

THE COMPANIES ACT 1985  
(as amended by the Companies Act 1989)

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

PACIFIC ASIA TRAVEL ASSOCIATION UNITED KINGDOM CHAPTER

## INTERPRETATION

1. In these Regulations:

"the Act" means The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Appointment Period" shall have the meaning set out in Article 32(1).

"the Articles" means these Articles of Association of the Chapter from time to time in force;

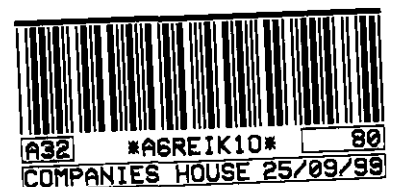
"the Board" means the Board of Directors for the time being of the Chapter;

"the Chapter" means Pacific Asia Travel Association United Kingdom Chapter;

"Chapter Member" means a member of the Chapter;

"the Chapter Office" means the registered office of the Chapter;

"Director" means a director of the Chapter;



"the Executive Committee" means the Executive Committee for the time being of the Chapter;

"Executive Committee Member" means a current member of the Executive Committee;

"PATA" means the Pacific Asia Travel Association;

"PATA Member" means a member of PATA for the time being;

"Seal" means the common seal of the Chapter;

"Secretary" means a company secretary of the Chapter;

"United Kingdom" means Great Britain and Northern Ireland;

"Month" means calendar month;

"in writing" means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;

Words importing the masculine gender only shall include the feminine gender; and

And words importing the singular number only shall include the plural number, and vice versa.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Chapter shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

The Regulations in Table C of the Companies (Table A to F) Regulations 1985 as amended at the date of adoption of these Articles shall apply to the Chapter insofar as they are not excluded or varied hereby or are otherwise inconsistent with the provisions hereof.

## **CHAPTER MEMBERSHIP**

2. Subject to the following provisions the number of Chapter Members proposed to be registered is unrestricted.
3. Only the following persons shall be eligible for membership of the Chapter:
  - (1) any PATA Member which has paid its subscriptions to date and otherwise has no monies outstanding to PATA and is in good standing according to PATA membership policy from time to time;
  - (2) at the discretion of the Board, a person who is not a PATA Member but is in good standing according to Chapter membership policy from time to time and is actively engaged whether directly or indirectly in any of the activities described in the Primary Objects as set out and defined in the Chapter's Memorandum of Association;
4. All persons eligible for membership shall be admitted to membership of the Chapter by the Board in accordance with the provisions hereinafter contained.
5.
  - (1) An application for membership of the Chapter shall only be valid if in writing and signed by the applicant or a duly authorised officer and received by the Board. As soon as reasonably practicable after receipt of a valid application the Board shall copy it and circulate it to each Executive Committee Member.
  - (2) Each Executive Committee Member shall have thirty days from delivery of such application by the Board (including the day of such delivery) within which to notify the Board in writing that it objects in its sole discretion to the applicant becoming a Chapter Member.
  - (3) If the Board shall have received objections from at least three-quarters of all of the Executive Committee Members on expiry of the period set out in Article 5(2) it shall reject the application. Otherwise the Board shall forthwith admit the applicant to membership, provided the

applicant;

(a) is eligible to become a Chapter Member; and

(b) has first paid in full any entrance fee and subscription fee that may be payable; and

(c) either signs a written consent to become a Chapter Member or signs the Register of Chapter Members.

(4) When a candidate is admitted, the Chairman or another officer on his behalf shall notify it accordingly but no admission shall become effective until all of the conditions set out in Article 5(3)(a) to (c) inclusive have been fulfilled.

6. A minimum of ten (10) separate PATA Members who are also Chapter Members, with offices within the United Kingdom, are required to maintain the Chapter, except where the President and the Chief Executive Officer of PATA for the time being approve otherwise.

7. Any individual residing in the United Kingdom and who is awarded PATA Life Membership will be granted honorary membership of the Chapter.

8. The Chapter is established for the purposes expressed in the Memorandum of Association.

9. All Chapter Members shall enjoy equal rights to participate in the Chapter's activities and in particular to attend and speak at any General Meeting.

10. (1) An entrance fee of an amount determined by the Board may be payable on admission to Chapter membership and the Board shall notify such applicant of any such fee prior to admission to membership.

(2) In addition to the entrance fee referred to in Article 10(1), Chapter Members shall pay in advance on 1 April of each year an annual subscription of an

amount determined at the discretion of the Board and notified by the Board to Chapter Members by 1 March in each year.

- (3) (a) A Chapter Member admitted during the period 1 April to 30 September in any year shall be required to pay the full amount of annual subscription for that year.
  - (b) A Chapter Member admitted during the period 1 October to 30 March in any year shall be required to pay half the amount of annual subscription for that year.
- (4) The Board shall have power to waive the annual subscription of any Chapter Member when it considers that such waiver is in the interests of the Chapter.
- (5) No Chapter Member whose annual subscription is two or more months in arrear shall be entitled to receive notice of or attend or vote at any meeting of the Chapter nor to vote on a poll or on a ballot.
- (6) If the annual subscription of any Chapter Member is in arrear and unpaid for three months after it has become payable, then the Board shall give notice thereof in writing to the Chapter Member concerned, and if such subscription shall still be unpaid one month after such notice shall have been given, then the Board may declare that the Chapter Member concerned shall forthwith cease to be a Chapter Member, but without prejudice to his or its obligation to pay such subscription. Without prejudice to Articles 10(9), 10(10), 10(11) and 10(12) the Board may in their discretion reinstate any person who has ceased to be a Chapter Member in accordance with this Article upon payment of all arrears of subscriptions and of any costs incurred by the Chapter in connection therewith.
- (7) Subject to any of the regulations set out herein, the Board may at its discretion create different classes of membership.

- (8) Any Chapter Member may at any time by notice in writing sent by post or delivered to the Secretary at the Chapter Office resign its membership, without prejudice to the payment of any sums due in respect of unpaid subscriptions or other moneys owing to the Chapter.
- (9) If upon the Board being satisfied of the death of any Chapter Member who is an individual his name shall be removed from the Register of Chapter Members.
- (10) If:
- (i) a Chapter Member becomes bankrupt or enters into any composition or arrangement with his creditors generally; or
  - (ii) a Chapter Member is, or may be, suffering from mental disorder;
  - (iii) a Chapter Member becomes unable to pay its debts within the meaning of Section 123 of the Insolvency Act 1986; or
  - (iv) a Chapter Member ceases or threatens to cease to carry on its business; or
  - (v) any petition or order for the winding up of a Chapter Member is presented; or
  - (vi) a Receiver is appointed over the whole or any part of the undertaking or assets of a Chapter Member; or
  - (vii) a Chapter Member enters into a voluntary arrangement with any of its creditors; or
  - (viii) any distress or execution or other process is levied in respect of a Chapter Member, which remains undischarged; or

- (ix) there is any unfulfilled or unsatisfied judgement or court order against a Chapter Member

then the Chapter Member shall cease to be a Chapter Member and its name shall be removed from the Register of Chapter Members.

- (11) If a Chapter Member has failed to pay any sum due and payable to the Chapter other than annual subscriptions which shall be governed by the other provisions of Article 10 then the Board may in its absolute discretion by a majority of at least three-quarters of those present at a meeting of the Board and voting in favour upon the resolution resolve that that Chapter Member shall cease to be a Chapter Member and that its name shall be removed from the Register of Chapter Members.

- (12) A Chapter Member who is also a PATA Member will automatically cease to be a Chapter Member and its name shall be removed from the Register of Chapter Members upon receipt by the Board of notification from the PATA President or such other person nominated by the Chief Executive Officer of PATA, that such member has resigned or been dropped from the PATA roll.

- 11. (1) Subject to the provisions of Article 10 and this Article 11, the Executive Committee may expel from the Chapter or require the resignation of any Chapter Member who shall, in their opinion, have acted wilfully in contravention of these Articles or shall, in their opinion, have been guilty of such conduct as shall have rendered it unfit to continue to belong to the Chapter or as shall have brought the Chapter into disrepute; and upon such expulsion or resignation taking effect shall remove its name from the Register of Chapter Members.

- (2) If it shall appear to any Chapter Member that any Chapter Member has or may have acted wilfully in contravention of these Articles or has or may have been guilty of such conduct as shall have rendered it unfit to continue to belong to the Chapter or as shall have brought

the Chapter into disrepute, the matter shall be brought before the next meeting of the Executive Committee, at which the complainant may be required to attend, and such meeting may either proceed to investigate it or may dismiss the matter.

- (3) If there shall appear to be a prima facie case against the Chapter Member the matter shall be further considered at a meeting of the Executive Committee specifically convened for that purpose, of which not fewer than thirty day's notice shall be given to the members of the Executive Committee and to the Chapter Member concerned, and the attendance of the complainant may be required by the Executive Committee.
- (4) The notice to the Chapter Member shall be in writing and shall contain a written statement of the act or conduct alleged against it, and shall inform it that it may attend at the meeting, either in person, or by or together with its solicitor, or counsel, or both, and that if it does not so attend it may submit for the consideration of the meeting any statement of explanation in writing which it may desire, and that the Executive Committee will proceed to consider the matter in its absence.
- (5) At the meeting the Chapter Member shall be entitled to be heard either in person, or by its solicitor, or counsel, or both and to put before the meeting any material evidence which it may desire to adduce, and any statement or explanation in writing submitted by it or on his behalf shall be read, and otherwise the procedure at the meeting shall be such as the Executive Committee in the circumstances of each separate case shall deem fit.
- (6) No resolution expelling or requiring the resignation of a Chapter Member pursuant to this Article 11 shall take effect unless at least three-quarters of the Executive Committee who are present and voting upon the resolution vote in favour of it.
- (7) If an effective resolution be passed expelling or requiring the resignation of a Chapter Member, the Chairman shall forthwith by recorded delivery, give



notice of the fact to the Chapter Member concerned and such fact may be publicised at the discretion of the Executive Committee.

- (8) Provided always that if, after an effective resolution has been passed expelling or requiring the resignation of a Chapter Member, any facts or circumstances shall be brought to the knowledge of the Executive Committee, which, in their opinion, shall justify them in rescinding the resolution, the Executive Committee may do so by a resolution, passed by the requisite majority as if the same had been a resolution to expel the Chapter Member, and notice thereof shall be given and publicised in the same manner as resulted from the original resolution expelling or requiring the resignation of the Chapter Member.

### **GENERAL MEETINGS**

12. The Chapter shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held no more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Chapter holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
14. Any meeting of the Executive Committee shall not be a General Meeting.
15. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

16. Two or more Chapter Members being not less than 20 per cent in number of the Chapter Members may call a General Meeting and section 370(3) of the Act shall not apply.
17. Twenty-one day's notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen day's notice in writing at the least of every other Extraordinary General Meeting (exclusive in every case both of the day on which it is served and of the day for which it is given) specifying the place, the day and the hour of meeting, shall be given to such persons (including the Auditors) as are under these Articles and under the Act entitled to receive such notices from the Chapter but with the consent of all the Chapter Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
18. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, twenty 20 Chapter Members personally present and entitled to vote shall be a quorum.
20. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Chapter Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Chapter Members present shall be a quorum.

21. The Chairman shall preside at every General Meeting, but if he shall not be present within fifteen minutes after the time appointed for holding the same, or shall not be willing to preside, the Chapter Members shall choose a Chapter Member who shall be present to preside.
22. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Chapter Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
23. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands and a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Chapter shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
24. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
25. Upon a show of hands every Chapter Member shall have one vote unless his subscription is two months or more in arrear. No Chapter Member whose subscription is two months or more in arrear shall be entitled to receive notice of, or to be present at, any General Meeting. No Chapter Member may vote by proxy.

#### **THE EXECUTIVE COMMITTEE**

26. At the first Annual General Meeting after adoption of these Articles, the Chapter Members shall elect an Executive Committee which at no time shall consist of fewer than twelve (12) nor more than twenty (20) members who so far as reasonably possible shall comprise equal numbers of representatives from each of the categories

of membership of PATA including government, carrier, corporate, industry, associate industry and individual or as amended by PATA from time to time.

27. The Executive Committee Members shall hold office for a term of three years subject to the provisions of these Articles.
28. At every subsequent Annual General Meeting one-third of the Executive Committee Members (other than the Chairman during his Appointment Period) or if their number is not a multiple of three the number nearest to one-third shall retire from office.
29. The Executive Committee Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Executive Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
30. If the Chapter, at the meeting at which an Executive Committee Member retires by rotation, does not fill the vacancy the retiring Executive Committee Member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of an Executive Committee Member is put to the meeting and lost.
- \*31. A person can only be or be deemed appointed or reappointed an Executive Committee member at any Annual General Meeting if up to and including the date of such meeting he is a Chapter Member and not less than 14 or more than 35 clear days before the date appointed for the Meeting:
  - (a) notice executed by that person has been given to the Chapter of the intention to propose himself for appointment or reappointment; and/ or

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\*Article amended by special resolution passed on 15 September 1999.

- (b) notice executed by another Chapter member qualified to vote at the Meeting has been given to the Chapter of the intention to propose that person for appointment or reappointment together with notice executed by that person of his willingness to be appointed or reappointed.
- \*32. (1) The Executive Committee members shall elect one of their number to be the Chairman for such period as they shall think fit and which for the avoidance of doubt may be for a term of up to but not more than 2 years before re-election (the "Appointment Period"). At the expiry of the Appointment Period the Chairman may stand for re-election to the office of Chairman notwithstanding the fact that he has previously held such office or the period for which he held such office. If no other person is willing to be elected as Chairman and the incumbent Chairman is willing to act he shall be deemed to be re-elected unless the Executive Committee resolves that he should not be re-elected. The Chairman must be a PATA Member, except where the PATA President and Chief Executive Officer approve otherwise. Upon appointment the Chairman will automatically be Chairman of the Board and will remain Chairman of the Executive Committee and of the Board until he ceases to be Chairman of the Executive Committee or an *Executive Committee Member during that period as herein provided*. Subject to Article 31, and provided that the Chairman does not cease to be a Chapter Member for any reason, in which event he shall immediately vacate his offices as Chairman of the Executive Committee and Chairman of the Board, the Chairman shall remain an Executive Committee Member throughout the Appointment Period and Article 28 shall not apply to the Chairman during such period.
- (2) If at any time there shall be a vacancy in the office of Chairman the Executive Committee shall elect a Chairman either at a meeting convened or a ballot arranged to be held in either case by the Board as soon as reasonably practicable after such vacancy arises.

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\*Article amended by special resolution passed on 15 September 1999.

- \*33. (1) The Executive Committee may from time to time and at any time appoint any Chapter Member as a member of the Executive Committee to fill a casual vacancy and such Member shall hold office until the conclusion of the next Annual General Meeting of the Chapter. No Chapter Member may be appointed to fill a casual vacancy of the Executive Committee if the period of such appointment together with all previous periods of appointment of such member to fill a casual vacancy amount in aggregate to more than two years.
- (2) The Executive Committee may co-opt to serve on the Executive Committee any Chapter Member whom it considers of good standing (notwithstanding that such person has previously served on the Executive Committee or the period he so served) and such Chapter Member shall hold office until the conclusion of the next Annual General Meeting of the Chapter.
34. An Executive Committee Member shall immediately vacate office upon ceasing to be a Chapter Member for whatever reason.

#### **POWERS OF THE EXECUTIVE COMMITTEE**

35. Subject to the provisions of Article 58 the Executive Committee shall, in accordance with the provisions of these Articles, be responsible for:
- \* (1) the appointment and removal of individuals to and from the Board and of the Secretary who shall be elected and removed (subject to the provisions of these Articles) at a meeting of the Executive Committee to be held immediately after each Annual General Meeting ("Election Meeting");
- (2) convening at least one meeting in each year other than the Election Meeting at which report or reports prepared and delivered pursuant to Article 53 will be laid;
- (3) the admission to or removal from Chapter membership of any person.

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*\*Article amended by special resolution passed on 15 September 1999.*

## PROCEEDINGS OF THE EXECUTIVE COMMITTEE

36. Subject to the provisions of Articles 38 to 43 inclusive the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
37. Every meeting of the Executive Committee shall be convened on thirty clear days notice given by the Chairman or someone on his behalf (unless such meeting is convened for the purpose of appointing a new Chairman when it shall be convened by the Board) unless all of the Executive Committee Members consent to holding a meeting on such other period of notice as they may think fit. Such notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be transacted thereat which in the case of an Election Meeting shall mean that the business shall include considering and voting up the composition of the Board and the notice to convene an Election Meeting shall invite the Executive Committee Members to submit valid nominations in the manner set out in Article 40.
38. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.
39. An Executive Committee Member shall not vote at a meeting of the Executive Committee on any question or resolution concerning any matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Chapter. For the purposes of this Article an interest of a person who is, for any purpose of the Act, connected with an Executive Committee Member shall be treated as an interest of the Executive Committee Member.
40. An Executive Committee Member shall not be counted in the quorum present at a meeting in relation to a question or resolution on which he is not entitled to vote.
41. The Chapter may by ordinary resolution at an Extraordinary General Meeting suspend or relax to any extent, either generally or in respect of any particular

matter, any provision of these Articles prohibiting an Executive Committee Member from voting at a meeting of the Executive Committee.

42. At an Election Meeting the proposals regarding appointment and removal of the Board and the Secretary may be divided and considered in relation to each director and nominated director separately and (provided he is not for another reason precluded from voting) each of the directors and nominated directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment or removal.
43. Unless otherwise determined, at least one third of the Executive Committee personally present shall be a quorum for any meeting of the Executive Committee. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes of those present and voting. In case of an equality of votes, the Chairman shall have a second or casting vote.
44. Any Executive Committee Member may only nominate a candidate for membership of the Board at an Election Meeting if:
  - (1) he notifies the Chairman in writing of such nomination to be received by the Chairman at least three weeks before the holding of the next Election Meeting; and
  - (2) the nominee is a Chapter Member; and
  - (3) the notice to the Chairman is signed by the Chapter Member or Members making the nomination and contains a written consent of every candidate nominated to accept office if elected.
45. Not later than one week prior to the Election Meeting the Chairman or someone appointed by him shall give notice to each Executive Committee Member entitled to vote of all candidates validly nominated for election to the Board.
46. The Chairman shall be entitled to preside at all meetings of the Executive Committee at which he is present. If at any meeting the Chairman be not present



within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Executive Committee present shall choose one of their members to be Chairman of the meeting.

### **THE BOARD**

47. The Board shall consist of no fewer than four (4) Chapters Members and no more than eight (8) Chapter Members duly elected by the Executive Committee at an Election Meeting. Each Member of the Board shall hold office for a term of three years subject to the following provisions of these Articles.
48. The Board shall have no power to appoint (whether to a casual vacancy or as an additional director or otherwise) or remove a Director or a Secretary.

### **APPOINTMENT AND RETIREMENT OF THE BOARD**

49. At the first Election Meeting and at Election Meetings in every subsequent year, one-third of the members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Chairman of the Board shall not be one of the number to retire until after he ceases to be Chairman of the Executive Committee. Upon appointment of a new Chairman of the Executive Committee in accordance with Article 32, the Chairman of the Board must relinquish his office but may remain a member of the Board.
50. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of the Board of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment.
51. The newly elected members and any re-elected or hold-over members of the Board shall meet, immediately following the Election Meeting, to elect from their number a Vice-Chairman. The Vice-Chairman of the Board must be a PATA Member, except where the PATA President and Chief Executive Officer approve otherwise. Within fifteen (15) days after the Election Meeting, the Chairman shall notify the

election results of the appointments to the Board in writing to the PATA Division Office with a copy to PATA Headquarters for the time being.

### **POWERS OF THE BOARD**

52. The business of the Chapter shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to the promotion, formation, establishment and registration of the Chapter as they think fit and may exercise all such powers of the Chapter, and do on behalf of the Chapter, all such acts as may be exercised and done by the Chapter and as are not by statute or by these Articles required to be exercised or done by the Chapter in a General Meeting, subject nevertheless to these Articles, to the provisions of the statutes for the time being in force and affecting the Chapter, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Chapter in a General Meeting, but no regulation made by the Chapter in a General Meeting shall invalidate any prior set of the Chapter which would have been valid if such regulation had not been made.
53. The Board shall prepare written quarterly reports summarising the activities of the Board and the Chapter, together with a summary of the accounting position of the Chapter each such report being in respect of the three month period immediately prior to the report date (and the first such period shall commence on the date of the next Election Meeting after adoption of these Articles) and shall deliver every such report to the Executive Committee within fourteen days of its preparation.
54. The Board may act notwithstanding any vacancy in their body; Provided always that in case the Board shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Chapter or of summoning a General Meeting or an Election Meeting, but not for any other purpose.

## PROCEEDINGS OF THE BOARD

55. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, four (4) shall be a quorum. Subject to the provisions of Article 10(11) questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
56. The Chairman shall be entitled to preside at all meetings of the Board at which he is present. If at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Vice-Chairman shall preside at such meeting, and if the Vice-Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.
57. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Chapter for the time being vested in the Board generally.
58. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
59. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly

appointed or had duly continued in office and was qualified to be a member of the Board.

60. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Chapter and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
61. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD**

62. The office of a Director shall be automatically and immediately vacated:
  - (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
  - (b) if he becomes of unsound mind;
  - (c) if he or the Member he represents ceases to be a member of the Chapter;
  - (d) if by notice in writing to the Chapter he resigns his office;
  - (e) if he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986;
  - (f) if he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

## **ACCOUNTS**

63. The Board shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Chapter and the matters in respect of which such receipts and expenditure take place;
  - (b) all sales and purchases of goods by the Chapter; and
  - (c) the assets and liabilities of the Chapter.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Chapter and to explain its transactions.

64. The books of account shall be kept at the Chapter Office, or, subject to section 222 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
65. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Chapter or any of them shall be open to the inspection of Chapter Members not being members of the Board, and no Chapter Member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Chapter except as conferred by statute or authorised by the Board or by the Chapter in General Meeting.

## **AUDIT**

66. Once at least in every year the accounts of the Chapter shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

## **SECRETARY**

67. The Chapter Secretary shall be appointed by the Executive Committee for such time, at such remuneration and upon such conditions as they may think fit, and any Chapter Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Chapter Secretary, and any person so appointed may act in place of the Chapter Secretary if there be no Chapter Secretary or no Chapter Secretary capable of acting.

## **NOTICES**

68. A notice may be served by the Chapter upon any Chapter Member, either personally or by sending it through the post in a prepaid letter, addressed to such member at its registered address as appearing in the Register of Chapter Members.
69. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## **THE SEAL**

70. The Seal of the Chapter shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of a member of the Board and of the Secretary, and the said member of the Board and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Chapter such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **LEGAL CONTRACTS**

71. So far as reasonably practicable the Chapter shall abide by the goals and objectives of PATA, these Articles and the Chapter Agreement, and shall endeavour to follow

all guidelines promulgated by the PATA Board of Directors or PATA President and/or the Chief Executive Officer of PATA.

### **DISSOLUTION**

72. The Chapter shall be wound up voluntarily whenever a Special Resolution is passed that the Chapter be wound up or if at anytime the number of Chapter Members of the Chapter fall below ten (10). Clause 7 of the Memorandum of Association shall have effect as if the provisions of that clause were repeated in these Articles.