the event that a Nominated Representative or his Alternate cannot attend a meeting then the Association/Organisation may nominate another person to attend as Observer.
- (3) The Board of Directors shall exercise all powers, conduct all business and hold and control all the properties of the Association, subject to the Constitution and by-laws and enforce obedience thereto, provided they still constitute a quorum; provide for the auditing of the accounts of the Association; and submit in the name of the Board, its annual report during the Annual General Meeting. It shall hold meetings at least three times in a year and may hold special meetings at any time upon notice of at least one month. The nominated representative or his alternate shall attend at least 50% of meetings held in a year. One-third of the Directors shall constitute a quorum duly assembled as a Board.

- (4) Any vacancy on the Board of Directors shall be filled by the respective Member Association/Organisation. The Director or Directors so nominated to fill the vacancy or vacancies shall serve only for the unexpired term of the Director of Directors being replaced. A position shall be considered vacant when the incumbent resigns, is deemed unfit to perform his duties, is withdrawn by his Association/Organisation or by death.

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## 5. OFFICE BEARERS

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- (1) The officers of the Association shall consist of:-
  - President
  - Deputy President
  - Treasurer
  - Secretary General
- (2) The Officers shall be elected by the Board of Directors, from among the Board Members at the Annual General Meeting once every two years. The Officers shall hold office in one portfolio for a period of two years. All retiring Officers may be re-elected, however, the President shall not hold office for a third consecutive term. The President and Deputy President must not come from the same country.
- (3) The Board of Directors may appoint a Representative from among the Board Members to represent ASEANTA on ATF matters.
- (4) When the term of office of any elected officer is disrupted, the Board shall elect a new officer to complete the balance of the term of office.

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## 6. POWERS AND DUTIES OF OFFICE BEARERS

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- (1) The duties of the **President** shall be to:-
  - a. Preside at meeting of the Association and the Board of Directors;
  - b. Appoint committees with the concurrence of the Board;
  - c. Exercise general supervision over the Association's activities;
  - d. With the approval of the Board, sign contracts and other agreements, together with the Secretary General;
  - e. Represent the Association, together with the Secretary General, in dealings with and before government entities, the public, other industries and trade bodies.

- (2) The **Deputy President** shall take the place of the President in his absence and shall deputise for him as and when required. In the event of the office of the President falling vacant, the Deputy President shall assume the office of the President for the remaining

term of office or until such time when a new President is elected under the provisions of Article 5(2) of the Constitution.

- (3) The **Treasurer** shall be responsible for the Accounts of the Association submitted by Financial Administrator as appointed by the Board. The Financial Administrator shall be responsible for the administration and management of the Association's account that include receiving and making payments.
- (4) The **Secretary General** shall be responsible for the administration and management of the Association's Secretariat which shall be located with the office of the Secretary General. He shall implement the policy and operational decisions of the Board and keep the Board informed of the progress of projects and activities undertaken by the Association. The Secretary General shall appoint such other officers and employees as may be deemed necessary from time to time.

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## **7. ANNUAL GENERAL MEETING**

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- (1) The Association shall hold an Annual General Meeting (AGM) of Charter Members. However, an Extraordinary General Meeting (EGM) may be held by a decision of the Board of Directors or on the request by one-third (1/3) of the Charter Membership and such request shall be made through the Secretary General who shall convene the EGM within forty-five (45) days of receiving the request.
- (2) The Annual General Meeting shall be held on such day and at such time and place determined by the Board of Directors and so specified in written notice which shall be sent to all Members including Regular, Associate, and Life Members at least fourteen (14) days before the date of the said meeting.
- (3) The quorum shall be one-third of the Charter Members in good standing.
- (4) Any Charter Member may propose in writing to the Secretary General to include any matter in the Agenda provided that such notice shall be given at least two (2) weeks prior to the Meeting.
- (5) The Members of the Board of Directors shall be nominated by their respective Associations for a term of two (2) years and their election to the Board shall be confirmed during the Annual General Meeting.

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## **8. MANAGEMENT COMMITTEE**

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- (1) The Management Committee of ASEANTA shall comprise:-
  - President
  - Deputy President
  - Treasurer
  - Secretary General
- (2) The Management Committee shall undertake and carry out such powers, duties, functions and responsibilities as shall be delegated to it by the Board of Directors and shall have the power to act for and on behalf of the Board.
- (3) The Management Committee shall hold such meetings at such places, as it shall determine after fourteen (14) days' notice to Committee Members. Any decision of the Management Committee shall be by a simple majority vote of all members with the President or the Officer presiding at the meeting having a casting vote.
- (4) The presence of at least three (3) Members of the Management Committee in any meeting shall constitute a quorum.
- (5) The Minutes of the Meeting of the Management Committee shall be presented by the Secretary General to the Board of Directors for confirmation at the first regular meeting that the latter may subsequently hold or at such earlier special meeting as the Board may require.

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## **9. SUB-COMMITTEES**

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- (1) The Board may appoint such Sub-Committees and entrust them with responsibilities and powers as it may deem fit.

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## **10. TRUSTEES**

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- (1) The Board of Directors shall appoint a Board of Trustees as and when necessary and upon such terms and conditions as the Board may decide by resolution.

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## **11. AUDITORS**

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- (1) The Annual General Meeting shall appoint Auditors who will audit the accounts as submitted by the Financial Administrator or the Treasurer.

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## **12. ASEANTA CHAPTERS**

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- (1) The Board may call for the setting up of ASEANTA Chapters in each member country of ASEAN, provided that the Constitution of each Chapter states categorically that it will be managed by all the representatives of that country serving on the ASEANTA Board and that the ASEANTA Chapter shall implement the objectives of ASEANTA.

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## **13. FEES AND ASSESSMENTS**

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- (1) An Entrance Fee and Annual Membership Subscription Fee, the amounts of which shall be determined by the Board of Directors from time to time, shall be collected from each applicant accepted to membership, to be paid upon receipt of notification that its application was approved.
- (2) In addition to the annual subscription fee, the Board of Directors may levy special assessments on Members if special events or extraordinary expenditure arise.
- (3) Any Member which has not paid its fees and assessments within ninety (90) days of due date shall be deemed to have lost its standing. A Charter Member who is delinquent in fee payment shall lose the power to vote or to be voted upon.

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## **14. ACCOUNTS AND SIGNATORIES**

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- (1) The Fiscal Year of the Association shall commence on 1 January and terminates on 31 December of the same year.
- (2) The signatories to ASEANTA shall be any two (2) of the following officers; the President, Deputy President, Treasurer, Secretary General and any board member as appointed by the Board.

- (3) The Treasurer or the Financial Administrator will arrange with the bank to forward the monthly statement of accounts directly to the President and the Secretary General on a monthly basis. The Financial Administrator shall prepare a proper document for the ASEANTA Board at every single meeting to give a month-to-date income and expenditure statement.
- (4) In the case of dissolution, the General Meeting shall decide upon the disposition of the Association's assets and designate the person or persons who shall undertake the liquidation.

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## **15. WORKING LANGUAGE**

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- (1) The working language of the Association shall be English.

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## **16. INTERPRETATIONS**

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- (1) Any rule of the Association or any matter not covered by these rules shall be interpreted or decided by the Board of Directors whose decision shall be final and binding on each member of the Association.

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## **17. AMENDMENTS**

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- (1) The Constitution may be amended at a General meeting of the Association by a majority vote of all the Charter members present, provided that said amendment has been previously approved by the Board.

*Dated: 11 June 2007*

*(This Constitution was amended on 11 June 2007 and supersedes the earlier version dated 29 January 2007)*

1<sup>st</sup> Revision : 23 September 1995

*2<sup>nd</sup> Revision : 12 January 2001*  
*3<sup>rd</sup> Revision : 23 January 2003*  
*4<sup>th</sup> Revision : 29 January 2007*  
*5<sup>th</sup> Revision : 11 June 2007*  
*6<sup>th</sup> Revision : 08 January 2009*