

**CONSTITUTION**  
**PERSATUAN KAJIAN PELANCONGAN ASEAN**  
**(ASEAN Tourism Research Association)**

**1. NAME**

- 1.1. The name of the Association shall be Persatuan Kajian Pelancongan ASEAN\*\* (ASEAN Tourism Research Association (ATRA). Hereafter referred to as the Association.

*\*\* In Malay language*

- 1.2. The geographic area covered by the Association shall comprise all ASEAN countries. It may be extended to ASEAN Dialogue Partners.

**2. REGISTERED ADDRESS**

- 2.1. The Association registered address shall be at the Centre of Research and Innovation in Tourism, Hospitality and Food Studies (CRiT), Taylor's University, No. 1 Jalan Taylor's, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia.

- 2.2. The Secretariat of the Association shall be located at the Centre of Research and Innovation in Tourism, Hospitality and Food Studies (CRiT), Taylor's University, No. 1 Jalan Taylor's, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia.

- 2.3. The registered and postal addresses shall not be changed without the prior approval of the Registrar of Societies, Malaysia.

**3. OBJECTIVES**

Bearing in mind the Vision and the Strategic Directions in the ASEAN Tourism Strategic Plan, the Association shall:

- 3.1. Support the ASEAN integration policies through tourism research and innovation.
- 3.2. Enhance collaboration on tourism for the academia and researchers within and outside ASEAN by establishing a network of tourism research clusters in Institutions of Higher learning from the region.
- 3.3. Provide Member States of ASEAN with research and advisory services where necessary.

- 3.4. Maintain, advance and disseminate knowledge in the field of tourism research in ASEAN.
- 3.5. Provide a recognized research hub for resources and expertise related to sustainable tourism in ASEAN.
- 3.6. Contribute to the human capacity development for tourism in ASEAN.

#### **4. SCOPE OF ACTIVITIES**

In pursuance of the aims and objectives defined above the Association shall:

- 4.1. Carry out research related to tourism in ASEAN.
- 4.2. Organize seminars, forums, symposiums, exhibitions, workshops and conferences, carry out studies, research, and raise issues in accordance with the objectives of the Association.
- 4.3. Integrate, publish and disseminate materials, such as books, research reports and periodicals relevant to the tourism industry in ASEAN and other activities pertaining to the promotion of the objectives stated above.
- 4.4. Maintain a database of tourism research expertise with a focus on ASEAN.
- 4.5. Assist Members of the Association to find the right expertise and clusters for research collaborations in compliance with the objectives of the Association.
- 4.6. Accept and raise grants, endowments and financial support from available legitimate sources in support of its programmes and activities.
- 4.7. Collaborate with other recognized Associations or Bodies within or outside ASEAN, which subscribe to the Association's objectives.
- 4.8. Call upon eminent researchers and experts in the field tourism to assist the Association in its programmes and activities.
- 4.9. Set up special funds for the purposes of research, scholarships and education, or other funds that are aligned with the objectives as provided for in the Constitution.

## **5. MEMBERSHIP**

- 5.1. Institutions and individuals may apply for membership.
- 5.2. Every application for membership shall be submitted to the Secretariat of the Association through a prescribed membership application form for the approval of the Board of Directors.

## **6. CRITERIA FOR THE MEMBERSHIP**

The membership of the Association is open to those:

- 6.1. Institutions, which possess established faculties conducting tourism related teaching in the region.
- 6.2. Institutions, both public and private involved in the research of tourism related issues of the region.
- 6.3. Individuals involved in tourism related teaching and research in institutions of the region.

## **7. SOURCES OF INCOME**

The finance of the Association shall be derived from following:

- 7.1. The Entrance Fee
  - a) Equivalent of RM 600.00 (Ringgit Malaysia Six Hundred only) for Institutional members.
  - b) Equivalent of RM 250.00 (Ringgit Malaysia Two Hundred and Fifty only) for Individual members.
- 7.2. Annual Subscription
  - a) Equivalent of RM 450.00 (Ringgit Malaysia Four Hundred and Fifty only) for Institutional members.
  - b) Equivalent of RM 150.00 (Ringgit Malaysia Hundred and Fifty only) for Individual members.

### 7.3. Payments

All payments of entrance fees, subscriptions and other dues shall be made payable to the ASEAN Tourism Research Association. Annual subscriptions shall become due on the first day of each year and shall be payable within 60 days thereof. All members who register mid-way in the year will be charged on a prorated half yearly basis and their membership shall become due on the first day of the following year. The rates of entrance fee and subscriptions can be reviewed by the Annual General Meeting upon recommendation by the Board of Directors.

### 7.4. Arrears

When a member falls into arrears in payment of subscription and fails to settle within six (6) months, the Board of Directors may at its discretion remove the member from the Association's Register of Members, in which event membership is deemed to be terminated.

### 7.5. Other Sources of Income

- a) Consultancy Projects and Research Grants
- b) Endowments
- c) Revenue through advertisement in the Association's website
- d) Revenue through events organized by the Association
- e) Any other dues to be collected from members other than the entrance fees and annual subscriptions as described above may only be raised with the consent of the General Meeting

## **8. COMMITMENT OF MEMBERS**

- 8.1. Provide where possible financial, technical, infrastructural and human resources in support of research activities.
- 8.2. Assist the Secretariat and the Board of Directors on relevant issues when called upon.
- 8.3. Assist, where possible, the secondment/exchange of faculty members/experts who may be involved in joint research projects or any other relevant activities.
- 8.4. Facilitate the dissemination of materials and publications produced under the auspices of the Association.
- 8.5. Secure the support of the public and private sectors for the programmes and activities of the Association.

- 8.6. Authorize eminent administrators or faculty members to serve in the Association's Secretariat or Board of Directors when nominated/elected.
- 8.7. Extend full support and cooperation to experts and researchers engaged in programmes and activities undertaken on behalf of the Association.

## **9. THE BOARD OF DIRECTORS**

- 9.1. The Board of Directors of ten elected Members, with at least from five ASEAN countries, shall manage the affairs of the Association. The Board of Directors shall consist of:
  - a) President
  - b) Deputy President
  - c) Honorary Secretary-General
  - d) Honorary Treasurer
  - e) Six Committee Members
- 9.2. Members of the Board of Directors shall be elected at the Annual General Meeting (AGM) and serve a two-year term subject to re- election at an AGM.
- 9.3. All the elected Board of Directors shall be notified to the Registrar of Societies Malaysia as a formality of compliance.

## **10. DUTIES OF THE BOARD OF DIRECTORS**

- 10.1. The functions of the Board of Directors are to formulate policies, decide on matters brought to its attention and monitor activities of the Secretariat. It shall furnish a report to the Annual General Meeting on its activities during the previous year.
- 10.2. The Board of Directors shall have the power to set up Sub- Committees from time to time on specific issues as it deems fit and to appoint members of the Sub- Committees with prescribed terms of reference.
- 10.3. The Board of Directors shall meet at least two times a year. Fourteen days' notice of such meetings shall be given to all the Board of Directors. The quorum for all Board of Directors meetings shall be by simple majority.
- 10.4. The Honorary Secretary-General, acting on the advice of the President shall convene the meetings of the Board.

- 10.5. The Honorary Secretary-General, acting on the advice of the President shall get approval of the Board on important matters including financial expenditure via e-mail circulation. These decisions shall then be endorsed at the next Board meeting.
- 10.6. Any other member of the Board of Directors may also requisite a meeting provided he/she obtains the consent of three other Board of Directors and provided the rules on notice and agenda are complied with. The quorum for such meetings shall be two-thirds of the Board of Directors.
- 10.7. In the event that a vacancy or vacancies occurring in the Board of Directors, the Board shall have the power to appoint another official representative or co-opt any other Member in benefit not necessarily from the same State to fill the vacancy or vacancies until the next election. However, if the President's post becomes vacant, the Deputy President shall assume the role of the Acting President until the next election. The Board of Directors shall have the sole right to determine whether the event constitutes a vacancy.
- 10.8. The President shall act as Chairman at all AGM, Board of Directors and other meetings of the Association.
- 10.9. The Honorary Treasurer shall be responsible for the finances of the Association. He shall be in custody of all funds, collect and disburse all monies on behalf of the Association, keep accounts of all its financial transactions and shall be responsible for their accuracy. He shall be responsible to alert the Board of Directors of members who have not paid their dues in full and thus are not eligible to vote or to hold office.
- 10.10. The Honorary Treasurer shall be responsible for the finances of the Association. He/she shall be in custody of all funds, collect and disburse all monies on behalf of the Association keep accounts of all its financial transactions and shall be responsible for their accuracy. He/she shall be responsible to alert the Board of Directors of members who have not paid their dues in full and thus are not eligible to vote or to hold office.
- 10.11. The Honorary Treasurer shall be responsible for preparing the Association's annual financial reports, which include the annual statement of receipts and payment, and the Balance Sheet. All financial records and reports are subject to audit by auditors appointed under Clause 15.

## **11. ANNUAL GENERAL MEETING**

- 11.1. The authority of the Association is vested in the General Meeting of the Association. This General Meeting shall be convened annually and referred to as Annual General Meeting (AGM) and attended by all eligible members. Non-members can be invited to attend as observers.
- 11.2. Each Institutional Member shall have the equivalent of five (5) votes. Individual Members shall be entitled to one (1) vote. The Chairman of the AGM shall have a casting vote. In the absence of the President and Deputy President, the Secretary shall chair or request one of the Board members to preside the AGM.
- 11.3. The quorum for the AGM shall be at least one-half of the total voting membership of the Association in benefit or twice the total number of the Board of Directors whichever is the lesser.
- 11.4. If a quorum is not established half-an-hour after the time appointed for the AGM, the AGM shall be postponed to a date not exceeding thirty (30) days as decided by the Board of Directors. However, if the quorum for the second meeting is not present half-an-hour after the time appointed, the members present may proceed with the business of the day but they shall not have power to alter the Constitution of the Association, decide on financial policies and procedures or make decisions related to finance or matters affecting the whole membership.
- 11.5. The AGM shall be held as soon as possible after the close of each financial year (on 31<sup>st</sup> December) but not later than 31<sup>st</sup> March, on a date, time and place to be decided by the Board of Directors.
- 11.6. The Purpose of the AGM is to:
  - a) Receive the Annual Report of the Board of Directors on the performance of the Association.
  - b) Receive the Financial Report and the Audited Accounts of the Association.
  - c) Elect members to the Board of Directors once every two years.
  - d) Appoint internal and external auditors for the ensuing year.
  - e) Deal with any other matter for which notice had been given not less than 14 days before the AGM.

- 11.7. If a Member in benefit is not able to attend the AGM, he/she may appoint an official representative who need not be a member of the Association. However, this representative is only allowed to voice concerns and proposals on behalf of the member but shall not have any mem rights.
- 11.8. A preliminary notice of the AGM shall be sent to all the Members by the Honorary Secretary-General not later than forty-five days before the date fixed for the AGM and this notice shall be published on the official website of the Association and displayed at the registered office of the Association.
- 11.9. The members shall send nominations for the election of office bearers, proposed amendments to the Constitution and motions for discussions at the meeting to the Honorary Secretary-General not later than twenty- one days from the date of the preliminary notice of the AGM.
- 11.10. The Honorary Secretary-General shall send to all members at least fourteen days before the meeting an updated agenda including copies of minutes and reports, motions and nominations for election of office bearers, together with the audited accounts of the Association for the previous year.

## **12.EXTRAORDINARY GENERAL MEETING**

- 12.1. An Extraordinary General Meeting (EGM) of the Association may be convened whenever the Board of Directors deems it desirable or at the joint request in writing by not less than twenty five percent of the Members in benefit, stating the purpose and reasons for such meeting.
- 12.2. An EGM requisitioned by Members of benefit shall be convened at a date within thirty days of receipt of such requisition.
- 12.3. The Honorary Secretary-General shall forward notice and agenda for an EGM to all members at least fourteen days before the date fixed for the meeting.
- 12.4. The rules regarding the quorum and postponement of an AGM shall apply also to an EGM but with the proviso that if no quorum is present after thirty minutes from the time appointed for a postponed EGM requisitioned by members, the meeting shall be cancelled and no EGM shall be requisitioned for the same purpose until after the lapse of at least six months from the date thereof.



### **13. FINANCE PROVISIONS**

- 13.1. The Association shall open a bank account in its name and shall submit an annual audited statement of account to the Board of Directors for its consideration.
- 13.2. The Board of Directors shall decide and govern the account of the Association subject to the provisions hereinafter:
  - 13.2.1 The funds of the Association may be expended for any purpose necessary for carrying out of its objectives, including the expenses of its administration, the payment of salaries, allowances and expenses to its office-bearers and paid staff, and the auditor's fees, if any, subject to approval by the Board of Directors.
  - 13.2.2 The Secretariat may hold a petty cash advance of RM 2000.00. This money shall be spent with the advice and approval of the Honorary Secretary-General. The petty cash shall be replenished from time to time when necessary.
  - 13.2.3 The Association's bank account shall be operated jointly by the President, the Honorary Secretary-General and the Honorary Treasurer.
  - 13.2.4 The Association's Finances / Cheques shall be operated by the signatures of the Treasurer and the President or the Honorary Secretary-General.
  - 13.2.5 The President or the Honorary Secretary-General may approve expenditure of up to RM 1000. Expenditures exceeding RM 1000 but less than RM 10,000 must be approved by the President and Honorary Secretary-General jointly. Expenditures exceeding RM 10,000 but less than RM 100,000 must be approved unanimously by the Board of Directors. All expenditures exceeding RM 100,000 require prior approval of members at a Board of Directors or Extraordinary General Meeting.
  - 13.2.6 The Financial Year End of the Association shall be 31st December.
  - 13.2.7 As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Honorary Treasurer and audited by the Auditors appointed under the rule 12. The audited accounts shall be submitted for the approval of the next AGM, and copies shall be made available at the registered address of the Association for the perusal of members.

## **14. SECRETARIAT**

- 14.1. The Honorary Secretary- General, on behalf of the Board of Directors will be responsible for the overall management of the Secretariat.
- 14.2. The Secretariat shall conduct its activities in accordance with the rules and regulations of the Association and the instructions of the Board of Directors.
- 14.3. The Secretariat shall be responsible for conducting all correspondence and keeping records and documents including the accounts and financial records of the Association.
- 14.4. The Secretariat shall keep minutes of all relevant meetings of the Association including those of the Board of Directors.
- 14.5. The Secretariat shall also maintain an up-to-date database of Members and activities relating to the Association including the research reports.
- 14.6. The Secretariat will ensure that the Members and all other stakeholders are kept abreast of the activities of the Association through its website and other means.

## **15. AUDITORS**

- 15.1. Two Members in benefit, who are not office-bearers of the Association, shall be appointed at the AGM as Honorary Auditors.
- 15.2. The duties of the Honorary Auditors shall be as follows:
  - 15.2.1 To audit the accounts of the Association for the year and to prepare a report or certificate for the AGM.
  - 15.2.2 To audit and report on the accounts of the Association for any specific period within the tenure of their appointment if requested by the Board of Directors.
- 15.3. The AGM shall appoint a qualified external Auditor or an Accounting firm, which is not a member of the Association.

## **16. PANEL OF ADVISORS**

- 16.1. The panel of advisors shall consist of three members who shall be appointed by the Board of Directors.
- 16.2. They will be chosen from amongst eminent scholars, researchers and other well-known personalities in ASEAN.
- 16.3. The Panel of Advisors shall be invited and meet during the AGM or as the need arises to provide advice on significant questions, issues and other matters related to the affairs of the Association.
- 16.4. The Members of Panel of Advisors shall serve a non-renewable term of five years.
- 16.5. The members of the Panel of Advisors shall serve without compensation. However, expenses related to the performance of their functions shall be paid by the Association in the manner and to the extent determined by the Board of Directors.

## **17. AMENDMENTS TO CONSTITUTION**

- 17.1. Any amendment, alteration, addition to or deletion of the Constitution shall be made by the presence of a two-thirds of the Members in benefit and in accordance with clauses 10.2, 10.3 and 10.4 of this Constitution.
- 17.2. Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment to the Constitution shall be forwarded to the Registrar of Societies Malaysia within 60 days of being passed by the AGM/EGM.

## **18. INTERPRETATION**

- 18.1. In the event of any question or matter arising out of any point, which is not covered by or expressly provided for in the Constitution of the Association, the Board of Directors shall have the authority to use its own discretion in dealing with it and in disposing of such a question or matter.

## **19. DISSOLUTION**

- 19.1. The Association may be voluntarily dissolved by a resolution of not less than two-thirds majority of the total Members in benefit at an AGM or EGM of the Association.
- 19.2. In the event the Association is dissolved as provided for above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be disposed of by an AGM or EGM of the Association.
- 19.3. Notice of dissolution shall be forwarded to the Registrar of Societies Malaysia within 14 days of its dissolution.

## **20. ASSOCIATION LOGO**

