



PACIFIC ASIA TRAVEL ASSOCIATION

# BOARD HANDBOOK

2023 Edition

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# INTRODUCTION

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Founded in 1951, the **Pacific Asia Travel Association (PATA)** is a not-for-profit membership association that acts as a catalyst for the responsible development of travel and tourism to, from and within the Asia Pacific region.

The Association provides aligned advocacy, insightful research, and innovative events to its member organisations, which includes government, state, and city tourism bodies; international airlines and airports; hospitality organisations, and educational institutions, as well as thousands of young tourism professional (YTP) members across the world.

The PATA network also embraces the grassroots activism of the PATA Chapters and Student Chapters, who organise numerous travel industry training programmes and business development events across the world. Thousands of travel professionals belong to the 32 local PATA Chapters worldwide, while hundreds of students are members of the 28 PATA Student Chapters globally. The PATAmPOWER platform delivers unrivalled data, forecasts and insights from the PATA Strategic Intelligence Centre to members' desktops and mobile devices anywhere in the world.

PATA's Head Office has been in Bangkok since 1998. The Association also has official offices or representation in Beijing and London. Visit [www.PATA.org](http://www.PATA.org).

Since 1951 PATA has led from the front as the leading voice and authority on travel and tourism in the Asia Pacific region.

- In partnership with private and public sector members, PATA enhances the sustainable growth, value and quality of travel and tourism to-from-and-within, the region.
- The Association provides leadership and counsel on an individual and collective basis to its member organisations, comprising government, state and city tourism bodies, international airlines and airports, hospitality organisations, educational institutions, and hundreds of travel industry companies in Asia Pacific and beyond.
- PATA's Strategic Intelligence Centre (SIC) offers unrivalled data and insights including Asia Pacific inbound and outbound statistics, analyses and forecasts as well as in-depth reports on strategic tourism markets.
- PATA's events create millions of dollars of new business each year for its members.
- Thousands of travel professionals belong to 32 active PATA chapters worldwide and participate in a wide range of PATA and industry events.
- The PATA Foundation is committed to advancing travel and tourism development throughout the Asia Pacific region in support of vulnerable and underprivileged communities through vocational education, skills development and capacity building projects.

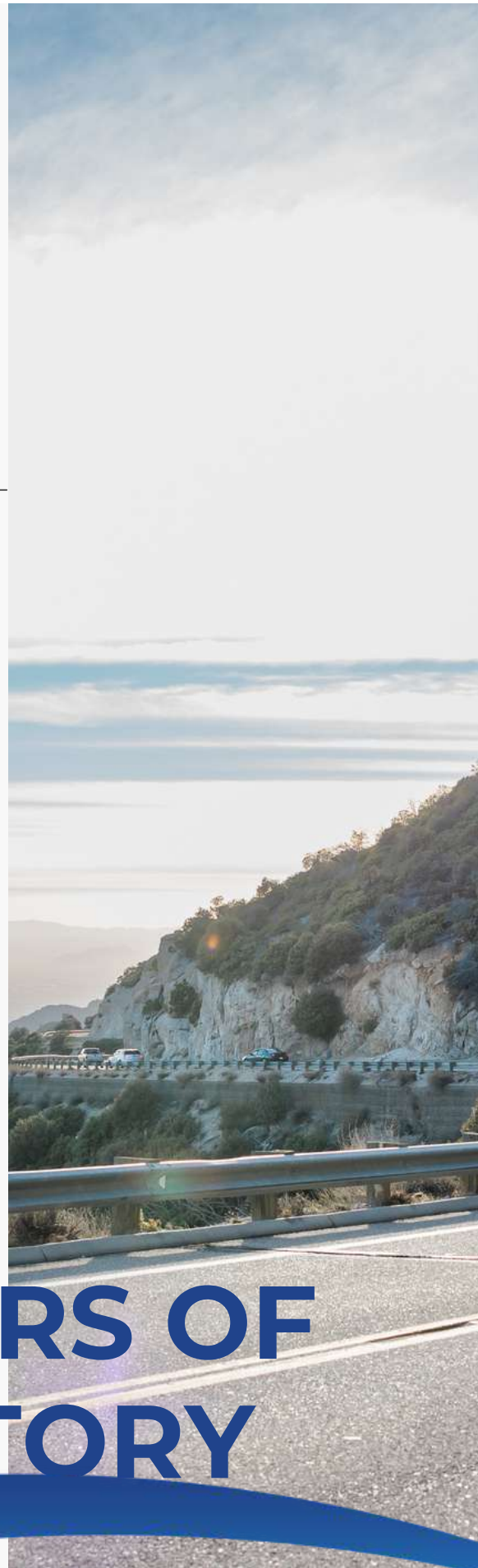
# VISION

To advance travel as Force for Good.  
Become the most respected, most valued  
and Industry-leading travel association for  
the Asia-Pacific region

# MISSION

The Pacific Asia Travel Association (PATA)  
is a membership association acting as a  
catalyst for the responsible development of  
the Asia Pacific travel and tourism industry.  
We provide a platform to bring together  
our private and public sector members in  
meaningful partnerships to enhance the  
value, quality and sustainable growth of  
travel and tourism to, from and within the  
Asia Pacific region.

# 70 YEARS OF HISTORY



# CODE OF ETHICS

## **STATEMENT**

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The Pacific Asia Travel Association (PATA) is a not-for-profit membership association that acts as a catalyst for the responsible development of travel and tourism to, from and within the Asia Pacific region. Since 1951, PATA has led from the forefront as the leading voice and authority on travel and tourism in the Asia Pacific region. As the premier travel and tourism industry association in the Asia Pacific region, the Association endorses the UN Global Code of Ethics for Tourism and supports the work of the World Committee on Tourism Ethics, encouraging its members to also do the same.

PATA understands the role of tourism in promoting peace, empathy and cross-cultural understanding, and encourages all tourism stakeholders to observe these fundamental principles. Aligned with these principles, the Association supports the right of freedom of movement without prejudice and intolerance in line with the rights of each sovereign nation and the will of its people.

It is the Association's position to ensure there is equal opportunity for all travellers without discrimination or harassment on the basis of race, colour, religion, sexual orientation, gender identity or expression, age, disability, marital status, citizenship, genetic information, or any other characteristic protected by relevant laws, legislation and regulations.

Tourism should be a force for good and PATA encourages all public and private industry stakeholders to join in embracing these principles and displaying the tolerance which protects and enhances human society as expressed through the UN's Sustainable Development Goals.

# MESSAGE FROM THE CHAIRMAN

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**PETER SEMONE**  
CHAIRMAN, PATA

I am honoured to serve as the Chairman of the Pacific Asia Travel Association Executive Board and am pleased to report that despite the challenges brought about by the COVID Pandemic, PATA remains an important voice and conduit for the travel and tourism industry. PATA continues to be widely recognised, respected and appreciated by many tourism stakeholders and communities in the region and beyond.

The continued growth of the Asia Pacific region as both a generator and receiver of international visitors, not just into Asia Pacific but globally, only reaffirms the importance of the Association moving forward as we work in partnership with our private and public sector members for the responsible development of travel and tourism to, from and within the region.

However, to deliver continually improving services to benefit the various needs of our diverse members, we must continue to innovate, evolve and adapt to the changing landscape of the industry.

A critical success factor for PATA is an engaged Board of Directors to provide leadership and engagement across our membership.

This Handbook depicts the Board's individual and collective responsibilities regarding their roles in the Association and reflects PATA's commitment to imparting effective leadership and a high standard of ethics. It is not intended to serve as a comprehensive guide; however, it offers an important overview of the salient points in serving in the capacity of PATA's elected representatives, guiding the Association via its strategic plan, budget and external voice. It is the responsibility of every PATA Board Member to become familiar with the content of this Handbook.

PATA would not be where it is today without the ongoing and unwavering support of our Executive Board and Board Members, Life and Chapter Members, Partners and Industry colleagues. Thank you for your continued support and enthusiasm for PATA.

Sincerely,

# PATA BOARD

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# PATA BOARD

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PATA Board acts as the advisor to PATA Executive Board. PATA Board members are nominated and elected by members and appointed at each Annual General Meeting. It comprises of **forty (40) elected voting members**. The composition of the PATA Board shall include the 9 voting members of the PATA Executive Board.

PATA Board shall determine high-level external and industry policies and positions of PATA, and to provide overall guidance accordingly to the Executive Board as to PATA's external and industry policy priorities; while the PATA Executive Board remains responsible for governing the corporate affairs and operations of the Association.

**PATA Board term** : Two (2) years, and not eligible for re-election after four (4) years of service (two elected terms) unless the person has not served for at least one annual election cycle.

## **PATA Board members shall be elected and comprised as follows:**

- Eleven (11) Government/Destination members elected by Destination category members
- Three (3) Chapter representative elected by Chapters
- One (1) Student Chapter representative elected by Student Chapter
- One (1) PATA Young Tourism Professional represented by Face of the Future Awardee
- Twenty four (24) other members at large elected by membership at large in good standing





# PATA BOARD

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## Qualification of Nominee to be eligible for election to PATA Board

- Members must be a member in good standing
- Members have attended two (2) PATA major events (inclusive of at least on Annual Summit and/or PATA Travel Mart, or equivalent as determined by the PATA Board), or in at least one (1) Expert Task Force within the last five (5) years
- Be nominated by a member at large and seconded by a PATA member of at least three (3) years in good standing



## Roles and Responsibilities include:

- Provide overall guidance to the PATA Executive Board as to PATA's external and industry policy priorities. The PATA Board does not have the power to approve, disapprove or override actions of the PATA Executive Board.
- Elects PATA Executive Board and Officers (Chair, Vice Chair, and Secretary/Treasurer), to take office at the end of the next Annual General Meeting.
- The PATA Board shall meet at least two (2) times per calendar year, including one in conjunction with the AGM, and once in conjunction with the PATA Travel Mart, or at other times as proposed by the PTA Chair and approved by the Executive Board.
- All elected members must sign an acknowledgement of meetings roles and responsibilities expected of a Board member.

# PATA BOARD

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**Nomination and Election Process :** PATA Board election must be completed before the nomination of the Executive Board and both elections must be completed before PATA Board Meeting and Annual General Meeting (AGM) which normally take place in April or May in conjunction with PATA Annual Summit.

**Process and Timeline** is subject to change according to the date of Annual General Meeting (AGM) each year.

## NOV

- Calling for nomination from members (Using SurveyMonkey)
- Two (2) weeks for nomination submission
- Secretariat confirms the nominations with nominees and endorsers, and prepare the candidate list

## DEC

- Secretariat submits candidate list to Supervisory Board - Finance & Elections ("SBFE") and prepares election ballot
- Secretariat informs all candidates and voting members about voting information before election
- Election of each category is organised separately
- Time for election: 4 days, using ElectionRunner
- Secretariat informs the election results to SBFE for acknowledgement and verification
- In event of a tie result, the second election will be organised for candidates who got tie votes (Time for election: 2 days).

## APR

- Supervisory Board - Finance & Elections Meeting
- SBFE Chair reported the names of elected members at PATA Board Meeting and AGM for ratification

# BOARD MEMBER EXPECTATION STATEMENT

## GENERAL EXPECTATION

- Understand and support the Association's mission, purpose, goals, policies, and programmes at all times.
- Participate in the nomination and election process of the Executive Board and Board to ensure that Association leadership positions are occupied by men and women of achievement who can make significant contributions to the growth and progress of PATA.
- Promote the Association's activities and encourage non-members to join PATA.
- Serve actively on the Board and participate in Expert Task Forces when called upon.
- Attend activities and events organised by the Association whenever possible.
- Represent your sector of the travel and tourism industry and share your expertise for the benefit of PATA.
- Avoid conflicts of interest that could compromise the Board and disclose any potential conflicts in a timely fashion.

## BOARD MEETING

- Prepare for and participate in all PATA Board meetings
- Suggest agenda items to the PATA Chair to ensure that significant matters are addressed in a timely and transparent manner.

# HOW MEETING WORK

## Expectations in the meeting :

- Arrive on time
- Read all materials provided prior to the start of the meeting
- Be open to the ideas of others and listen while staying on task
- Speak up and contribute your viewpoints to the discussion
- Take action on any personal responsibilities you have as a result of the meeting
- A meeting agenda will be issued no later than one week prior to the scheduled meeting.

## Important Definitions

- **Agenda:** A list of items to be discussed at a formal meeting.
- **Minutes:** instant written record of a meeting
- **Quorum:** A quorum refers to the minimum number of board members entitled to vote who must be present at a meeting before any business can be transacted legally.
- **Motion & Second**
  - After discussion of an issue or document, members may be required to approve the said issue or document
  - In order to vote, a board member must make a motion. This is done by saying, for example, “I move to approve the budget for Fiscal Year 14”
  - Once the motion is in place, another board member may then “second” the motion. This is done by saying, “I second the motion”.
  - The Board Chairman will then reiterate that there is a motion and second on the floor and ask that all in favor respond “aye” and all opposed respond, “nay”.
  - If a board member feels they have an interest in the outcome or matter being voted on that directly affects them personally in a manner not shared by the other members of the group, they should abstain from a vote.

# **PATA EXECUTIVE BOARD**

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# PATA EXECUTIVE BOARD

The governing body and corporate/legal board of directors of the Pacific Asia Travel Association. It consists of 9 voting members and 2 advisors as non-voting members. The CEO and CFO shall participate as non-voting members.

The **9 voting members** shall include the Chair, Vice Chair, and Secretary/Treasurer elected by PATA Board and consist of:

- Two (2) destination members
- Two (2) industry members
- Five (5) members at large

The **2 advisors** may be appointed by the Executive Board at the recommendation of the Chair to add required skill when needed on the Executive Board and CEO. The current Face of the Future awardee may be invited to join as one of the non-voting members

## Executive Board terms :

Two (2) years, and not eligible for reelection after serving two (2) full consecutive elected terms, unless the person has not served for at least one annual election cycle; except the Vice Chair may serve without interruption as both Vice Chair, and then as the Chair in a third elected term, if so elected.



# PATA EXECUTIVE BOARD

Qualification of Nominee to be eligible for election to PATA Executive Board



- Members must be an elected Board member
- Members have attended two (2) PATA major events (inclusive of at least on Annual Summit and/or PATA Travel Mart, or equivalent as determined by the PATA Board), and all Board meetings in the past year
- Be nominated by a member at large and seconded by a current Board member
- Be present at the time of election
- PATA Chair nominee must have served on the Executive Board for at least one equivalent year (previous AGM to date of election)

# PATA EXECUTIVE BOARD

**Nomination and Election Process :** PATA Board election must be completed before the nomination of the Executive Board and both elections must be completed before PATA Board Meeting and Annual General Meeting (AGM) which normally take place in April or May in conjunction with PATA Annual Summit.

**Process and Timeline** is subject to change according to the date of Annual General Meeting (AGM) each year.

## JAN

- Calling for nomination from members (Using SurveyMonkey)
- Two (2) weeks for nomination submission

## FEB

- Secretariat confirms the nominations with nominees and endorsers, and prepare the candidate profile
- Secretariat submits candidate list to Supervisory Board - Finance & Elections ("SBFE") and prepares election ballot
- Secretariat informs all candidates and voting members about voting information before election

## MAR

- Time for election: 4 days, using ElectionRunner
- Secretariat informs the election results to SBFE for acknowledgement and verification
- In event of a tie result, the second election will be organised for candidates who got tie votes (Time for election: 2 days).

## APR

- Supervisory Board - Finance & Elections Meeting
- SBFE Chair reported the names of elected members at PATA Board Meeting and AGM for ratification



# EXECUTIVE BOARD EXPECTATION STATEMENT

## GENERAL EXPECTATION

- Understand and support the Association's mission, purpose, goals, policies, and programmes at all times.
- Participate in the nomination and election process of the Executive Board and Board to ensure that Association leadership positions are occupied by men and women of achievement who can make significant contributions to the growth and progress of PATA.
- Promote the Association's activities and encourage non-members to join PATA.
- Serve actively on the Executive Board and participate in Expert Task Forces when called upon.
- Attend activities and events organised by the Association whenever possible.
- Represent your sector of the travel and tourism industry and share your expertise for the benefit of PATA.
- Avoid conflicts of interest that could compromise the Executive Board and disclose any potential conflicts in a timely fashion.

## EXECUTIVE BOARD MEETING

- Thoroughly prepare for and participate in all PATA Executive Board and Board meetings.
- Suggest agenda items to the PATA Chair for inclusion in Executive Board deliberations to ensure that significant matters are addressed in a timely and transparent manner.

# PATA EXECUTIVE BOARD

## Roles and Responsibilities include:

- Carry on the activities of the Association consistent with the external and industry policy guidance of the PATA Board
- Approve the management strategic and budget plans, oversight governance, review and select CEO
- Review and amend membership categories from time to time, upon recommendation of the PATA Board
- Form **Expert Task Forces (ETF)** and oversight of their completion, terms of reference, and reporting
- Establish governance policies for clarification of duties in consultation with the CEO in alignment with the bylaws and with approval of the PATA Board.
- Approve activities and offices, other than the headquarters office, based on recommendation of management, in any of the cities of any countries as may be deemed advantageous to the Association
- Report the actions to the PATA Board and at the Annual General Meeting (AGM) of the Association.

## Obligation

The PATA Executive Board meeting is held at least four (4) times per calendar year, generally in January, April in conjunction with AGM, July, and September, and at such other times as called to meet by the Chair or another PATA Executive Board members' request.

All elected members must sign an acknowledgement of meetings roles and responsibilities expected of an Executive Board member, as determined by the Executive Board.



# PATA CHAIR

PATA Chair's responsibility is to preside at PATA Board meeting, PATA Executive Board meeting, and PATA Annual General Meeting. The Chair is a member of Audit & Finance Committee.

The Chair shall have a tie-breaking voting power in the event of a deadlock (tie) vote on any matter by PATA Board or the PATA Executive Board.



Roles and Responsibilities of the PATA Chair include:

- Provide leadership of the Executive Board and review and monitor the strategy and directions of the Association and the achievement of its objectives.
- Communicate with the Board and have the Board provided with sufficient knowledge to permit it to make major decisions in a considered manner based on full information.
- In consultation with the CEO, the Chair shall set the agenda for each Executive Board meeting.
- Provide input in respect of the appointment, removal, evaluation, compensation and succession, as applicable, of the CEO
- Communicate with the CEO, on behalf of the Board regarding questions, concerns or comments of the Board.
- Provide necessary cooperation and access to information to Supervisory Board – Finance & Elections.
- Attend invited events on behalf of PATA.

**Travel Expenses**, PATA Chair will get covered for travel expenses when representing PATA in other invited events.

# PATA VICE CHAIR

PATA Vice Chair shall assist the Chair in performing duties and responsibilities and to serve in the absence of the Chair. The Vice Chair is a member of Audit and Finance Committee.

# PATA SECRETARY / TREASURER

PATA Secretary/Treasurer is responsible for overseeing the administration of the Association's financial affairs, and the corporate records, minutes and proceedings of the Association.

The Secretary/Treasurer is the Chair of Audit and Finance Committee.

# COMMITTEES

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# COMMITTEES

Committees serve to carry out specified functions. They meet according to their task, and as specified in their terms of reference. The Committee will report to the PATA Board at the annual meetings.

## Standing Committee

- Audit and Finance Committee
- Honours Committee
- Supervisory Board – Finance & Elections (SBF&E)

## Expert Task Force (ETF)

## Outreach Committee

- PATA Foundation Board of Trustees



# AUDIT & FINANCE COMMITTEE

**Structure :** As defined in the Bylaws, the Committee shall be chaired by the Secretary/Treasurer and comprising:

- Secretary/Treasurer – Chairman
- Two members shall be PATA Chair and Vice Chair
- CEO (Ex-Officio)
- CFO (Ex-Officio)

**Meeting :** Audit & Finance Committee meetings are usually held prior the Executive Board Meeting.

**Term of office** is in accordance with each officer's term on Executive Board, which is two (2) years.

**Reporting Relationships**  
The Committee will report to the PATA Executive Board and provide input to the management for PATA's annual plan and work programmes.

**Functions** as approved by the Board is to:

- Examine Financial Statements presented by the CEO/CFO for approval and where necessary, make recommendations, in summary, to the Executive Board for action, as appropriate.
- Assess staff, committee and other recommendations against availability of resources, prioritize them for implementation and recommend action to the Executive Board for further PATA Board approval, where appropriate.

# HONOURS COMMITTEE

**Structure** : The Honours Committee elected by PATA Board, consists of up to eight (8) members and no less than three (3) members of which up to half should be **Life members** and at least half must be Board members.

**Meeting** : The Committee are held in conjunction with meetings of the PATA Board twice a year, usually in April/May and September/October.

Recommendations are to be finalised and presented to the Executive Board and PATA Board, prior to the PATA Annual General Meeting.

**Term of office** is two (2) years.

## Reporting Relationships

The Committee will report to the Executive Board and PATA Board and provide input to the management for PATA's annual plan and work programmes through the Executive Board.

**Functions** as approved by the Board is to:

- Submit to PATA Board recommendations for PATA Life Membership, Awards of Merit, Chapter Awards and Gallery of Legends.
- Review, as appropriate, current guidelines governing these awards and submit recommendations to the Executive Board, if adjustments are warranted.
- Meet and act in confidence, to assure there is the widest possible field of qualified candidates, nominees are solicited from PATA members in addition to the Committee's own nominations.



# LIFE MEMBERSHIP AWARD

- Nominee must be or has been a member in good standing of PATA;
- Nominee has been an active member of PATA for at least 10 years;
- Nominee has been active at various levels of PATA, such as Chapter, Divisional and/or Board levels;
- Nominee has exercised leadership by serving as chairperson of principal committees, e.g. advisory councils, divisional steering committees, task forces, PATA workshops and conferences, etc.
- Nominee has, in most instances, served as a major officer of PATA, such as Chairman or Secretary / Treasurer;
- Nominee has been cited for the quality of his / her contribution in tourism, professionally and within the individual's community, in terms of time and commitment towards PATA ideals and goals;
- Each nomination must carry two endorsements;
- As a general rule, except for unusual situations, only one award is given in this category each year.

# AWARD OF MERIT



- Nominee must be or has been a member in good standing of PATA;
- Nominee has demonstrated long service to the Association;
- Nominee has made contributions to PATA at the local level, especially at the Chapter level;
- Nominee has demonstrated leadership by serving in roles such as: Chairman of the Industry Council, Government Category or Carrier Category; member of the Board of Directors; member of a divisional steering committee or advisory council;
- Letters of endorsement from the individual's own PATA Chapter and others;
- Each nomination must carry two endorsements;
- Merit awards, as a rule, are considered each year across major membership categories -- government, carrier and industry.

# GALLERY OF LEGENDS

- Self-nominations are not accepted. While names for the PATA Gallery of Legends may come from multiple sources, it is the responsibility of the Honours Committee to vet such names in determining their eligibility. Candidates must be endorsed by five or more Life Members, representing different PATA destinations, in order to secure a recommendation to the Board. There is no requirement for the Honours Committee to consider or recommend a candidate in any given year.
- Documentation must be thorough, including the rationale for why a nominee should be on the PATA Gallery of Legends. Documentation must include a succinct citation for how the nominee can be considered a “legend”, an accomplished individual for future study.
- Except in rare cases, nominees should not be living individuals. It is preferred that an interval of time has passed before the name can be considered.
- There is no "one size fits all" set of qualifications, as each individual is special in a distinguishable way. In short, the person's life and accomplishments speak for themselves and their contributions to Asia Pacific travel and tourism can be easily understood. Many individuals will have already received prior grand awards and honours, such as James Michener, who was awarded a Nobel Prize in literature. Candidates are not required to have been members of PATA.

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# GALLERY OF LEGENDS

- Within a specialisation, there is typically just one recognised name; however, there may be some overlap. The following categories are among the PATA Gallery of Legends honourees:
  - Founder/operator of a national transportation carrier
  - Entrepreneur/operator of a hospitality chain
  - Entrepreneur/operator of a travel chain
  - Founder/operator of an entertainment or recreation organisation in tourism
  - Policy-maker in sustainable tourism or wildlife protection
  - Promoter of tourism in Asia Pacific through notable literary publications
  - Innovator/promoter of tangible cultural integrity in tourism development
  - Innovator/promoter of human resource development in Asia Pacific tourism
  - NTO leader for an Asia Pacific destination (i.e. "Father of Tourism")
  - Innovator through transportation design or engineering
  - Contributor towards the "ideals" of tourism through philanthropy
  - Other categories may be added as the industry evolves.

# SUPERVISORY BOARD – FINANCE & ELECTIONS

**Structure :** The Supervisory Board – Finance & Elections elected by the association’s members at each AGM, consists of five (5) members of which two (2) members must be member of PATA Board other than the Chair, Vice Chair, and Secretary/Treasurer. Non-Board members must have served on the PATA Board previously and may be Life Members,

The Supervisory Board – Finance & Elections shall appoint one of its members as the lead member.

**Meeting :** Meetings of the Supervisory Board - Finance are held in conjunction with meetings of the PATA Board twice a year, usually in April/May and September/October.

**Term of office** is two (2) years.

### Reporting Relationships

The Committee will provide the recommendations on the financial performance and present to the members at the PATA Annual General Meeting. The Committee will also report the results of the elections to the PATA Board.

PATA Chair, CEO, Secretary/Treasurer, and CFO shall provide all necessary cooperation and access to information.



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# SUPERVISORY BOARD – FINANCE & ELECTIONS

Functions as approved by the Board is to:

- Act as an “Internal Auditor” for PATA Board.
- Review and acknowledge any PATA agreements / contracts of which is worth over USD 25,000 a year, or any PATA contracts (regardless of value) done with any PATA Executive Board / Board members or officers and any of their family members.
- Prepare an annual report of PATA contracts for delivery to the members at PATA Annual General Meeting. The report may include any recommendations to the PATA Board or the Executive Board to improve PATA’s financial governance.
- Review and report, upon request, to the PATA Board or Executive Board on any other PATA-related transaction, project or process regardless of stated monetary value, which may impact PATA finances.
- The Supervisory Board - Finance does not have any right to interrupt, terminate or approve the contracts.
- Ensure compliance of election rules and conditions of the Association and confirm voting as valid and complete.

# EXPERT TASK FORCE (ETF)

Expert Task Forces (ETFs) are small groups of PATA Member volunteers that wish to address certain situations within the tourism and travel sector. The outcomes of such ETFs could be a report, a list of recommendations to PATA Secretariat or real tangible solutions in the marketplace for adoption by the public or private sectors

Term of ETFs will complete their tasks in a maximum of one-year duration at which point the ETF will dissolve unless otherwise determined by the Executive Board.

**Reporting Relationships**  
Through the Chair, the Task Force will report to the Executive Board and provide input to the management for PATA's annual plan and work programmes through the Executive Board.

## Objectives

- To provide opportunity for all membership to participate in matters of interest to the Association and to the sector
- To draw deeply into the talents of membership to increase networking opportunities for members and profile membership expertise
- To increase efficiency of the Association, value of input from members, and Association outputs

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# EXPERT TASK FORCE (ETF)

## STRUCTURE :

- Expert Task Forces (ETFs) shall be formed by the Executive Board (EB) to engage membership in strategic, governance, and core business activities of the Association.
- ETFs are short term, dynamic, task-based groups with clear mandates and a terms-of-reference determined by the EB at the advice of the PATA Board and/or the CEO.
- ETFs will consist of no more than 6 members who shall have the necessary experience and expertise to provide valuable input to the mandate of the ETF. Where needed, individuals outside of PATA membership with specific knowledge and expertise will be invited to serve on the ETF by the EB.
- Each ETF will have an assigned EB member for coordination and communication purposes with the EB and PATA Board.
- There shall be no more than 10 ETFs at any one time, unless determined by the EB and/or at the recommendation of the PATA Board and/or CEO.



# **ANNUAL GENERAL MEETING (AGM)**

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# ANNUAL GENERAL MEETING (AGM)

An annual general meeting (AGM) of the members of the Association, also known as the General Assembly (GA), will be held for purposes of transacting general business of the Association, including receiving reports of the PATA Board and PATA Executive Board including the Association's financial report. Notice of the time and place of the annual meeting and a preliminary agenda shall be mailed to each member by the CEO at least 45 days prior to said meeting.

## Who may attend a PATA Annual general meeting

As defined in the Bylaws Art. VIII (3), all representatives of members may individually attend the Annual Meeting of the Association (AGM), but only one representative of each voting member shall be authorised to vote.

Non members and members of the media (who are not PATA Members), and special invitees' participation to the AGM is subject to prior approval from the CEO.

Answers to most frequently asked questions are:

- Any number of the elected officers, executives and full-time employees of a PATA member organisation in good standing may attend. When more than one representative of a PATA voting member organisation attends, only one designated individual may vote.
- In the case of an Association such as a hotel or restaurant Association, only the elected officers and the full-time management staff may attend. Thus, merely being a member of a tourist Association which is a member of PATA, for example, does not qualify a person to attend the PATA Annual Meeting.

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# ANNUAL GENERAL MEETING (AGM)

## Members Who May Vote During Annual Meeting (Ref. Art. VIII)

- The designated representative of each Government/Destination Level 1 member in good standing is entitled to cast two votes.
- All other members in good standing (Industry, Aviation, Corporate, Hospitality, Education members, and Partner) are entitled to cast one vote.

## Annual Meeting Sessions

All Annual Meeting sessions may be attended by all PATA members. Resolutions will be put forward to the voting members for the adoption of the proposals detailed in the Working Papers. They will include:

- Approval of the various actions taken by the Executive Board of Directors during the year ended with this Annual Meeting.
- Approval of the audit of the Association's financial statement for the fiscal year which ended the past December 31.

**Note:** Member in good standing" means that the member organisation has paid its current PATA membership dues and other monies owed to the Association.

# APPENDIX

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# PATA BYLAWS

2022 Edition

## Article I

### Meetings

1 An annual general meeting (AGM) of the members of the Association, also known as the General Assembly (GA), will be held for purposes of transacting general business of the Association, including receiving reports of the PATA Board and PATA Executive Board including the Association's financial report. Notice of the time and place of the annual meeting and a preliminary agenda shall be mailed to each member by the CEO at least 45 days prior to said meeting.

2 A special meeting (extraordinary general meeting or EGM) of the Association GA may be called in case of urgency by the CEO with approval of the Chair. Notice of such special meeting or EGM shall be communicated 45 days or more in advance when circumstances permit, or upon such shorter period not less than 10 days as may be determined by the Chair to be necessary under the circumstances, and shall specify the purpose for which the meeting is called. Special meetings also may be called upon the written request of a majority of the members entitled to vote at such a meeting. The reason for requesting such a meeting must be stated.

3 All members in good standing of the Association shall have General Assembly attendance and voting rights, in accordance with the Bylaws as set forth below. Voting of the GA shall be by secret ballot, without prejudice to the ability of the Chair to call for any vote by acclamation (voice vote or show of hands in the absence of tangible opposition).

4 One-third of the total weighted voting membership of the Association shall constitute a quorum for the GA.

# PATA BYLAWS

2022 Edition

## Article II

### **PATA Executive Board**

1 The governing body and corporate/legal board of directors of the Pacific Asia Travel Association shall be the PATA Executive Board (EB).

2 The function of the PATA Executive Board shall be to carry on the activities of the Association between annual meetings, consistent with the external and industry policy guidance of the PATA Board as set forth in Board Policy and these Bylaws. These include approval of management strategic and budget plans, governance oversight, executive officer review and selection as determined in Board policy and Bylaws, review and amendment of membership categories from time to time upon recommendation of the PATA Board, and formation of Expert Task Forces (ETF) and oversight of their completion, terms of reference, and reporting. The Executive Board may establish governance policies for clarification of duties in consultation with the CEO in alignment with the Bylaws, and with approval of the PATA Board.

3 The PATA Executive Board may approve activities and offices, other than the headquarters office, based on recommendation of management, in any of the cities of any countries as may be deemed advantageous to the Association.

4 Actions of the PATA Executive Board shall be regularly reported to the PATA Board and also be reported at the next annual meeting (AGM) of the Association GA.

5 The PATA Executive Board shall consist of between 9 and 11 members, plus the CEO who shall participate as a non-voting member. The 9 such voting members shall be elected from the PATA Board and must meet eligibility requirements (Article II:7) and include a minimum of 2 Destination Category Members, 2 Industry Members, and up to 5 Additional members at large. The 9 elected members shall include the Chair, Vice Chair, and Secretary/Treasurer elected from the PATA Executive Board. In addition, up to two (2) non-voting members may be appointed by the Executive Board at the recommendation of the Chair to add required skill when needed on the Executive Board. The current Face of the Future awardee may be invited to join as one of the non-voting members. The decision is at the discretion of the Chair and ratified by the Executive Board.

# PATA BYLAWS

## 2022 Edition

6 PATA Executive Board members shall be elected to serve a two-year term. Elections will be staggered so that at no time is there more than 50% annual change-over on the Board to facilitate stability and continuity of Association affairs. After two (2) full consecutive elected terms, either of which may be elected in the capacity solely of an Executive Board Member, or as Chair, Vice Chair, or Secretary/Treasurer, no Executive Board members shall be eligible to serve again on the PATA Executive Board until at least a one (1) year interval off the PATA Executive Board; however, the Vice Chair may serve without interruption as such, and then as the Chair in a third elected term, if so elected. An extraordinary extension of one (1) year term of certain Executive Board membership shall be allowed to prevent the turnover of more than 50 percent in a given year by the Chair presenting the recommendations to members at EGM or AGM for ratification.

7 To be eligible for election to the PATA Executive Board, members must: be an elected board member, have attended two PATA major events (inclusive of at least an Annual Summit and/or PTM, or equivalent as determined by the PATA Board), and all Board meetings in the past year, be present in-person at the time of election, and be nominated by a member at large and seconded by a current board member. The Chair must have served on the Executive Board for at least one equivalent year (previous AGM to date of election).

8 It shall require five (5) members to constitute a quorum of the PATA Executive Board. The affirmative vote or action of a majority of the voting members at a meeting at which a quorum is present, or unanimous action in writing by the voting members in lieu of a meeting, shall constitute action of the PATA Executive Board. Any decision to be made by the PATA Executive Board that materially affects the rights of any member or members requires an affirmative vote of not less than 5.

9 The PATA Executive Board shall be scheduled to meet at least four (4) times per calendar year, generally in January, April in conjunction with the AGM, July, and September, and at such other times as called to meet by the Chair or another PATA Executive Board member's request. Meetings may be held by electronic means (telephone, electronic, or video) at the discretion of the Chair and a quorum is reached if the requisite five (5) members are present and able to communicate in real time at the meeting. All elected members must sign an acknowledgement of meetings roles and responsibilities expected of an Executive Board member, as determined by the Executive Board.

# PATA BYLAWS

2022 Edition

## Article III

### PATA Board

1 In addition to and distinct from the governing PATA Executive Board, there shall be a PATA Board, which shall provide overall guidance accordingly to the Executive Board as to PATA's external and industry policy priorities; while the PATA Executive Board remains responsible for governing the corporate affairs and operations of the Association. The PATA Board does not have the power to approve, disapprove, or override actions of the PATA Executive Board.

2 The PATA Board shall be comprised of up to forty (40) elected voting members from membership of the Association, that meet eligibility requirements, as follows: At least eleven (11) shall be Destination category members elected by Destination Category members, up to three (3) Destination or Country Chapter representatives elected by Chapters who are PATA members under Article VII, up to one (1) student representative (currently enrolled as a student in a PATA member educational institution) elected by student chapters, up to one (1) PATA Young Tourism Professional elected by Young Tourism Professional members, up to 24 other members elected by membership at large in good standing. The composition of the PATA Board shall include the nine (9) voting members of the PATA Executive Board. All voting by members for Board membership may be conducted electronically.

3 PATA Board members shall be elected to serve a two-year term. Elections will be staggered so that at no time is there more than a 50% change-over on the Board. After four (4) years of service (two elected terms) no Board member shall be eligible to serve again on the PATA Board until at least a one (1) year interval off the PATA Board; however, the Vice Chair may serve without interruption as such, and then as the Chair in a third elected term, if so elected. An extraordinary extension of one (1) year term of certain Board membership shall be allowed to prevent the turnover of more than 50 percent in a given year by the Chair presenting the recommendations to members at AGM for ratification. In the event any of the above-mentioned members of the PATA Board resigns or withdraws from their position, the remaining members of that Board shall have the power to elect from the same category of membership a person to fill such vacancy. Persons so elected to serve out the term of a member who resigned are eligible for nomination for a full two-year term.



# PATA BYLAWS

## 2022 Edition

4 To be eligible for election to the PATA Board, members must be: a member in good standing, have participated in at least two PATA major events (inclusive of at least an Annual Summit and/or PTM or equivalent as determined by the PATA Board) or in at least one (1) Expert Task Force within the last five (5) years, and be nominated by a member at large and seconded by a PATA member of at least three (3) years in good standing. All elected members must sign an acknowledgement of meetings roles and responsibilities expected of a Board member.

5 PATA Life Members are entitled to attend meetings of the PATA Board on a non-voting basis as set forth in Article X.5 below.

6 Any member of the PATA Board may be removed at any time, with or without cause, by a majority vote of the members present and voting at a meeting of the Association GA duly convened as prescribed in the Bylaws.

7 The PATA Board shall meet at least two (2) times per calendar year, including once in conjunction with the AGM, and once in conjunction with the PATA Travel Mart, or at other times as proposed by the PATA Chair and approved by the Executive Board. With respect to all meetings of the PATA Board, a quorum shall consist of a majority of the total voting PATA Board members as represented by the PATA Board members present in person and through electronic meeting in real time. A definitive vote shall be effected by the vote of the majority of aforementioned persons who are present and voting, not including any who do not vote or who abstain from voting. Alternate representatives of elected members organizations from the same organization may be allowed to vote as alternate when approved by the Chair at least seven (7) days in advance of the meeting.

8 All meetings of the PATA Board shall be presided over by the Chair; or, in the absence of the Chair, by the Vice Chair. In the absence of the Chair and the Vice Chair, the members of the PATA Board shall elect their own presiding officer for the meeting.

# PATA BYLAWS

2022 Edition

## Article IV

### Officers

1 The PATA Board shall elect the Officers, other than the Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer, to take office at the end of the next Annual General Meeting. The term of the office of such elected officers shall extend from the end of the AGM at the beginning of their term to the end of the AGM at the end of their elected term.

Voting of the PATA Board for each officer position shall be by secret ballot, in a single round of voting for each office, and the candidate receiving the most votes (plurality) is deemed elected.

2 The Officers of the Association shall be as follows. Officers other than the CEO, COO and CFO shall be nominated from the serving members of the Executive Board, also including immediately past serving, non-officer members of the Executive Board.

**Chair:** A member in good standing who is an elected member of the PATA Executive Board at the time of nomination to Chair. The chair position is intended to reflect over the long term, consideration of the Association's membership categories and geographic regions. The Chair's responsibility is to preside at meetings of the PATA Board, meetings of the PATA Executive Board, and meetings of the Association GA other than the Annual Conference. The Chair may be provided with access to a reasonable annual expense budget to assist in performing the Chair's functions, subject to the prior annual budget authorization of the PATA Executive Board. The Chair shall have a tie-breaking voting power in the event of a deadlock (tie) vote on any matter by the PATA Board or the PATA Executive Board.

**CEO:** To be Chief Executive Officer (CEO) of the Association and a non-voting, ex-officio member of the PATA Board and the PATA Executive Board. The CEO is responsible for and has charge of the internal operations, affairs, day-to-day management and staff of the Association. The CEO reports to the PATA Executive Board as a whole, under the leadership of the Chair, and is subject to the policy and direction of the PATA Executive Board.

# PATA BYLAWS

## 2022 Edition

**Vice Chair:** To serve in the place of the Chair on occasions when the Chair is absent or unavailable to perform necessary official duties on such occasion.

**Secretary/Treasurer:** To be the officer responsible for overseeing the administration of the Association's financial affairs, and the corporate records, minutes and proceedings of the Association including the PATA Board and the PATA Executive Board (it being understood that the initial recordation of minutes and notes of meetings is an Association staff function and not an officer duty).

**Chief Operations Officer (COO):** To be the employed professional who shall have general authority, subordinate to the CEO, to exercise all the powers necessary for the Chief Operations Officer of the Association. The COO reports to the CEO and may be called with the CEO to address the PATA Executive Board to report on any operational matter.

**Chief Financial Officer (CFO):** To be the employed professional responsible for the financial affairs, controls and accounts of the Association. The CFO reports to the CEO and may be called with the CEO to address the PATA Executive Board to report on any financial matter.

## Article V

### Committees

1 The PATA Executive Board may constitute a working committee from among five (5) of its own members including the Chair, and the CEO as an ex-officio nonvoting member, to give necessary attention to matters of Association business and affairs in between meetings of the PATA Executive Board, with delegated powers always subject to the consent and approval of the PATA Executive Board.

2 There shall be a five (5) member Audit and Finance Committee to include the Secretary/Treasurer as Committee Chair; two members shall be the Chair and Vice Chair. The CEO and the CFO are ex-officio members. The Audit and Finance Committee shall report to the PATA Executive Board.

# PATA BYLAWS

## 2022 Edition

3 There shall be a Supervisory Board – Finance and Elections. At each AGM, the General Assembly of the Association's members shall elect five (5) members of which two (2) members must be of the PATA Board other than the Chair, Vice Chair, and Secretary/Treasurer to serve as the Supervisory Board – Finance and Elections for the ensuing year. Non-Board members must have served on the PATA Board previously and may be Life Members. The Supervisory Board – Finance and Elections shall prepare an annual report for delivery to the General Assembly of the Association's members at the next AGM, identifying each contract between PATA and any vendor, service provider or other third party with a contract or transaction value in excess of Twenty-Five Thousand dollars (\$25,000) per year, as well as any contract or transaction (regardless of value) between PATA and any member of the PATA Executive Board, the PATA Board or PATA officer, including contracts or transactions with any company, business or entity which is owned by, or employs, such person or any of their family members. The PATA Board, Executive Board, Chair or CEO may also request the Supervisory Board – Finance and Elections to review and report to the PATA Board or Executive Board on any other PATA-related transaction, project or process regardless of stated monetary value, which may impact PATA finances. The Supervisory Board – Finance and Elections shall also ensure compliance of election rules and conditions of the Association and confirm voting as valid and complete. The Supervisory Board – Finance and Elections shall appoint one of its members as the lead member, and PATA's Chair, CEO, Secretary/Treasurer, and Chief Financial Officer shall provide all necessary cooperation and access to information to such lead member, on behalf of the Supervisory Board – Finance and Elections. The Supervisory Board – Finance and Elections may include in its report any recommendations to the PATA Board or the PATA Executive Board to improve PATA's financial governance, including any recommendations for enforcement or amendment of PATA's Code of Ethics and Conduct as set forth in these Bylaws. To be eligible for participation on this committee, members must have participated in at least one PATA major event in the last year. Non-life members must have been a PATA member for at least the last four (4) consecutive years.

# PATA BYLAWS

## 2022 Edition

4 There shall be an Honours Committee elected by the PATA Board to determine appropriate honors and distinctions for past or present members of the Association (see Article X). The Honours Committee consists of up to eight (8) members and no less than (3) members of which up to half should be life members and at least half must be Board members. Honours Committee members serve a two (2) year term and to be eligible for election, must have participated in at least one major PATA event in the past year and non-life members must have been a PATA member for at least the last four consecutive years. The deliberations of the Honours Committee are strictly confidential.

5 Expert Task Forces (ETFs) shall be formed by the Executive Board to engage membership in strategic, governance, and core business activities of the Association. ETFs are short term, dynamic, task based groups with clear mandates and a terms-of-reference determined by the EB at the advice of the PATA Board and/or the CEO. ETFs will complete their tasks in a maximum of one year duration at which point the ETF will dissolve unless otherwise determined by the EB. ETFs will consist of no more than 6 members who shall have the necessary experience and expertise to provide valuable input to the mandate of the ETF. Where needed, individuals outside of PATA membership with specific knowledge and expertise will be invited to serve on the ETF by the EB. Each ETF will have an assigned EB member for coordination and communication purposes with the EB and PATA Board. There shall be no more than 10 ETFs operational at any one time, unless determined by the EB and/or at the recommendation of the PATA Board and/or CEO.

6 The PATA Board or PATA Executive Board may constitute one or more additional working and advisory committees from time to time, provided such committee reports only to the Board which formed it, and shall have no powers other than to make reports and recommendations to such Board.

# PATA BYLAWS

2022 Edition

## Article VI

### Chief Executive Officer (CEO)

1 The Association, through the PATA Executive Board, shall employ a Chief Executive Officer (CEO) whose term of office may be established for three or more years by contract, and whose initial salary shall be approved by the PATA Executive Board. Future salary adjustments shall be subject to approval by the PATA Executive Board.

2 The CEO is required to provide three months notice of resignation, and in that event there will be no payout, unless the EB decides that the CEO should be terminated immediately and therefore entitled to three months in lieu of the notice period. If the organisation does not intend to renew the CEO contract at the end of the term, then it must provide the CEO with three months notice before the term end, of this intention. If the organisation elects to terminate the CEO contract during the term, it will provide six months salary as compensation.

3 The CEO shall report to the PATA Executive Board as a whole, under the leadership of the Chair, and shall perform the duties incidental to the office including as set forth in Article IV.2 above. The CEO shall have charge of the general management and control of the business affairs of the Association and shall have the power to employ and discharge employees and agents of the Association, consistent with details of their contract. The CEO shall submit through the PATA Executive Board strategic and tactical plans of the Association consistent with terms of their contract, and related recommendations regarding current and future budget requirements and budget allocations for the approval of members at the annual meetings (AGM). The CEO shall have power to make and sign contracts and agreements in the name of and on behalf of the Association, provided that such contracts and agreements are within the allocation approved by the PATA Executive Board or the members. The PATA Executive Board may from time to time as it considers appropriate impose spending limit authorities on any officer or officers, above which limit authority to spend will be required from the PATA Executive Board. At each annual meeting (AGM) the CEO shall render a report on the Association's activities of the preceding year. The CEO shall be ex-officio a member without vote of the PATA Executive Board, the PATA Board and of all Committees.

# PATA BYLAWS

2022 Edition

4 The CEO, COO and CFO shall be bonded in a suitable amount to be determined by the PATA Executive Board. The premium for such a bond shall be paid by the Association.

## Article VII

### Categories of Membership

1 The PATA membership will be comprised of several categories including but not limited to: Government Destination Level I and Level II, Aviation Level I and Level II, Hospitality Corporate, Hospitality Affiliate, Hospitality Property, Industry Corporate, General, and Travel Trade/Operator, Young Tourism Professional, Partner Premier, Strategic, Preferred, and Alliance, Education and Other. Category eligibility details and classification shall be determined by the Association and may be amended from time to time at the discretion of the PATA Executive Board.

2 All categories of membership will be by a registered company, institution, or organization, not individual, except for Life and YTP members. Life Members will be eligible to stand for election for any role in the Association as category members but not in the capacity as a life member, except where specifically noted in the Bylaws. Membership category descriptions and criteria for membership may be reviewed and adjusted from time to time by the PATA Executive Board, and are kept on file at PATA Headquarters.

# PATA BYLAWS

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## Article VIII

### Voting

1 All dues paying members in good standing of the Association are entitled to vote. Government or Destination Level 1 members are entitled to two (2) votes per member at the AGM. All other members are entitled to one (1) vote per member at the AGM.

2 No vote of the Association's membership to amend these Bylaws shall effect the elimination of a membership category or the voting or other constitutional rights thereof set forth in these Bylaws, except upon majority approval or consent by vote of that membership category.

3 All representatives of members may individually attend the AGM but only one representative of each voting member shall be authorised to vote.

## Article IX

### Chapters

1 To assist in the fulfilment of the objectives of the Association, the PATA Executive Board is empowered to encourage the development and to authorise establishment of PATA Chapters.

2 Chapter Bylaws and amendments to these Bylaws shall become effective when approved by the CEO. A Chapter shall be deemed to exist as of the date the Bylaws are so approved.

3 At a meeting in conjunction with an annual or a special meeting of the Association, a Chapter may be discontinued by the PATA Executive Board, either upon the request of the voting members of such Chapter, at the request of the CEO, or for reasons that the PATA Executive Board may at its discretion consider due and proper, particularly that the Chapter has become inactive to the extent that the objectives of PATA are no longer effectively fulfilled, or for individual acts and/or activities deemed contrary to the best interest of PATA.

4 The model Bylaws for a PATA Chapter shall be approved by the PATA Executive Board.



# PATA BYLAWS

2022 Edition

## Article X

### Honours

1 Life Membership may be extended to individuals as recommended by the Honours Committee designated for this purpose by the PATA Board.

2 Appropriate meritorious awards may be extended either to individuals or to organisations having performed outstanding service to PATA, as recommended by the Honours Committee so designated.

3 From time to time as it considers necessary or at the request of the PATA Executive Board, the Honours Committee will issue clear guidelines setting out the awards currently available and the criteria and qualifications for extending each such award.

4 All details pertaining to the nomination for and the granting of the aforementioned honours shall be duly approved by the PATA Executive Board before any announcement, internal or external, is made.

5 Life Members shall be entitled to attend all Annual Conferences annual meetings or special meetings of the Association and all meetings of the PATA Board. Neither Life Membership nor meritorious award shall by itself carry the right to vote at meetings of the PATA Board or at annual or special meetings of the Association. However, an individual who has been so honoured shall have the right to vote as such right may flow from the individual's relationship with a voting member organisation of PATA.

6 The host official of PATA Annual Summit/Conference may be honoured by the bestowal of an Honorary Membership in recognition of their contribution to PATA. Honorary Members will be entitled to the same rights and privileges of regular members, but without the voting right. Honorary Members may attend all regular meetings and have access to PATA services on a user-pay basis similar to regular members. Term of membership shall be concurrent with the honoree's respective term of office in his or her organisation.

# PATA BYLAWS

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## Article XI

### Membership Eligibility Rules and Procedures

1 In accordance with the Charter and Bylaws, specific eligibility rules, procedures and annual contributions for the various categories of membership shall, upon recommendation by the PATA Executive Board, be adopted as corporate resolution by the members at annual or special meetings of the Association.

2 The PATA Executive Board shall have the power to assess such dues as they feel proper and fair of such new members who may desire to join during the course of the fiscal year.

3 Members of the Association of any classification may withdraw therefrom at any time by giving prior written notice to the Association within 30 days after expiry of the current membership. Membership shall likewise terminate upon failure to pay the annual membership dues or other monies owed to the Association three months after the date when written notice of payment having fallen due is given, unless the time for payment has been extended by the CEO or by vote of the PATA Executive Board. The termination of membership for any cause whatsoever shall operate as a release and termination of all participation in the Association, and any claims against or to any right, title and interest in the property and assets of the Association, but members shall continue to be liable to the Association for any dues and other indebtedness due up to termination of membership. When a member is terminated, such member is deemed specifically notified to cease forthwith the use of any PATA logo or implication of affiliation, in any written, printed or other form. Upon termination of membership for any cause whatsoever, the terminated organisation's owners or employees shall not be eligible for membership in a PATA Chapter during the period they continue in an ownership or employee capacity with the terminated organisation.

# PATA BYLAWS

2022 Edition

## Article XII

### Finance

1 The fiscal year of the Association shall be from January 1 through December 31.

2 All monetary transactions shall be operative on the signature of the CEO. The PATA Executive Board may designate additional signatories.

3 The records and books of the Association shall be kept at the Headquarters. The accounts of the Association shall be audited annually by external auditors and the auditor's report shall be submitted with a statement of the accounts at the annual meeting. The auditor shall be approved each year by the membership at the annual meeting.

## Article XIII

### Liability and Indemnification of Members and Officers

1 No member of the Association nor any member of the PATA Board, PATA Executive Board (corporate legal board of directors) or any committee, nor officer of PATA shall be personally liable for any debts, liabilities or obligations of the Association. Each Officer, member of the PATA Executive Board, the PATA Board, duly appointed member of any advisory committee or other duly constituted PATA Committee, or employee of the Association, shall be indemnified by the Association to the fullest extent allowed by law against, and the Association may in the discretion of the PATA Executive Board advance, reasonable expenses of legal defence incurred by such individual for the defence of any claim, action, suit or proceeding and subsequent settlement or judgment (if any) in which such individual is made a party by reason of the aforementioned participation, except in relation to matters as to which such individual shall be adjudged in such action, suit or proceeding to be held liable for recklessness, breach of duty to the Association, or intentional misconduct in the matter giving rise to the claim. PATA shall also have the power to procure and maintain policies of insurance for acts and omissions of its directors, officers and agents acting on its behalf, including coverage broader than the provision of indemnification by PATA itself under these Bylaws.

# PATA BYLAWS

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## Article XIV

### Amendment of Bylaws

The Bylaws of the Association may be altered or repealed by a majority vote of the members of the Association present and voting at a meeting of the Association duly convened as prescribed in the Bylaws, notice of which shall have stated that the purpose of the meeting is to consider the alteration, amendment or repeal of the Bylaws.

## Article XV

### Code of Ethics and Conduct

1 PATA is committed to encouraging and assisting in the development of the tourism and travel industry throughout Pacific Asia and as such all members must conduct themselves and their business activities in a manner that promotes the ideal of integrity in travel and tourism and agree to act in accordance with the following principles of the PATA Code of Ethics and Conduct, which shall be reviewed, and if appropriate amended and updated, by the PATA Executive Board at least once every two (2) years.

2 Member Code of Ethics and Conduct. In promoting the aims of PATA, members will:

- (a) Promote and encourage the highest level of ethics within the tourism and travel industry while maintaining the highest standards of professional conduct.
- (b) Promote the aims of PATA.
- (c) Strive for excellence in all aspects of the tourism and travel industry by performing consistently at or above acceptable industry standards.
- (d) Protect the public against fraud and unfair practices, and promote all practices which bring credit and respect to the industry.
- (e) Provide truthful and accurate information.
- (f) Strive to cooperate with all members in order to provide the highest quality service.
- (g) Avoid real or perceived conflicts of interest whenever possible.
- (h) Will not engage in any unlawful activity in any country.

# PATA BYLAWS

## 2022 Edition

3 PATA's members will not engage in conduct that is likely to bring the Association or any of its affiliates into disrepute, including any activity found to involve fraud, deception, misrepresentation, misapplication of property, or breach of trust or other fiduciary obligation. Each PATA member shall adhere to the principles of the Code of Ethics and Conduct. Failure to do so may result in disciplinary action, including the possibility of suspension or termination of membership as deemed appropriate by a Committee comprised of the Chair, Vice Chair, Secretary, Treasurer, CEO, COO or COS and CFO. Any recommended action by such Committee will be forwarded to the PATA Executive Board, whose action on the matter shall be final.

4 It is understood that a member of the PATA Board is acting as a member representative on industry policy matters; while a member of the PATA Executive Board is acting as a fiduciary to PATA, being a Director on the governing board of directors of PATA as a non-profit corporation. Members of the PATA Executive Board shall each have the higher duties to PATA, in their service on such Board, of Due Care, Loyalty and Good Faith as prescribed by law. Each such PATA Executive Board member shall abide by the PATA Director Code of Conduct setting forth these responsibilities in further detail as adopted by the PATA Executive Board, which Code shall be reviewed, and if appropriate amended and updated, by the PATA Executive Board at least once every two (2) years.

## Article XVI

### Electronic Communications

1 Notice to Association members, and to members of the PATA Board and of the PATA Executive Board, may be given by electronic mail (email) to such email address as has been provided to PATA by each such member or person, and shall be effective upon transmission by PATA just as if sent by postal mail. Notices from any member to the Association must be in writing and are effective upon actual receipt by PATA at its designated official point of contact whether at its main offices or by electronic mail.

# PATA BYLAWS

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2 It is the policy and preference of the Association for meetings of the PATA Board and the PATA Executive Board to take place in person whenever feasible, for the most effective, collegial and productive communications. In the event the Chair determines that a meeting is needed when a quorum is not available in person, or when insufficient time is available to schedule and convene a meeting in person, the Chair may convene an electronic meeting of either Board by telephonic conference call or online electronic conference, so long as (a) advance notice of the meeting is provided to all members of that Board, (b) a quorum is present and all participants can concurrently hear or communicate with each other during the meeting in real time, and (c) the form of the meeting is not contrary to the Association's applicable state non-profit corporation law (Corporations Code § 5211(a)(6)). The amount of meetings that a member must be present in person for will be articulated prior to nomination for election.

# POLICY : SOLICITATION AND ACCEPTANCE OF GIFTS

## Purposes

- To establish and maintain a consistent and uniform policy regarding the solicitation and receipt of gifts.
- To maintain standards of Best Practice for the benefit of all PATA employees, Board members, Executive Board members, officers, members, third-party suppliers and other stakeholders.

## Scope

This policy shall apply to the PATA Executive Board, officers and employees, fixed contract employees and consultants retained by the Association, and anyone else when acting in a representative capacity for PATA.

## Definition

For the purposes of this policy, PATA has adopted the following definitions.

Gift – Money or any item of value presented by persons or organisations with which PATA either conducts business or is considering doing business (e.g. vendors, suppliers, members, associations and sponsors)

Solicitation – act of requesting or inviting a gift in cash or in kind

## Guidelines

### General rules applying to the solicitation of gifts

All PATA employees and representatives are prohibited from soliciting gifts in connection with PATA and its business, events, contracts and operations. As a general rule the ban on solicitation of gifts (as defined above) shall apply to PATA employees, fixed-contract employees, retained consultants, advisors, Executive Board members, Board members and Committee members during the course of their respective official duties on behalf of the Pacific Asia Travel Association. Non-staff PATA representatives are reminded to be individually responsible for any similar policies which may apply to them from their own employers or organisations.

Continue...

# POLICY : SOLICITATION AND ACCEPTANCE OF GIFTS

The ban covers:

- a. Honoraria, regardless of amount, given in circumstances where the Association's officer, employee or representative is speaking or participating at a function or event by reason of his/her office or position
- b. Directly or indirectly requesting or inviting any gift in connection with any contract or transaction between the Association and any other party
- c. Gifts or payments that would be deemed illegal
- d. Gifts or payments designed to influence a member of the Board, Executive Board, Committee, PATA management team, employee, contractor or consultant
- e. Gifts that could create a conflict of interest

## **Ban on acceptance of gifts:**

All PATA employees and representatives are prohibited from accepting any gift of cash money and any other gift even if unsolicited, which is given to influence official action by PATA such as contracting, spending, site selection or other PATA action.

Exceptions to the ban on acceptance of gifts: No gifts may be accepted to influence official PATA action. The following are recognised as not indicative of improper influence and thus potentially acceptable.

- a. Certificates, plaques, cards, mementoes and souvenirs (such as books, publications and reference documents) presented as tokens of thanks by members, conference organisers and other local and international travel/tourism bodies for contributions made
- b. Scholarships or fellowship grants awarded on the basis of merit, travel grants or expenses for travel provided that the benefits received are consistent with the aims and interests of the Association and sanctioned by the CEO or his/her nominated representative

Continue....



# POLICY : SOLICITATION AND ACCEPTANCE OF GIFTS

c. Winner of lucky prize draws awarded by random selection

d. In cases where it is considered culturally or professionally inappropriate to decline or to return a gift of primarily nonmonetary value (meant for recognition, courtesy and appreciation) and not to influence official PATA action.

\*\* All gifts with a notional value in excess of US\$75 shall be declared to the PATA CFO at the earliest opportunity, recorded in the PATA gift registry (Pool) and handed to the Legal & Administration Manager/Officer.

## Transparency

This policy and guidelines shall be shared with PATA members, vendors and other stakeholders via the Association's website and other communications channels.

## Penalty for Violations

This policy shall serve as a supplement to existing policies, rules and regulations of PATA as contained within the Business Ethics section of the Employee Manual. Violations of law are in all events prohibited.

# PRIVACY POLICY

## What we need

The Pacific Asia Travel Association (PATA) will be what is known as the 'Controller' of the personal data you provide to us. PATA's company registration number is 94-1244384 and its registered address is: 201 California Street, 17th Floor, San Francisco, CA 94111. This privacy notice applies to all "PATA Web-Properties," i.e., [www.pata.org](http://www.pata.org) and all of its associated subdomains.

Unless otherwise agreed with you, we will only collect basic personal data about you, which does not usually include any special categories of personal information about you (often known as 'sensitive personal data'). This information does, however, include the likes of your name, email address, business type, business name, work address, job title and any interests you have indicated you have.

## Why we need it

We need to know basic personal data in order to keep you up-to-date with our services, as requested by you on submission of your data via the website [www.pata.org](http://www.pata.org) or any of its subdomains ('PATA Web-properties'). You can choose to unsubscribe from these communications at any time, either via the unsubscribe option on any communication sent from us, or via email to [communications@pata.org](mailto:communications@pata.org). You should note that should you do so, we will be unable to provide the service requested.

## What we do with it

All the personal data we hold about you will be processed by our staff located in Thailand. Without your permission we will never send your data to any third parties except those who directly assist us to provide the services stated above.

These firms are:

- Mailchimp of The Rocket Science Group, LLC, 675 Ponce de Leon Ave NE, Suite 5000, Atlanta, GA 30308 USA;
- Microsoft Corporation of One Microsoft Way, Redmond, WA, 98052 USA;
- Eventbrite Inc of 155 5th St, 7th Floor, San Francisco, CA 94103 USA
- Google LLC of 1600 Amphitheatre Parkway, Mountain View, CA, 94043 USA
- Zoom Video Communications, Inc. of 55 Almaden Boulevard, Suite 400, 500, 600, San Jose, CA 95113 USA

Continue....

# PRIVACY POLICY

Mailchimp, Microsoft, Eventbrite, Google, and Zoom have each provided the following safeguards to ensure the safety of your personal data, and it shall be processed to at least the same standards as set out by the General Data Protection Regulations: Mailchimp, Microsoft, Eventbrite, and Google each participates in The Privacy Shield framework, which is accepted by the European Commission as evidence that an adequate level of protection exists for the personal data in the country, territory, or organisation where it is being transferred, in this case, the United States.

You can obtain a copy of the safeguards and any other of Mailchimp's data protection documentation by visiting <https://mailchimp.com>, or applying via post to Mailchimp, The Rocket Science Group, LLC, 675 Ponce de Leon Ave NE, Suite 5000, Atlanta, GA 30308 USA.

You can obtain a copy of the safeguards and any other of Microsoft Corporation's data protection documentation by visiting <https://www.microsoft.com/>, or applying via post to Brendon Lynch, Microsoft Corporation, One Microsoft Way, Redmond, Washington 98052, USA.

You can obtain a copy of the safeguards and any other of Eventbrite Inc's data protection documentation by visiting <https://www.eventbrite.com>, or applying via post to Eventbrite, Inc., Attn: Legal Department, 155 5th St., 7th Floor, San Francisco, CA 94103 USA.

You can obtain a copy of the safeguards and any other of Google LLC's data protection documentation by visiting <https://privacy.google.com> or applying via post to Google LLC, Attn: Legal Department, 1600 Amphitheatre Parkway, Mountain View, CA, 94043 USA.

You can obtain a copy of the safeguards and any other of Zoom Video Communications, Inc's data protection documentation by visiting <https://zoom.us/>, or applying via post to Zoom Video Communications, Inc., ATTN: Data Privacy Officer, 55 Almaden Blvd, Suite 600, San Jose, CA 95113 USA.

Continue....

# PRIVACY POLICY

We take all reasonable steps to ensure that your personal data is processed securely.

We would like to send you information about our own products and services, by telephone or email. Please note that if you have consented to being sent our marketing information via email then your data will be shared with the third parties listed above, and you will receive communications via the third-party organization Mailchimp (<https://mailchimp.com>).

## How long we keep it

We will generally keep your personal data for an indefinite period of time, in order to enable us to provide you with the services requested (ongoing newsletter and information communications via email for our events and membership). Your information will be kept with us until you notify us that you no longer wish to receive this information. You have the right to withdraw consent at any time.

## Sensitive Personal Data

In addition to the basic data described above, it may also benefit you to notify us of any health condition or disability you have, so that we are aware of these conditions and how they affect you. This will allow us to take any reasonable steps to accommodate specific needs or requirements you have when providing our services to you. This type of information is known under the law as 'special category information' (you may also know this as 'sensitive personal data') and we require your explicit consent to process this information.

This kind of information will be collected from you only if you proactively offer it to PATA and authorize PATA to process it for the purpose of assisting you. This information will not be shared with any third parties and will only be kept as long as it is required for this purpose, or until such time as you notify us you no longer consent to its processing.

Continue....

# PRIVACY POLICY

## Cookies

We use automatically collected information and other information collected on our site through cookies and similar technologies to: (i) personalize our Service, such as remembering a User's or Visitor's information so that the User or Visitor will not have to re-enter it during a visit or on subsequent visits; (ii) provide customized advertisements, content, and information; (iii) monitor and analyze the effectiveness of Service and third-party marketing activities; (iv) monitor aggregate site usage metrics such as total number of visitors and pages viewed; and (v) track various entries, submissions, and other site actions. You can obtain more information about cookies by visiting <http://www.allaboutcookies.org>, and you can learn more about how PATA uses cookies in our cookie policy here: [www.pata.org/cookie-policy](http://www.pata.org/cookie-policy).

## Analytics

We use Google Analytics to measure and evaluate access to and traffic on our web properties, and create user navigation reports for our Site administrators. Google operates independently from us and has its own privacy policy, which we strongly suggest you review. Google may use the information collected through Google Analytics to evaluate Users' and Visitors' activity on our Site. For more information, see Google Analytics Privacy and Data Sharing.

We take measures to protect the technical information collected by our use of Google Analytics. The data collected will only be used on a need to know basis to resolve technical issues, administer the Site and identify visitor preferences; but in this case, the data will be in non-identifiable form. We do not use any of this information to identify Visitors or Users.

## What are your rights?

Under data protection legislation, you have several rights regarding the use of your personal data, as follows:

If at any point you wish to either confirm whether your personal data is being processed and/or access the data we hold on you, you can request to see this information free of charge, and we will respond to this request within a month.

Continue....

# PRIVACY POLICY

You also have the right for certain data you have provided to PATA to be provided to you in a structured and commonly used electronic format (for example, a Microsoft Excel file), so that you can move, copy or transfer this data easily to another data controller. You may also request that we transmit this data directly to another organisation where it is practical for us to do so.

You are entitled to have data deleted if it is no longer needed or there is no longer a legitimate reason for the processing, or if the data in question has otherwise unlawfully been processed. You may also request deletion of your personal data if it was only being processed as a result of you consenting to this and you now withdraw your consent.

You have the right to object to the processing of your personal data (note that this only provides you with the right to raise your objections, not a blanket right to have any and all processing cease).

You have the right to restrict the processing of your personal data under certain circumstances, including if you have consented to its accuracy and while this is being verified by PATA, or if you have objected to its processing and while PATA is considering whether it has legitimate grounds to continue to do so.

## How to complain about the use of your data

If you wish to raise a complaint about how we have handled your personal data, including in relation to any of the rights outlined above, you can contact the PATA's Communications Department at [communications@pata.org](mailto:communications@pata.org), and they will investigate your concerns.

If you are not satisfied with our response, or believe we are processing your data unfairly or unlawfully, you can complain to the relevant data compliance oversight body in your country or visit the European Data Protection Supervisor at <https://edps.europa.eu/> to learn more.



“ We thank you for  
your ongoing  
support to our  
association

”

## Contact

Corporate Affairs

Kay Kornchalee Tantimongkonsakul

Email : [board@pata.org](mailto:board@pata.org)

