



By-Laws

of the International Hotel & Restaurant International

With effect from 21 November 2004

**- IH&RA -
48 Boulevard de Sébastopol
75003 Paris – France**

1. Voting at General Assembly

1.1 The number of votes will depend on the category to which voting members are assigned:

<u>Associations</u>	<u>Hotel and/or Restaurant Chains</u>
category 1 : 2 votes	category 1 : 1 vote
category 2 : 3 votes	category 2 : 2 votes
category 3 : 4 votes	category 3 : 3 votes
category 4 : 5 votes	category 4 : 4 votes
	category 5 : 5 votes

- 1.2** Voting on the election of persons shall be either by show of hands or by ballot. Voting on other matters may be by show of hands unless decided otherwise by those having at least 25% of the votes held by those present.
- 1.3** The voting procedure under paragraph 1.2 of this article will be supervised by the CEO and two members of the General Assembly designated by the latter.
- 1.4** Members who have not paid their IH&RA membership fees a month before the time of voting will be ineligible to vote.
- 1.5** A candidate for office, who is also a member of the IH&RA and liable to pay a subscription, may not stand for election or hold office thereafter while his subscription remains unpaid.
- 1.6** Any erasure or writing (other than the placing of a mark against the candidate's name) will invalidate the ballot-paper. The decision of the CEO and two members of the General Assembly supervising the election, as provided under paragraph 1.3, shall, in the case of doubt as to validity, be final.
- 1.7** Any candidate for election to a position on the Board of Directors must, in order to be elected, obtain more votes than any other candidate for that position but need not have an overall majority.
- 1.8** If a candidate is a candidate for more than one position on the Board of Directors the Nominating Committee or the Board of Directors shall decide for which position the election shall be held first.
- 1.9 Voting by correspondence:** In case of a written consultation, the CEO will send to each voting member of the IH&RA a registered letter to his/her last known address with the text of the proposed resolutions and all documents necessary for the member's understanding of the issues. The members thereupon will have:

- a. 30 days in the case where a simple majority is required or,*
- b. 60 days in the case where a two-thirds majority is required*

from the receipt of the registered letter to vote by correspondence, said vote being cast, for each resolution, by "yes" or "no".

Votes shall be sent to the CEO by registered letter. Any member who does not reply in the relevant aforementioned period will be considered as abstaining.

2. Nominating Committee

- 2.1** If the Board of Directors agrees, a Nominating Committee consisting of 4 members may be elected for 2 years. The Nominating Committee or the Board of Directors shall publish a list of candidates whom they consider suitable for election to the Board of Directors.
- 2.2** The name of a candidate seeking election to the Board of Directors should normally be submitted in writing to the Nominating Committee or the Board of Directors, not later than 2 months before the date of the election and may relate to more than one position on the Board of Directors.
- 2.3** The Nominating Committee or the Board of Directors shall write to the voting membership 3 months before the date of the election requesting nominations and giving relevant details regarding the knowledge and experience required of members of the Board of Directors and the time and expense which they are expected to dedicate during their term of office. The deadline for receiving candidacies is 45 days after the Nominating Committee has published a vacancy or vacancies.
- 2.4** The names of candidates recommended by the Nominating Committee or the Board of Directors will be made public not less than 1 month prior to the date of the election thus giving the nominating committee 15 days to determine the suitability of the candidates.
- 2.5** Prior to approving the nomination of a candidate the Nominating Committee or the Board of Directors shall seek the views of the Chairman of the relevant membership advisory groups (the National Association Chief Executives Group (NACE) or Chains Council).
- 2.6** When the Nominating Committee or the Board of Directors announces its list of approved nominations, no reference shall be made by the Nominating Committee or the Board of Directors to any candidate not recommended.
- 2.7** If any other candidate who is not recommended by the nominating committee wishes to be considered for selection he/she is free to put his/her name forward under the current statutes not later than 1 month before the date of the election.

3. Working Groups and/or Networks

3.1 The IH&RA may set up working groups and/or networks to address specific issues such as:

Legal Affairs
Human Resources
Technology
Travel Agencies and Commercial Relations
Economic Affairs
Environment
Ad hoc

3.2 The President and the Executive Committee members are considered as ex officio members of all working groups and/or networks. Each working group shall have a Chairman appointed by the President for a one-year term that can be renewed.

3.3 Each group and/or network shall submit their policy and programmes to the Board of Directors for approval each year. Each working group and/or network shall have at least 3 members in addition to the Chairman.

3.4 Non-attendance at 3 consecutive meetings automatically forfeits membership of a working group and/or network.

4. Financial Year

The financial year is from 1st January to 31st December.

5. Fee Structure

5.1 The fees for the immediately following year will be fixed by the General Assembly upon the proposal of the Board of Directors.

5.2 If any fees have not been paid in any year in respect of which they are due, the Treasurer will take appropriate measures to ensure payment, and if payment is not received thereafter membership shall be terminated in accordance with the statutes.

6. Re-imbursement of Expenses

Re-imbursement of travel expenses may be made to the President on the decision of the Board of Directors. Any member of the Board of Directors may also represent the President when requested by the President to do so. Consequently, re-imbursement of travel expenses may be made upon receipt of his/her formal request for reimbursement.

7. Cheques

The President, the Treasurer, the CEO and two other selected members of the Secretariat approved by the CEO and Treasurer shall be authorized to sign cheques and monetary transactions of any nature.

Before issuing any cheque over 5 000 US\$, the IH&RA CEO is requested to obtain preliminary approval by fax from the Treasurer and in his absence from the President. This procedure does not apply to the fixed costs listed in the annual budget approved by the General Assembly.

8. Congress

Invitations to host an IH&RA congress along with solid financial bids should be received from the associations at least 3 years in advance.

9 Amendment of statutes

Proposed amendments to the statutes must be submitted to IH&RA headquarters at least 3 months before they are communicated to the General Assembly members, to enable legal advice and the Board of Directors' opinion to be obtained.

The General Assembly may decide to defer consideration of any proposed amendment if in their view insufficient notice has been received by IH&RA headquarters.

