

BONHATA

Rules and Regulations



B O N A I R E
HOTEL AND TOURISM ASSOCIATION

Table of Content:

Purpose of this document	3
Mission Statement	3
Types of Membership	3
Member obligation to follow BONHATA rules	4
Membership Acceptance	4
Membership fees and dues	4
Board of Directors	5
Voting rights	6
Conference Call and Electronic Mail	7
Friends of BONHATA	7

Purpose of this document:

The BONHATA Rules and Regulations supports the with the notary registered Articles of Association and explain the policies and guidelines as established by the BONHATA Board of Directors with input from the membership.

Mission statement:

To promote, support and empower members through cooperation with one unified voice.

Types of Membership:

BONHATA has three kinds of membership, which apply to a business entity and not to an individual, except in the case of honorary membership, which is applicable to an individual.

- 1) Accommodation Membership
- 2) Allied Membership
- 3) Honorary Membership

A membership of the type 1) and 2) is only open to one legal entity, such as an N.V., B.V., foundation, association, LLC, regardless of any changes in the management and/or shareholders of the member.

1) Accommodation Membership:

Requirements for Accommodation Membership

- a) Members must be a Bonaire hotel enterprise and/or any overnight accommodation, which has been accepted as such by the full Board with a simple majority vote.
- b) Members must meet the financial and legal obligations of membership as determined by the Board.
- c) Members must maintain a high and consistent standard of quality and service. BONHATA reserves the right to investigate any complaint presented to the BONHATA office in person or in writing and reserves the right to revoke membership in accordance with Article 3.
- d) Accommodation Members in the Gold and Platinum category are encouraged to become a member of the Caribbean Hotel & Tourism Association (CHTA) and abide by their membership regulations in addition to those of BONHATA.

2) Allied Membership:

Requirements for Allied Membership

- a) Members must be enterprises involved in the Bonaire tourism industry who are not hotel enterprises and/or overnight accommodations which have been accepted as Allied Members by the full Board with a simple majority vote.
- b) Members must maintain a high and consistent standard of quality and service. BONHATA reserves the right to investigate any complaint presented to the BONHATA office in person or in writing and reserves the right to revoke membership in accordance with Article 3.

c) In the case of an association or foundation the member shall appoint a single representative. An association or foundation has one vote for their entity.

3) HONORARY MEMBERS:

Honorary Members are those who have rendered meritorious services to BONHATA and/or the

welfare of the Bonaire tourism industry in particular. They are appointed by the General Meeting upon recommendation of the Board.

Member obligation to follow BONHATA Rules:

1) Each member of BONHATA agrees to be bound by these Rules and Regulations and in the amendments thereto, and by the lawful actions of the Board or voting members of BONHATA.

2) Members shall not sell or promote non-association members during the course of a BONHATA sponsored marketing activity unless otherwise approved by the Board of Directors. If a member is found to be promoting a non-association entity without Board of Directors approval, membership in the association can be suspended.

Membership Acceptance:

If an application for membership is accepted, the membership will become effective immediately provided (prorated) dues are fully paid.

Membership Fees and Dues:

Accommodation members:

Accommodation membership dues are based on the number of units and/or the level of benefit access as chosen by the member:

Silver	US\$ 75 per year
Gold	US\$ 469 per year
Platinum – over 20 units	US\$ 938 per year

The category of Platinum is also available for those accommodation members that seek full benefit of BONHATA membership¹. Accommodation Members, regardless of the membership level also pay BONHATA \$1.00 per person, per night Tourism Improvement Levy (TIL), and where applicable Annual CHTA Membership Dues, as stated in these Rules and Regulations under Accommodation Membership point 4. The TIL is an amount added (as a flow-through) to the tourist tax.

The TIL money needs to be paid before the end of the month after the month in question and if paid before the 20th a 10% discount can be calculated and the net amount is to be paid to BONHATA.

Payment made between the 20th and end of the month in question are at 100% and late payments are subject to 1.5% per month penalty.

Allied members:

Allied Membership dues are based on the annual turnover of previous year and/or the level of benefit access as chosen by the member:

Silver	US\$ 75 per year
Gold	US\$ 469 per year
Platinum (over US\$ 250,000)	US\$ 938 per year

The category of Platinum is also available for those allied members that seek full benefit of BONHATA membership².

¹: see benefits grid for accommodation members

²: see benefits grid for allied members

Membership dues include 6 % ABB which is subject to change without notice.

Membership can be started throughout the year in which case the fee for the remainder of that calendar year will be prorated, otherwise the membership is per calendar year and no refund is given when membership is cancelled during the year.

Board of Directors & Management:

The Board of Directors (Board) is the governing body of BONHATA.

At least a simple majority of the Board will consist solely of Accommodation Members, with the remaining Board consisting of Accommodation and/or Allied Members. Members of the Board shall be limited to individual representatives of either Accommodation or Allied members of BONHATA from the Gold and Platinum levels and in good standing. In the event that a Director is not employed by a member for a period of fourteen (14) calendar days, the Director shall no longer be eligible to serve as Director and the Board shall declare the position vacant. No Member shall have more than one representative on the Board at any time. A Board Member must be a legal resident of Bonaire, unless otherwise approved by the Board of Directors.

The Executive Board deals with HR issues, keeps financial oversight and vets any issues that should be dealt with by the full Board.

In exceptional circumstances the Executive Board shall be able to make decisions on behalf of the Board; the Board will be informed on these decisions at the earliest opportunity.

The duties of the President, Vice-President, Secretary and Treasurer shall be such as their titles by general usage indicate, or as may be specified by the Board from time to time, and as may be required by law. Without a limitation foregoing the powers of the officers, the following duties are conferred upon the officers.

1. PRESIDENT

The President shall preside at all meetings of BONHATA and the Board. With the approval of the Board, the President shall appoint and be an ex-officio member of all committees.

2. VICE-PRESIDENT

The Vice-President shall preside and act as President in the event of the absence or disability of the President and assist the President when requested to do so.

3. SECRETARY

The Secretary shall cause to be kept all personnel files and all minutes of meetings of BONHATA and the Board and shall provide notice of all meetings in accordance with the provisions of the Articles of Association or the direction of the Board. The Secretary, with the approval of the board shall make available to the members, upon their request in writing or by e-mail to the BONHATA office a summary of the minutes of all meetings.

4. TREASURER

The Treasurer shall have joint responsibility, together with another member of the executive board and office staff, of all moneys, inventory and assets of BONHATA and shall cause to be kept a proper account (in conjunction with the accounting firm that has been approved by the Board) of all receipts and make a detailed report at each Board meeting. As stipulated in the Articles of Association, article 10.3 the functions of secretary and treasurer may be combined in one person, not taking away any of the duties as described above. Functions of the other members of the board are determined by the board internally with the possibility to consult the membership.

5. MANAGEMENT

As stipulated in the Articles of Association, article 10.4 the Board may appoint a CEO.

The CEO will be responsible for:

1. Public Relations of the Association including public appearance and presentations in an official capacity as the CEO of BONHATA,
2. All financial reporting and management of the finance of the Association,
3. All marketing functions of the Association,
4. All other daily operations of the Association,
5. Attend BONHATA meetings, give explanations and advice, all this without having a vote.

Voting rights:

Each Allied Member has one vote; while each Accommodation Member has one vote plus one additional vote for every twenty (20) units, or fraction thereof, in operation, with a maximum of six (6) votes. The number of units registered with the association must be in operation by the first day of the month in which the meeting takes place.

In case the accommodation member is a rental company with a Silver level the member has one (1) vote while such member has a Gold or Platinum level the member has one vote plus

one additional vote for every twenty (20) units, or fraction thereof, in operation, with a maximum of two (2) votes.

Units are defined as the maximum number of physical accommodations that may not be sold as individual accommodations. This means that a multiple bedroom unit that only has one exterior door, meaning that each bedroom can not be sold as an individual room, would count as one unit regardless of the number of bedrooms. In case of two bedrooms, that may be sold together as one with an adjoining door, or may be isolated from each other and sold separately, would count as two units.

Conference Call and Electronic Mail:

1. The Board may adopt valid Board resolutions in meetings conducted through the use of telephone conference or any other communications equipment that allows all participants to voice their opinion and vote to all other Board members simultaneously.
2. The Board may also decide without holding a meeting. In this respect, the Board members may vote through electronic mail exchange or any other communications equipment (e.g. facsimile), provided that all Board members are able to actually participate in the vote. The message to the Board members calling for the vote may contain a reasonable deadline for submission of votes. The votes will not be counted for 24 hours, within that time frame any board member can request for a new e-vote to take place after 3 days, allowing the topic to be discussed amongst the board members during that time. Each subject only has one second vote possibility, therefore the second vote is final. Upon receipt of the votes of all Board members, or upon expiration of the deadline for voting (whichever is earlier), the votes will be counted to determine whether a resolution has been adopted. Invalid votes (including votes not cast before the expiration of the deadline) and abstentions will not be taken into account when determining whether the proposal has received a majority of the votes cast. Following this count, all Board members will immediately be informed of the outcome of the vote.

Friends of BONHATA:

BONHATA recognizes individuals that are former professionals in tourism or in an important way contributed to Bonaire. A Friend of BONHATA can play a role within the association, without holding voting rights and exempted from any dues by joining a committee with approval of the full Board with simple majority vote.