

# Rules of the Association

EDINBURGH HOTELS ASSOCIATION

## 1. NAME OF ASSOCIATION

The association shall be named the Edinburgh Hotels Association (“EHA” or the “Association”) formerly known as the Edinburgh Principal Hotels Association (“EPHA”).

## 2. OBJECTS OF THE ASSOCIATION

2.1 The objects of the Association shall be:-

2.1.1 to represent the views of the hotel industry in Edinburgh and the Lothians (as hereinafter defined);

2.1.2 to use the resources of the Association to promote Edinburgh and the Lothians and its hotel facilities;

2.1.3 to create and develop a spirit of unity, goodwill and fellowship among its members in the interests of the hotel industry in Edinburgh and the Lothians.

2.2 For the purposes of these Rules:-

2.2.1 “Edinburgh and the Lothians” shall mean the geographical areas of The City of Edinburgh, East Lothian, Midlothian and West Lothian Councils.

## 3. MEMBERSHIP

3.1 Any hotel accommodation participating in the Visit Scotland Grading Scheme with a minimum of 30 letting bedrooms and located within Edinburgh and the Lothians (a “Qualifying Hotel”), shall be eligible for membership of the Association. Applications from Qualifying Hotels shall be considered at meetings of the Council (as hereinafter defined). Existing Members (as hereinafter defined) shall continue to be Members of the Association subject to these Rules of the Association.

3.2 Each Member shall nominate a representative to attend and vote at all meetings of the Association and shall be the person identified as the representative on the application form or such other person as is notified to the Council in writing from time to time by the Member.

3.3 For the avoidance of doubt membership of the Association shall attach to the establishment and not to the individual nominated as a representative of a Member.

3.4 Applications for membership from hotels which are not Qualifying Hotels or for hotels not yet operating but who have set an opening date will be considered at the next meeting of the Council. An application will be approved if the application is supported by a majority of the Council members voting thereon.

3.5 An application for membership of the Association by Self Catering Accommodation or Apartment Accommodation shall be determined by the Council. An application will be approved if the application is supported by a majority of the Council members voting thereon.

3.6 Every membership application form (which shall be in the form set out by the Association from time to time) will contain an undertaking by that prospective member to be bound by these Rules of the Association.

3.7 Immediately upon the approval of an application for Membership, notice thereof shall be given to the applicant and they shall be furnished with a copy of these Rules of the Association together with a request to remit to the Treasurer of the Association within one month from the date of such request the amount of the annual subscription, upon payment of which they shall become a Member of the Association. If the fee and subscription are not paid within two months from the date of request as aforesaid, the application shall be void.

3.8 The Association shall have the power to terminate or suspend any Member from the Association provided that such termination or suspension is approved by not less than two thirds of the Council voting thereon.

3.9 Each Member of the Association shall have one vote. The Chairman shall have a casting vote in the event of an equality of votes.

3.10 For the purposes of these Rules:-

3.10.1 "Existing Member" shall mean the members of the Association as at the date of adoption of these Rules of the Association.

#### **4. THE COUNCIL**

4.1 The Association will be governed by a Council, which shall regulate the business of the Association, including annual subscription and the direction and management of its funds.

4.2 The Council will consist of no more than 10 members including:-

4.2.1 seven elected members (the "Elected Members"); and

4.2.2 three elected Officers being the Chairman, the Treasurer and the Secretary (the "Officers");

as far as is reasonably possible the make up of the elected members of the Council shall be split 50/50, between hotel general managers and hotel owners (the "Council").

#### **5. APPOINTMENT OF COUNCIL MEMBERS**

5.1 Subject to 5.3, at the annual general meeting of the Association the Members shall elect by private ballot from amongst themselves the Officers, who shall hold office from the conclusion of that meeting. The election of the Officers shall be overseen by a scrutineer who will normally be the past Chairman of the Association or another person nominated by the Council.

5.2 The Elected Members of the Council shall be elected by private ballot of the Members of the Association overseen by the Officers.

5.3 The Elected Members and Officers of the Council shall serve for three years, at the end of which they may offer themselves for re-election.

5.4 A member of the Council shall cease to hold office if he or she:

5.4.1 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

5.4.2 if absent without the permission of the Council from four consecutive meetings held within a period of twelve months and the Council resolve that his or her office be vacated;

5.4.3 ceases to be a Member of the Association; or

5.4.4 notifies the Council that he or she wishes to resign.

5.5 In the event that an Officer or Elected Member leaves the Council the Association shall invite nominations from the Members to fill that position. In the event of multiple nominations the matter shall be decided by private ballot of the Members.

#### **6. MEETINGS OF THE COUNCIL AND THE COUNCIL'S POWERS**

6.1 Regularity of Council meetings is at the discretion of the Chairman and/or the Council members.

6.2 The quorum for Council meetings shall be five members of the Council.

6.3 A vote of the Council shall be carried by a simple majority and each member of the Council shall have one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

6.4 The Council shall be the sole authority for the interpretation of these Rules of the Association and the decision of the Council on any matter affecting the Association not provided for by these Rules of the Association shall be final and binding on the Members of the Association.

6.5 No alteration or addition to these Rules shall be made except by a resolution carried by a simple majority of the members present and voting plus those presenting proxy votes at a General Meeting (notice of which shall have contained particulars of the proposed alterations or addition). In the case of an equality of votes the Chairman shall have a casting vote.

6.6 The management of the Association shall be vested in the Council

#### **7. ASSOCIATE MEMBERS**

7.1 Associate Members may be appointed by the Council from time to time to represent various other parties who in the sole opinion of the Council should be appointed in the interest of the Association. Such Associate shall have the right to attend and speak at General Meetings but not to vote at any General Meeting.

7.2 Membership fees for Associate Members shall be determined by the Council.

## **8. AFFILIATION**

The Association will have power to become affiliated or to become a member of any Society or Association should such appointment be in the interests of the Association on such terms as the Council may think fit.

## **9. SUBSCRIPTIONS**

9.1 The annual subscription shall be fixed by the Council from time to time and as at the date of adoption of these rules shall be a fixed fee of £275.00 plus a per room fee of £2.00. At the time of adoption of these Rules the annual subscription for any Member shall not exceed £650.00.

9.2 If any Member shall fail to pay his annual subscription within one month after it has become due (a "Member in Default"), notice shall be sent to him calling his attention thereto and if he does not pay the same within two months of the posting of such notice he shall cease to be a Member of the Association.

9.3 If at any time a Member in Default shall give the Association a satisfactory explanation of the delay in his payment he may at the discretion of the Council be readmitted to membership.

9.4 Any Member may resign his membership on giving to the Secretary notice in writing to this effect. Every such notice shall, unless otherwise expressed, be deemed to take effect as from the General Meeting next following the receipt of the notice.

## **10. GENERAL MEETINGS**

10.1 The Annual General Meeting shall be held on such a date as shall be arranged by the Council, but in any case, on a date not exceeding fifteen (15) months following the date of the last Annual General Meeting.

10.2 All meetings other than the Annual General Meeting shall be called General Meetings.

10.3 The Council may call a General Meeting of the Association at any time by giving a minimum of twenty one (21) days notice to the Members of the Association. Such notice shall specify the date, time and place of the meeting.

10.4 The Council shall circulate an agenda of business to be conducted at any general meeting seven days prior to the date of the meeting.

10.5 Ordinarily the votes at any General Meeting of the Association shall be taken by a show of hands but if any members demand that the vote on a question be taken by secret ballot then it shall be taken by secret ballot. In the event of an equality of votes the Chairman of any meeting shall have a casting vote, except during the election of Officers when a new secret ballot shall be called for.

## **11. ACCOUNTS**

11.1 The Treasurer's accounts having first been audited shall be submitted at the Annual General Meeting for approval.

11.2 All expenditure in excess of £500.00 shall be presented to the Council and prior to being incurred, shall require to be approved by two or more of the Officers.

## **12. SPECIAL BUSINESS**

Any member wishing to introduce a special subject for discussion at any meeting shall give notice in writing to the Secretary at least fourteen (14) clear days before such meeting.

