

MONTSERRAT HOSPITALITY ASSOCIATION
CONSTITUTION

ARTICLE I – General

1. The name of the Association shall be: MONTSERRAT HOSPITALITY ASSOCIATION (MHA) hereafter referred to as THE ASSOCIATION.
2. The Association is a non-profit and non-political association.
3. Mission Statement: To bring together the hospitality industry as a unified body to present the exciting, friendly and unique magic of Montserrat.

ARTICLE II – Goals & Objectives

The goals and objectives of The Association are:

1. To promote the goodwill of the tourism industry, locally, regionally and internationally.
2. To provide professional service to the residents and visitors to Montserrat.
3. To promote and enhance the development of the hospitality industry on Montserrat.
4. To establish and maintain ethical and professional industry standards for its members.
5. To maintain and distribute to the public an accurate and current listing of members, services, prices/fees, hours of operation, etcetera.
6. To encourage and empower its members, through training and marketing efforts.
7. To work in conjunction with government agencies, NGOs and other support organizations locally, regionally and internationally.
8. To create and operate a professional association which includes representation from the accommodation sector, the travel and tour sector and any other individuals or organizations within the hospitality and related industries.

ARTICLE III – Management

1. The main and registered office of The Association shall be:
7 Farara Plaza
Brades, Montserrat
2. Business and management of The Association will be conducted by an Executive Board comprised of seven (7) members: President, Vice President, Secretary, Treasurer, Assistant Secretary/Treasurer and two (2) General members.

ARTICLE IV – Bylaws

The Association shall have the power to adopt Bylaws for its operations, which includes, but is not limited to, officers, meetings, committees, elections, finances, and dissolution, so long as they are not in conflict with this Constitution.

ARTICLE V – Amendments to the Constitution

1. The Constitution shall not be altered or amended except by vote during the Annual General Meeting.
2. A quorum of two-thirds (2/3) of the membership represented in person or by proxy is required to vote. Two-thirds (2/3) of the members present and voting are required to approve amendments to this Constitution.

ARTICLE VI – Ratification

This Constitution shall become effective upon approval of two-thirds of the membership of The Association.

I, the duly elected and acting Secretary of the MONTSERRAT HOSPITALITY ASSOCIATION hereby certify that the foregoing Constitution was adopted at a meeting of The Association on _____, 2007.

IN WITNESS WHEREOF, I have subscribed my name on this _____ day of _____, 2007.

Secretary (print)

Secretary (signature)

President (print)

President (signature)

BYLAWS OF THE MONTSERRAT HOSPITALITY ASSOCIATION

ARTICLE I – Membership & Conduct

1. Membership of The Association shall be open to any business involved in the accommodation sector, food and beverage service, travel and tour sector, as well as other individuals, businesses or organizations related to or interested in the hospitality industry.
2. A member is defined as: a tourism enterprise; a sole trader; a partnership; or company. Each member shall have one vote.
3. A member in good standing is defined as being current in all dues, levies and has not missed three (3) consecutive meetings without justifiable cause, as determined by the Executive Board.
4. All members are obligated to uphold the standards and reputation of The Association.
5. All members are required to actively participate in The Association.
6. All members are required to adhere to The Association rules and guidelines.
7. Members are encouraged to attend meetings on a regular basis. Members who miss three (3) consecutive meetings without justifiable cause are subject to suspension.
8. A Notice of Suspension shall be sent by the First General Member informing the member that he/she will be expelled from The Association should he/she fail to attend the next meeting.
9. A suspended member may not hold elected office, chair or serve on a committee. However, dues and levies must be kept current in order to return to good standing.
10. A member can be expelled from The Association by virtue of:
 - Failure to pay dues, levies, etc. as specified and agreed to at the Annual General Meeting.
 - Failure to maintain industry standards for safety, health, well being of guests, customers and employees.
 - Disloyalty to The Association by deliberately misleading and or causing damage to The Association or a member.
11. A member may be expelled or suspended from The Association for the reasons stated within these Bylaws upon a vote by five-sevenths (5/7) of the Executive Board. Such member shall be provided written notice from the Secretary stating the reason for his/her expulsion or suspension.
12. A member may withdraw from The Association by written notice to the Secretary stating the reason for his/her resignation.
13. Any member who is expelled, suspended, or who withdraws from The Association shall not be entitled to any refund/rebate of subscriptions or other levies.

14. A member must inform the Secretary of a leave of absence explaining the reason/purpose and the expected duration of the leave. A leave of absence is hereby defined as physical absence from Montserrat for a continuous period exceeding three months.
15. During a leave of absence a member shall not hold an elected office or chair a committee.
16. Members on a leave of absence will be excused from attending meetings, however, in order to remain in good standing and therefore be able to vote by proxy all dues and levies must be kept current.
17. Categories of membership shall include:

Voting	All members in good standing
Non Voting	Affiliate, Honorary and Student

- The Executive Board in agreement with the Membership Committee shall grant affiliate membership. Affiliate membership may be granted to individuals or organizations that have the same goals and objectives as The Association, including villa owners.
- Honorary membership shall be granted in recognition of contributions to the hospitality industry in Montserrat and voted on at the AGM.
- Student membership is open to students in the hospitality industry and related fields.

ARTICLE II – Executive Board

1. The business and management of The Association shall be conducted by an Executive Board comprised of seven (7) members: President, Vice President, Secretary, Treasurer, Assistant Secretary/Treasurer and two (2) General Members, to be known as the First General Member and the Second General Member.
2. The qualifications for President include knowledge of the Montserrat hospitality industry and active membership in The Association.
3. The duties of the Executive Board include, but are not limited to, the following:
 - a. President – shall chair all meetings of The Association, represent The Association in the public and private sector, and perform all such other duties as are incidental to the office of President.
 - b. Vice President – shall assume Presidential responsibilities in the absence of the President, assume the role of President in the event the office becomes vacant, and perform all such other duties as are incidental to the office of Vice President.
 - c. Secretary - shall keep and maintain an accurate record of all meetings (except Standing Committee meetings), shall inform members of the date, time and location of meetings in accordance with these Bylaws, shall notify the Registrar in writing of any changes in the Officers or Trustee(s), and shall take all other actions as required by these Bylaws.

- d. Treasurer - shall chair the Finance/Fundraising & Dues Committee, keep an accurate accounting of all Association funds, collect and deposit dues and other monies, prepare written financial statements, file annual accounts and take all other actions as required by these Bylaws.
 - e. Assistant Secretary/Treasurer – shall provide assistance to the Secretary and Treasurer as needed or as so directed by the Executive Board.
 - f. First General Member – shall chair the Membership Committee and shall be responsible for ensuring that The Association has a current list of all members, along with their status, at all times.
 - g. Second General Member – shall assist the Executive Board in overseeing all Standing Committees and shall be responsible for recruiting members to the committees.
4. Executive Board members will be elected at the Annual General Meeting for a one (1) year term. The term shall run from 1st April to the 31st March.
 5. An Executive Board member shall be limited to serving only two (2) consecutive terms in the same position.
 6. In the event that an elected Executive Board member, other than the President, is unable to serve out his/her term, for whatever reason, the Executive Board shall appoint a capable replacement to serve out the balance of the term. A vacancy in the position of President shall be filled in accordance with paragraph 3(b) above.
 7. The Executive Board and all members shall serve The Association on a voluntary basis, with the exception of Secretarial expenses approved by the Executive Board.
 8. The Executive Board shall meet at least once per QUARTER to conduct Association business. The Executive Board will decide the date, time and location of the meeting.
 9. Executive Board meetings may be open to the membership for observation but not for participation.

ARTICLE III – Committees

1. The Executive Board shall oversee all Standing Committees. All committees shall report regularly to the Executive Board and may be asked to report directly to the membership.
2. The Standing Committees shall include and their purpose shall be:
 - a) Finance, Fundraising & Dues –To review and make proposals regarding fee structures for annual dues and review the monthly finance reports prepared by the Treasurer. The committee shall be chaired by the Treasurer in accordance with these Bylaws and shall meet a minimum of four (4) times per year.
 - b) Membership – To review and maintain membership records and make recommendations pertaining to categories of membership. The committee shall be chaired by the First General Member in accordance with these Bylaws and shall meet a minimum of two (2) times per year.
 - c) Training/Seminar – To propose and conduct training sessions or other seminars pertinent to the goals and objectives of the Association. The committee shall be

- chaired by a member of the Executive Board and shall meet a minimum of two (2) times per year.
- d) Standards and Procedures – To ensure The Association follows pertinent laws, regulations, and standards relating to the hospitality industry, to make recommendations regarding acceptable industry standards for the health and safety of customers and employees, and to inspect Association members for the purpose of enforcing such standards. The committee shall be chaired by a member of the Executive Board and shall meet a minimum of four (4) times per year.
 - e) Constitution & Bylaws – To make recommendations regarding amendments to the Constitution and Bylaws of The Association. The committee shall be chaired by a member of the Executive Board and shall meet a minimum of two (2) times per year.

ARTICLE IV – Meetings

1. The Association shall hold one (1) *Annual General Meeting* (AGM) every year no earlier than 1st MARCH and no later than 31st MARCH.
2. The Agenda for the AGM shall include, but is not limited to, election of the Executive Board, receipt of the annual report, review of the fee structure for membership dues, proposed changes to the Constitution and Bylaws, appointment of an auditor for review of the accounts, and such other business as the Association deems necessary.
3. The Secretary must inform each member in good standing by written notice, to be distributed four (4) weeks in advance of the AGM. This notice must include, but is not limited to, date, time, venue, agenda, and slate of nominees.
4. A written nomination for Executive Board positions must be submitted to the Secretary and be supported by the signatures of at least two (2) members in good standing, no later than 15th FEBRUARY to be included on the list of nominees.
5. The Secretary and Treasurer shall present the Annual Report at the AGM. Included shall be, but is not limited to, membership status, an audited balance sheet, and audited profit/loss statement.
6. The Constitution and Bylaws shall not be altered or amended except by vote during the AGM. Any suggested alteration or amendment must be submitted in writing and endorsed by at least five (5) supporting members in good standing. The Secretary must receive this request no later than 15th FEBRUARY in order for this item to be placed on the agenda.
7. *General Meetings* will be regularly called to keep members informed and involved in the Association; to conduct training, seminars and other empowerment ventures; to address issues regarding policy and procedure, standards and ethics, and membership; and conduct Association business.
8. The Secretary shall send written notice to each member three (3) weeks in advance announcing the date, time, location and agenda of the General Meeting.

9. *Special Meetings* may be called by written petition to the Secretary, by ten (10) or more signatories, requesting such a meeting to address a serious issue that cannot be delayed until the next General Meeting or Annual General Meeting.
10. The Secretary shall send written notice to the membership within one (1) week stating the date, time, location and purpose of the Special Meeting.
11. *Extraordinary General Meeting (EGM)* can only be called for the purpose of suspending/dissolving the Association.
12. One third (1/3) of the membership must present a written petition to the Secretary before an EGM can be called.
13. The EGM must be held within three (3) weeks of receiving the petition.
14. The Secretary will send out a written notice to the members announcing the date, time and location of the EGM at least two weeks prior to such meeting.
15. The Secretary or Assistant Secretary shall keep and maintain an accurate record of all meetings which shall be recorded in the Minutes.
16. The business of any meeting shall not proceed until the Minutes of the previous meeting have been read or reviewed and approved as read or corrected. However, there may be special instances/circumstances, upon a consensus of the members present and voting, which merit the deferment of such reading until the next meeting.
17. A copy of the Minutes shall be made available to all members prior to each meeting. After the Minutes have been approved as read or corrected the President and the Secretary shall sign them.
18. The Association defines a week as five (5) working days for the purpose of notices

ARTICLE V – Voting

1. All members in good standing, with the exception of Honorary, Affiliate and Student Members have one (1) vote per item/issue.
2. Voting may be oral or by written ballot, as decided at the time.
3. Proxy Vote must be received prior to the meeting to be valid and can be sent via email to two (2) Executive Board members or in a sealed envelope delivered or mailed to the Secretary.
4. Annual General Meeting– a quorum of a majority of the membership represented in person or by proxy is required to vote. A majority of those present and voting are required to carry the vote.
5. General Meeting and Special Meeting require a majority of the members present or represented by proxy in order to call for a vote. A simple majority will carry the vote.

6. Extraordinary General Meeting – a quorum of two-thirds (2/3) of the membership represented in person or by proxy is required to vote. An affirmative vote by two-thirds (2/3) of the entire membership is required to suspend or dissolve the Association.
7. Executive Board and Committee meetings require only a majority present or represented by proxy in order to vote and a simple majority will carry the vote.

ARTICLE VI – Subscription and Levies

1. Annual membership fees are due on 1st January and shall apply for that fiscal year. New members who join The Association after 1st July may pay one-half the annual membership fee for their particular category.
2. Upon payment of the annual dues each member will receive a membership card valid until the subscription expires, along with a current copy of the Constitution and Bylaws.
3. The fee structure for dues membership shall be voted on at the AGM.
4. The Executive Board may, at its discretion, make special considerations with respect to the payment of annual dues for those members who are particularly affected by the volcanic crisis.
5. Any member not in good financial standing shall be disqualified from holding any office or participating on any committees and shall be ineligible to vote.
6. The First General Member may issue a written notice informing the delinquent member that he/she will be expelled from The Association if the outstanding dues/fees/levies are not promptly settled.
7. The First General Member shall notify the Executive Board of the status of such members.
8. A re-entrance fee, as determined by the Executive Board, may be imposed on a lapsed member, in addition to the outstanding monies due.

ARTILCLE VII – Finance

1. The fiscal year of The Association will be 1st January through 31st December.
2. The Association shall establish and maintain a residual fund at:
St. Patrick Cooperative Credit Union
Brades, Montserrat
3. The Association shall establish and maintain a checking account to conduct the business of The Association at:
Bank of Montserrat
Brades, Montserrat

4. Any two (2) of the three (3) signatures (President, Treasurer and Assistant Treasurer/Secretary) will be required on each check in order for it to be valid.
5. Executive Board members shall provide the framework for the Finance/Fundraising & Dues Committee to be chaired by the Treasurer.
6. The Treasurer will report monthly, either at meetings or in written notice, to the Finance/ Fundraising & Dues Committee and Executive Board the activity of the checking account and present monthly bank reconciliation.
7. The Treasurer is responsible for accurate accounting and maintenance of all accounts, balance sheets and profit/loss statements for The Association and will assist with the audit as need be.
8. Any reimbursement of pre-approved expenses to an Executive Board member, Committee Chairperson, or Committee member conducting Association business, i.e., for phone calls, mailings etc., shall be issued by the Treasurer upon receipt of proper documentation and approval by a majority of the Executive Board.
9. The Treasurer shall file with the Registrar, not later than 31 January, a return showing the number of members on its roll, the amount of money deposited, the amount of money invested, the amount of money in the Treasurer's hands on the preceding 31 December, and all other things required in accordance with the Friendly Society's Act. In addition, the Treasurer shall file with the Registrar, not later than 31 March, an annual audited return of the receipts and expenditures, funds, and effects of the Association in accordance with the Friendly Society's Act.
10. The Executive Board shall appoint at least one (1) Trustee for The Association. Trustees shall serve as the custodians of the funds and property of The Association. Trustees have and must accept ultimate responsibility for directing the affairs of The Association, ensuring that it is solvent and well-run, and for delivering the charitable outcomes for which The Association is organized. Trustees serve in an honorary capacity. Trustee(s) of The Association may review any and all financial records upon demand. The Treasurer will offer any assistance required to the Trustee(s).

ARTICLE VIII – Purpose of Funds

1. The Association shall collect dues in order to finance its secretarial, bookkeeping/accounting expenses as well as the general operation of The Association.
2. Additional funds may be sought in order to cover expenses for training, seminars and similar projects, which The Association may deem necessary.
3. All funds collected shall be used exclusively to fulfill the Goals and Objectives of The Association as set forth in the Constitution.

ARTICLE IX – Dissolution

1. In the event of the dissolution of The Association, its residual and all other funds shall be donated to an established Benevolent or Charitable Fund/Association appropriately linked to the mission of The Association.
2. It shall be the sole right of the Executive Board, upon a vote of five-sevenths (5/7) of its members, to determine the recipient(s) of the funds.
3. The selection of the recipient of the funds and distribution thereof, as well as filing any necessary paperwork with the Registrar, shall be the last official acts of The Association.

ARTICLE X – Amendments to the Bylaws

1. The Bylaws shall not be altered or amended except by vote during the Annual General Meeting.
2. A quorum of two-thirds (2/3) of the membership represented in person or by proxy is required to vote. A majority of those present and voting are required to approve amendments to these Bylaws.
3. No amendment to these Bylaws may be in conflict with the Constitution of The Association.

ARTICLE XI – RATIFICATION

These Bylaws shall become effective upon approval of two-thirds of the membership of the The Association.

I, the duly elected and acting Secretary of the MONTSERRAT HOSPITALITY ASSOCIATION hereby certify that the foregoing Bylaws were adopted at a meeting of The Association on _____, 2007.

IN WITNESS WHEREOF, I have subscribed my name on this _____ day of _____, 2007.

Secretary (print)

Secretary (signature)

President (print)

President (signature)