

DRAFT

**ASIA CRUISE TERMINAL
ASSOCIATION (ACTA)**

CONSTITUTION & BY- LAWS

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ACTA CONSTITUTION

ARTICLE I – NAME AND OBJECTIVES

Section 1: NAME

This association shall be known as the **ASIA CRUISE TERMINALS ASSOCIATION** or **ACTA** hereinafter referred to as Association.

Section 2: AIMS AND OBJECTIVES

The main aims and objectives of the Association shall be as follows:

- a) to provide the Members with a platform for regional cooperation in terminal development, operations and management; and
- b) to increase awareness of the Members' cruise terminals internationally which result in an influential alliance leading to the emergence of a captivating Asia cruise playground;
- c) to promote and protect the interests of Members' cruise terminal;
- d) to improve the standard and promote Asia cruise industry to international standard.

The specific objectives of the Association shall be as follows:

- a) to provide best practises in the cruise industry, to promote and to assist in the development and implementation of efficient operations and methods on the following:
 - i) cruise terminal procedures and documentation;
 - ii) administration of cruise terminal personnel, including those of private agencies, involved in the business of the cruise terminal;
 - iii) cruise statistics;
 - iv) cruise information systems; and
 - v) planning and development of cruise itinerary with cruise liners
 - vi) any other cruise related operational issues that will have material impact to Asia cruise industry
- b) to promote the exchange of cruise related data and information on among the Members' cruise terminals;

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- c) to upgrade the skills and knowledge of cruise terminal personnel through the exchange of personnel for on-the-job training, exchange visits, holding of seminars/workshops on cruise terminal and / or cruise related issues including planning; operations and management;
- d) to promote cooperation in the coordination of Members' terminals marketing, operations and management in Asia;
- e) to develop and maintain close relationships with other ASIA organizations especially those of ASIA cruise liners, regional or international cruise terminals, cruise related associations, stakeholders, port agents and travel agents; and
- f) to undertake other activities as are incidental or conducive to the attainment of the above objectives.

Section 3: SCOPE OF ACTIVITIES

The Association shall cover the following activities:

- a) to formulate and to continuously update and implement a cooperative programme for the improvement of cruise terminal operations and management efficiencies;
- b) to continuously exchange information and undertake innovations on:
 - i) cruise and passenger processes and handling systems;
 - ii) relevant cruise terminal procedures and documentation;
 - iii) cruise statistics collection and analysis;
 - iv) training of cruise terminal personnel on various aspects of cruise ships and terminal management;
 - v) cruise berth planning and development; and
 - vi) other cruise terminal related and / or other cruise related matters;
- c) to promote activities and foster closer relationship among Members of the Association.

Section 4: ANNUAL MEETING

For the implementation of the aims and objectives stipulated under Article 1, Section 2, the Association shall convene Annual Meetings, which shall be attended by the delegates from the Member organisations.

The Meetings shall be held at such time and place as may be determined by the Members.

ARTICLE II – MEMBERSHIP

Section 1: COMPOSITION

ELIGIBILITY FOR MEMBERSHIP

The Association accepts Membership from bona fide terminal operators operating in Asia as follows:

- national cruise terminal authorities and/or country cruise terminals with the government retaining majority interest and/or corporatized or privatized cruise terminal operators shall be considered as Ordinary Members.
- other cruise related agencies / cruise liners / port agents shall be considered as Associate Members.
- provided, however, that the regular and associate Members in respective ASIAN countries shall collectively be recognised as a Member.

Membership fee for the Association is in US currency annually with a one-time fee in US currency.

Section 2: DUTIES OF MEMBERS

The Ordinary Members shall have the following duties:

- a) to determine programmes of work and priorities, annual budgets and other affairs of the association, and to elect the Chairman and Vice-Chairman for a term of two years; and
- b) to attend special meetings to discuss matters on proposals, recommendations or reports of the Working Committee or Technical Committees;
- c) to provide Members' terminal information and contribute relevant information / articles / statistics relating to the Association and to the Official Journal as long as the information is deemed not to be sensitive.

The Associate Members shall have the following duties:

- a) provide feedback and/or input of any programmes planned by the Association; and
- b) to provide Members' terminal information and contribute relevant information / articles / statistics relating to the Association and to the Official Journal as long as the information is deemed not to be sensitive.

Section 3: RIGHTS OF MEMBERS

Members shall have the right:

- a) to receive copies of the Annual Report and informative materials distributed to all Members by the Association; and
- b) to attend and to participate in the meetings of the Association.

ARTICLE III – OFFICERS OF THE ASSOCIATION

Section 1: ELECTION

The executive officers of the Association shall be a Chairman, a Vice-Chairman and a Secretary–General to be appointed by the Chairman. The Chairman and the Vice-Chairman shall be elected from among the Ordinary Members for a term of two years. Such election shall be done by consensus at the Annual Meeting. Only Ordinary Members have voting rights to elect the Chairman and Vice-Chairman positions.

Chairman and Vice-Chairman positions remain with the organisation where the appointed Chairman and Vice-Chairman are from for the remaining period of term for whatever reasons that could render the appointment vacant.

Section 2: DUTIES OF CHAIRMAN AND VICE-CHAIRMAN

The duties of the Chairman shall be:

- a) to preside over meetings of the Association;
- b) to ensure the implementation of the programmes of work and priorities as decided by the Association;
- c) to establish and appoint the Members of the Working Committee and Technical Committees on approval of the Ordinary Members;
- d) to establish a Secretariat and appoint its personnel.

The Vice-Chairman shall assist the Chairman and in the absence of the Chairman carry out his functions and other functions as assigned by the Chairman.

Section 3: DUTIES OF THE SECRETARY–GENERAL

- a) The Secretary–General shall be responsible for the coordination and administration of the activities of the Association.
- b) The specific duties of the Secretary–General shall be:

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- i) to procure and to distribute documents and information;
 - ii) to publish the journal of the Association;
 - iii) to draw up and to submit the annual budgets;
 - iv) to supervise the activities of the Permanent Secretariat; and
 - v) to perform such other functions as may be assigned by the Association.
- c) The Secretary-General shall keep the minutes of all meetings of the Members in a book kept for that purpose. He shall keep the seal of the Association and, when authorized by the Chairman, to affix such seal to any paper or instrument requiring the same.
- d) He shall have the charge of the funds, receipts and disbursements of the Association. He shall deposit all moneys of the Association in such bank or banks of the country where the Permanent Secretariat is located. He shall render to the Members, whenever required, an account of the financial condition of the Association and of all transactions made by him as Secretary-General. He shall keep correct books of accounts of all transactions of the Association. All checks paid out or endorsed by the Association shall be signed by the Secretary-General, countersigned by the Chairman.

Section 4: DUTIES OF THE WORKING COMMITTEE

The Working Committee consists of the Chairman, Vice-Chairman, Secretary-General and other additional Members to be approved by the Chairman.

The duties of the Working Committee shall be:

- a) to carry out any task assigned by the Association; and
- b) to hold technical discussions on substantive matters and to submit the results to the next Annual Meeting directly following the Working Committee Meeting.

Section 5: DUTIES OF TECHNICAL COMMITTEES

A Technical Committee can be established and appointed by the Chairman for the purpose of performing special tasks.

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ARTICLE IV – FINANCE

Section 1: SOURCE OF FUND

The Fund of the Association shall be derived from the contributions of the Members of the Association and/or other sources authorized by the Association and any deficit shall be equally shared only among the Ordinary Members of the Association.

Section 2: USE OF FUND

Funds shall be used in accordance with the approved budget.

Section 3: CUSTODY OF FUND

The fund of the Association shall be deposited in the name of the Association in a bank of the country where the Permanent Secretariat is located.

Section 4: AUDIT OF FUND

The accounts of the Association shall be kept in accordance with the practices of the country where the Permanent Secretariat is located. Such accounts shall be audited by an honorary auditor to be appointed by the Association during its Annual meeting.

ARTICLE V – MISCELLANEOUS PROVISIONS

Section 1: PROCEDURE

The Secretary-General, in consultation with the Chairman and Vice-Chairman, shall provide the agenda for the meetings of the Association. No meeting, however, shall be held without prior notice of at least 60 days unless the Members of the Association by consensus waive such requirement.

On urgent matters, the Association may transact business or make decisions by circulation.

Section 2: SECRETARIAT

The Association decides on the location of the Head Office of the Secretariat.

ARTICLE VI – AMENDMENT AND EFFECTIVITY

Section 1: AMENDMENT

This Constitution may be amended in an Annual Meeting of the Association by more than 50% Ordinary Members provided that the notice and copies of the proposed amendments had been given to all Members of the Association at least 60 days before the date of the Meeting.

Section 2: EFFECTIVITY

This Constitution shall take effect one month after its adoption at the Annual Meeting.

ARTICLE VII – BY-LAWS

All matters related to this Constitution shall be clarified and stipulated in the By-Laws which the Association may make, alter or rescind from time to time.

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THE ACTA BY-LAWS

ARTICLE I – MEMBERSHIP

Section 1

COMPOSITION

The membership of the Association shall consist of the following:

- national cruise terminal authorities and/or country cruise terminals with the government retaining majority interest and/or corporatized or privatized cruise terminal shall be considered as Ordinary Members.
- other cruise related agencies / cruise liners / port agents shall be considered as Associate Members.
- provided, however, that the regular and Associate Members in respective ASIAN countries shall collectively be recognised as a Member.

Section 2

Each Member shall have the privilege of attending the Annual Meetings or special Meetings of the Association by nominating delegates.

Section 3

Each Member shall have the privilege of the floor in considering all matters that may be tabled before the Annual Meeting of the Association and Ordinary Members shall have the right to exercise one vote, without regard to the number of delegates.

Section 4

Each member shall be entitled to receive a copy of the official minutes of each Annual Meeting and one copy of the official Association Journal or other publications.

Section 5

Each Ordinary member shall be privileged to be elected as Chairman and Vice-Chairman for a term of two years.

ARTICLE II – OFFICIAL LANGUAGE

Section 6

The Official Language of the Association shall be English. A Chinese translation will be made available including the constitution and By-Laws and minutes of the meetings. Should there be a conflict, the English version shall prevail.

ARTICLE III – OFFICERS OF THE ASSOCIATION

Section 7

The executive officers of the Association shall be the Chairman, the Vice-Chairman and the Secretary-General appointed by the Chairman.

These officers must be employees of an Ordinary member at all times. In the event of a vacancy, such vacancy shall as soon as practicable be filled for the unexpired term by a nominee of the Ordinary member.

Section 8

The officers of the Association, subject to the approval of the Association, shall have the powers to:

- a) fix the Membership dues;
- b) fix registration fee for each individual attending a meeting of the Association;

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- c) determine the agenda for Annual Meeting;
- d) prepare and propose to the Association at Annual Meetings amendments to the Constitution or the By-Laws;
- e) prepare and propose the budget and statement of accounts to the Association at or before each Annual Meeting and authorize approval of the payment of bills; and
- f) promulgate rules and regulations for the execution and enforcement of the Provisions of the Constitution and By-Laws of the Association.

Section 9

The Chairman shall be the Chief Executive of the Association and shall preside at all Meetings.

The Vice-Chairman of the Association shall during the absence of the Chairman exercise the powers and duties of the Chairman.

Section 10

The Chairman and Vice-Chairman shall be elected for two years by the Ordinary Members on or before the closing day of an Annual Meeting and shall serve until their successors have been elected and have taken office.

Section 11

The Secretary-General shall:

- a) be the secretary at all Annual Meetings;
- b) have official custody and care of the minutes, books, records, documents and correspondence of the Association;
- c) have charge of the collection and receipt of Membership dues, contribution and fees, and receive, care for, and disburse funds of the Association;
- d) approve the payment of bills in accordance with the budget, prepare statements of accounts and have these audited for presentation at Annual Meetings;

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- e) make recommendations from time to time with respect to financial affairs, Annual Meeting agenda, propose Working committee or Technical Committee assignments and similar matters; and
- f) work closely with the member hosting the Annual Meeting.

ARTICLE IV - FINANCE

Section 12

The fiscal period of the Association shall be from January 1 to December 31 of each year. A budget shall be prepared for every fiscal period to be adopted during the Annual meeting.

Any surplus funds may be allocated to minor adjustments to the adopted budget by the authorization of the Chairman in consultation with the Secretary-General

Section 13

Funds of the Association shall be derived from the following sources:

- a) Membership dues
- b) contributions and donations; and
- c) income derived from the undertakings of the Association.

Section 14

Membership dues for regular and associate Members shall be decided at the Annual Meeting.

Section 15

The funds of the Association shall be deposited in the name of the Association in a bank of the Country where the Permanent Secretariat is located and all disbursements shall be made in accordance with the approved budget or as may be authorized by the Chairman and Secretary-General.

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Section 16

Following the close of every fiscal period, the books and accounts of the Association shall be audited by the honorary auditor appointed by the Association and the audited report shall be submitted to the Annual Meeting.

Section 17

Annual Membership dues shall be payable before February 1 of each year. Dues shall be remitted to the Permanent Secretariat and the cost of remittance shall be paid by the Member.

ARTICLE V – ANNUAL MEETING

Section 18

An Annual meeting of the Association shall be held at such time and place as determined by the Members. Members and their delegates shall bear all incidental expenses for attendance at the Annual Meeting.

Section 19

Members shall have the privilege of submitting subjects for inclusion in the agenda of the Annual meeting. Such submissions shall be in writing to the Permanent Secretariat not less than 2 months prior to the Annual Meeting. All such proposals shall be included in the provisional agenda to be formulated by the Permanent Secretariat and circularized to the Members for acceptance. Technical and Industry papers for presentation at the Annual Meeting shall be sent to all participants by the Permanent Secretariat provided they are received 60 days before the Meeting.

Section 20

All Annual Meetings shall be held in plenary and shall serve as the supreme policy-making body of the Association. "Plenary" is hereby defined to mean a general session of the Association where all Members (approved quorum) are present.

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Section 21

A report of each Annual Meeting shall be prepared and adopted on the closing day of the meeting. The complete proceedings of the Annual Meeting made and prepared shall be distributed subsequently by the Secretary-General.

ARTICLE VI – WORKING COMMITTEE AND TECHNICAL COMMITTEES

Section 22

The Chairman and Vice-Chairman of the Working Committee shall be elected by the Ordinary Members (simple majority) for a two-year term.

The Members of the Working Committee shall be appointed by the Chairman of the Association with recommendation from respective Members.

Section 23

The Members of the Technical Committees shall be appointed by the Chairman of the Association based on the recommendation of the respective Members. The Members of such Committees shall elect their respective Chairman and Vice-Chairman for the period until the completion of the assigned tasks.

Section 24

The Working Committee and each Technical Committees shall render a report of its studies and other activities together with its suggestions and recommendations, proposed resolutions or bills, or subjects to the Annual Meeting. The Annual Meeting may direct the Working Committee and Technical Committee to render interim reports to the Permanent Secretariat for dissemination to and consideration by the Members.

ARTICLE VII – VOTING BY CORRESPONDENCE

Section 25

For the purpose of transacting business, the Members of the Association, Working Committee or Technical Committees may act and vote by correspondence.

ARTICLE VIII – AMENDMENTS TO BY- LAWS

Section 26

The By-Laws of this Association may be amended with the consensus of all Ordinary Members.

ARTICLE IX – NOTICE OF MEETING

Notices for any formal meeting or vote shall be given by the Secretary-General to each member of the Association to the Working Committee and Technical Committees not less than 60 days prior to meeting or voting by correspondence.

A notice of the meeting shall:

- a) state the venue and date for said meeting; and
- b) contain an agenda for such meeting