U.S. Department of Justice
Washington, DC 20530

Exhibit A
To Registration Statement
Under the Foreign Agents Registration Act of 1938, as amended

OMB No. 1105-0003

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, dissemination report, copy of political propaganda or other document or information filed with the Attorney General under this act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney Genreral transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently.

1. Name and address of registrant
Caribbean Tourism Organization
20 East 46th Street, New York, NY 10017

2. Registration No.
991

3. Name of foreign principal
Caribbean Tourism Organization

4. Principal address of foreign principal
Sir Frank Walcott Bldg.
Culloden FArm Complex
Culloden Road, St Michael
Barbados, WI

5. Indicate whether your foreign principal is one of the following type:

☒ Foreign government

☐ Foreign political party

☐ Foreign or ☐ domestic organization: If either, check one of the following:

☐ Partnership ☐ Committee

☐ Corporation ☐ Voluntary group

☐ Association ☐ Other (specify) _____

☐ Individual—State his nationality _____

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant. Department of Tourism

b) Name and title of official with whom registrant deals. Jean Holder, Secretary General

7. If the foreign principal is a foreign political party, state:

a) Principal address

N/A

b) Name and title of official with whom registrant deals.

c) Principal aim

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8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

N/A

b) Is this foreign principal

Owned by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☐

Directed by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐

Controlled by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☐

Financed by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐

Subsidized in whole by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐

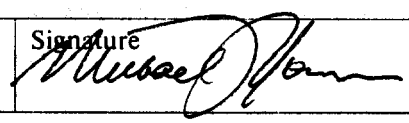
Subsidized in part by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page may be used.)*

N/A

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

N/A

Date of Exhibit A	Name and Title	Signature
February 24, 1994	Michael Youngman Director of Marketing	

*U.S. Government Printing Office: 1993 — 342-487/72127

U.S. Department of Justice
Washington, DC 20530

Exhibit B
To Registration Statement
Under the Foreign Agents Registration Act of 1938, as amended

OMB No. 1105-0007
Approval Expires Nov. 30, 1993

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in triplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, dissemination report, copy of political propaganda or other document or information filed with the Attorney General under this act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney Genreral transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

Name of Registrant	Name of Foreign Principal
Caribbean Tourism Organization	Caribbean Tourism Organization

Check Appropriate Boxes:

1. [X] The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach three copies of the contract to this exhibit.

2. [ ] There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach three copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

3. [ ] The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

See the attached Agreement

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5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Promotion of Tourism for member countries by distribution of tourism brochures, co-ordination of trade shows, advertising and public relations.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?[1]
Yes ☐ No ☒

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

N/A

Date of Exhibit B	Name and Title	Signature
February 24, 1994	Michael Youngman Director of Marketing	

[1]Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

*U.S. GPO: 1992-312-332/61638

AGREEMENT

ESTABLISHING

THE CARIBBEAN TOURISM ORGANISATION

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AGREEMENT ESTABLISHING

THE CARIBBEAN TOURISM ORGANIZATION

SEPTEMBER 1988

AGREEMENT ESTABLISHING

THE CARIBBEAN TOURISM ORGANIZATION

WHEREAS THE CONTRACTING PARTIES, the Caribbean Tourism Association (CTA) and the Caribbean Tourism Research and Development Centre,(CTRC) DESIRE for the benefit of the countries and peoples of the Caribbean to co-operate in the promotion and development of tourism in the region;

AND RECOGNIZE the need for the establishment of one authoritative Caribbean Tourism Organization for marketing, research, product development, education and training, information and improvement of tourism in all its aspects.

THE AFOREMENTIONED ORGANIZATIONS HEREBY AGREE AS FOLLOWS:

ARTICLE I

ESTABLISHMENT

The Caribbean Tourism Organization (hereinafter referred to as CTO) is hereby established having the membership, powers and functions hereinafter specified.

ARTICLE 2

MEMBERSHIP - (a)

1. Membership of CTO shall be open to -

   (1) Any State or entity currently enjoying membership in the Caribbean Tourism Research and Development Centre and/or the Caribbean Tourism Association (as listed at Annex 1).

   (ii) Any state or entity being part of or accepted as being part of the Caribbean region that in the opinion of the Government Members of the Board of Directors is able and willing to exercise the rights and assume the obligations of membership.

(iii) Organizations serving the Caribbean region in the area of tourism which in the opinion of the Board of Directors will contribute to positive development of Caribbean tourism and are able and willing to exercise the rights and assume the obligations of membership in accordance with Article 20 of this Agreement. This includes Carrier Members, Allied Members, Chapter Members, Retail Travel Agency Members, Affiliate Members, Exchange Members and Honorary Members as defined at 2(b).

CLASSIFICATIONS OF MEMBERSHIP (b)

The classifications and definition of members of the CTO are as follows:

(i) GOVERNMENT MEMBERS shall be the Governments of States, or other political entities of the Caribbean area, admitted to membership of CTO by the Government members of the Board of Directors and which are deemed by the Board of Directors as able to meet the financial and other obligations of CTO membership.

(ii) CARRIER MEMBERS shall be scheduled international and regional air carriers, and international and regional passenger sea carriers serving the Caribbean area, admitted to membership of CTO by the Board of Directors.

(iii) ALLIED MEMBERS shall be companies, corporations, firms, organizations, agencies or other persons providing goods and services to, or otherwise engaged in, the tourism industry of the Caribbean area, admitted to membership of CTO by the Board of Directors.

(iv) CHAPTER MEMBERS shall be the CTO Chapters established by the Board of Directors.

(v) RETAIL TRAVEL AGENCY MEMBERS shall be companies, firms, corporations, organizations or agencies qualified to provide tours, cruises, transportation, hotel accommodation, meals, transfers, sightseeing and other elements of travel to the public as a service, admitted to membership of CTO by the Board of Directors.

(vi) AFFILIATE MEMBERS shall be such organizations in the tourism industry as are admitted as such to membership of CTO by the Board of Directors.

(vii) EXCHANGE MEMBERS shall be any organization whose activities are related to those of CTO and with whom the Board of Directors deems it advantageous to exchange directorships at the level of the Board of Directors.

(viii) HONORARY MEMBERS of the Board of Directors shall be persons to whom the Board of Directors extends membership as a token of appreciation for outstanding service rendered to CTO in either public or private life.

CO-OPERATION (c)

CTO may establish formal co-operation with non-Members States, national bodies in those States, regional or international Governmental or non-governmental bodies. The establishment, conditions and terms of such co-operation shall be defined by the Board of Directors by majority vote of the Member States present and voting, in each case according to the circumstances, and provided that there is a quorum.

ARTICLE 3

OBJECTIVES OF THE CARIBBEAN TOURISM ORGANIZATION

The primary objective of CTO is to encourage and assist in the development of the tourism industries throughout the Caribbean area ina manner which recognizes the importance of conserving and developing all the resources of the Caribbean area by:

(a) Providing an instrument for close collaboration in tourism among the various territories, countries and other interests concerned.

(b) Developing and promoting Regional travel and tourism programmes to and within the Caribbean area.

(c) Providing members with opportunities to market their products more effectively to both the Caribbean and the international tourist marketplaces.

(d) Assisting member countries to maximize their marketing impact through CTO, including assisting the smaller member countries with minimal promotion budgets to maximize their marketing impact through the collective CTO forum.

(e) Carrying out advertising, promotional, publicity and information services calculated to focus the attention of the public upon the Caribbean area as one of the world's outstanding destination areas.

(f) Providing a liaison for tourism matters between member countries.

(g) Providing a sound body of knowledge on tourism through data collection, collation and research.

(h) Creating processes and systems for disseminating and sharing tourist information.

(i) Providing advice, technical assistance and consultancy services with respect to tourism.

(j) Seeking to maximize the contribution of tourism to the economic development of Member States and the Caribbean region by programmes likely to increase foreign exchange earnings, increase employment, strengthen linkages between tourism and other Caribbean economic sectors like manufacturing and agriculture, and reduce leakages from Caribbean economies.

(k) Encouraging co-ordination with respect to research and planning and the efficient allocation of local, regional and international resources at both government and non-Governmental levels in tourism development.

(l) Researching and deciding the positive and negative social, economic and ecological effects of tourism with a view to recommending and/or initiating action aimed at minimizing the negative and enhancing its positive effects.

(m) Seeking to preserve and to promote through tourism, indigenous cultural expression with special reference to visual arts, handicraft, drama, dance, music and creative writing.

(n) Promoting the consciousness of the need to preserve both the natural and man made beauty of the Caribbean environment and to demonstrate its direct relationship to the development of an attractive tourism product.

(o) Developing a tourism product which is essentially Caribbean and which though maximizing economic benefits, has minimal adverse social and psychological effects on the integrity of Caribbean peoples.

(p) Encouraging the recognition of tourism as a mode of education in Caribbean life and encouraging the study of tourism in its fullest aspect within the Caribbean curricula.

(q) Providing forums where hotel and other tourism interests in the Caribbean may meet with Caribbean Governments for the discussion of problems of common interest.

(r) Helping members and tourist interests in the Caribbean to develop tourism policies which are consistent with the development of tourism in the Caribbean.

(s) Providing advice to Member Governments on legislation and policy formation which may affect the development of the tourism industry within the region.

(t) Negotiating with Governments, Regional and International Agencies, either directly or indirectly, or through the appropriate agencies or bodies, and with such groups as may be considered necessary, on behalf of members of the Organization as may be required from time to time, to increase the human and financial resources of CTO and in the interest of the peoples of the Caribbean.

(u) Seeking to ensure that Caribbean tourism is fully used for the development of the Caribbean peoples.

ARTICLE 4

CTO shall place no restrictions on the eligibility of men and women to participate in any capacity and under conditions of equality in its principal and subsidiary organs.

ARTICLE 5

COUNCIL OF TOURISM MINISTERS

1. There shall be a Council of Tourism Ministers of CTO Member States comprising Ministers of Tourism, Commissioners of Tourism, Secretaries of State for Tourism or others of equivalent rank, depending on the nomenclature utilized by the Member Governments of CTO.

2. The Council shall meet during the Annual General Meeting, and at such other times as it shall decide.

3. The business of the Council shall be to:

(i) Deal with Caribbean tourism policy matters.

(ii) Receive the annual report of CTO, including the audited financial statements and work plan.

ARTICLE 6

BOARD OF DIRECTORS: MEMBERSHIP AND MEETINGS

1. The Board of Directors of CTO shall comprise:

(a) One representative from each of the Member States of CTO appointed by its Government.

(b) Three representatives of the Caribbean Hotel Association appointed by that body.

(c) Six representatives of air transport interests elected by airlines from among the airline membership, and of these six, at least two shall be representatives of Caribbean owned airlines.

(d) Two representatives of the Cruise ship interests elected by Cruise Ship companies from among the Cruise Ship Membership.

(e) Five representatives drawn from and elected by the Allied Membership.

(f) Four representatives drawn from Chapter Presidents elected by the Chapter Presidents.

2. The names of the representatives on the Board of Directors as at (a) and (b) shall be notified in writing by the CTO Member Governments and the Caribbean Hotel Association, to the Secretary General of CTO prior to the commencement of the term of a new Board of Directors.

3. Representatives listed at (c) to (f) inclusive are elected for one year at the Annual General Meeting of CTO.

4. Meetings of the Board of Directors shall be held at such time and place as may be determined by the Board.

ARTICLE 7

FUNCTIONS AND POWERS OF THE BOARD OF DIRECTORS

1. The Board of Directors of CTO comprising public and private sector representatives shall be responsible for the overall direction of the activities and programmes of CTO and shall seek to ensure that the policy decisions of the Council of Tourism Ministers are carried out. The power and functions of the Board of Directors shall be to:

   (a) Consider the tourism programmes and activities of CTO and take such action as is necessary.

   (b) Receive, consider, and approve reports from the Secretariat relating to the matters outlined at (a).

   (c) Receive the annual budget and audited financial statements of CTO from the Executive Committee for its approval.

   (d) Determine in what proportion the members of the Organization shall bear the expenses of the Organization.

   (e) Receive and approve the work programme of CTO from the Secretariat.

   (f) Appoint, discipline or remove professional staff as set out in By-Law III, paragraph 2 of the CTO By-Laws. The professional staff shall have the right of appeal as set out in paragraph 3 of By-Law III.

   (g) Establish such technical committees as are deemed necessary for the conduct of the work of CTO.

   (h) Co-opt any person to assist in the work of the Board of Directors as it sees fit from time to time.

   (i) Do all other such acts as may be necessary for fulfilling the objectives of CTO.

2. Except for amendments to the constitution, decisions of the Board of Directors shall be by simple majority of members present and voting.

3. Each Government member shall have two votes and each non-government member one vote.

ARTICLE 8

OFFICERS OF THE BOARD OF DIRECTORS

1. The Officers of the Board of Directors shall comprise the Chairman, First Vice-Chairman, Second Vice Chairman, Third Vice Chairman, the Immediate Past Chairman and five other persons representative of each of the categories of CTO membership defined at 3(b).

2. The Officers of the Board shall serve as the Executive Committee of the Board of Directors.

3. With respect to elections of officers -

   (a) The Office of Chairman, First Vice Chairman, Second Vice Chairman and Third Vice Chairman shall be elected from among the persons who are government representatives, at the Annual General Meeting by secret ballot.

   (b) Five other persons representative of each of the following: Hotels, airlines, cruise ship companies, allied members and chapters, shall also be elected at the Annual General Meeting by secret ballot.

   (c) Each Government Member shall have two votes and each non-government member one vote.

   (d) If, on the first ballot, no candidate obtains an absolute majority, a second ballot shall be taken between the two candidates who obtained the most votes. In the event of a tie, the result shall be determined by lot.

4. The Chairman of the Board of Directors shall serve for a period of two years but shall not succeed himself in the same post. He is however eligible for re-election after a period of two years following the end of his term of office.

5. In case the office of Chairman becomes vacant, for any cause whatever, before the Annual General Meeting at which a new Chairman is to be elected, the most senior Vice-Chairman of the Board shall serve the unexpired term as Chairman.

6. In the absence of the Chairman from any meeting, the most senior Vice Chairman present shall act as Chairman.

7. Officers of the Board of Directors, other than the Chairman, shall be elected for one year, but may stand for re-election and are eligible for re-election at each Annual General Meeting.

8. Only members whose dues have been paid in full up to and including the year preceding that in which elections are taking place, are eligible to vote in elections or to stand for elections to office.

9. If the office of a Director or membership of the Executive Committee becomes vacant before the expiration of his term of office, the vacancy shall be filled by a new Director or Committee member as the case may be, by the Directors representing the member who selected his predecessor and he shall hold office for the remainder of the term of office of his predecessor.

10. A quorum for any meeting of the Board of Directors shall comprise a simple majority of the Government Members.

ARTICLE 9
FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE

1. The Chairman of the Board of Directors shall serve as Chairman of the Executive Committee. In his absence the most senior Vice Chairman of the Board of Directors present will act as Chairman of the Executive Committee.

2. The Executive Committee shall, inter alia, constitute both the Finance and the Staff Selection committees of CTO with responsibilty for:

   (a) making recommendations for the approval of the Board of Directors on the budget and audited financial statements of CTO.

   (b) approving matters relating to the emoluments of the professional staff of CTO.

   (c) approving any other financial matters which the Board of Directors may delegate to it from time to time.

   (d) interviewing candidates for such professional staff posts of CTO as the Board of Directors may determine, and making recommendations for the Board's approval in respect of their appointment, discipline and termination of services.

(e) carrying out such functions in relation to the staff of CTO as the Board of Directors may delegate to it from time to time.

3. The Executive Committee shall meet at such time and place as its Chairman through the Secretary General shall direct.

4. Members of the Executive Committee cannot appoint alternates to represent them in their absence at meetings.

5. Each Government member of the Executive Committee shall have two votes and each non-Government member one vote. In the case of equality of votes, the presiding Chairman at the meeting shall have a casting vote in addition to his original vote. Decisions of the Executive Committee shall be by a simple majority of members present and voting.

7. A quorum shall comprise a simple majority of the Government members of the Executive Committee present and voting.

8. The Executive Committee shall be responsible for carrying out any duties of the Board of Directors delegated to it by the Board of Directors.

9. Subject to the above, the Executive Committee shall regulate its own procedures.

ARTICLE 10

LOCATION OF THE ORGANIZATION

1. The Headquarters and Secretariat of CTO shall be located in Barbados.

2. The Board of Directors shall establish such overseas offices of CTO as it deems necessary for carrying out the tourism functions of the organization.

ARTICLE II

THE SECRETARIAT

1. The Chief Executive Officer of CTO shall be a Secretary General supported by other professional and support staff, including a Deputy Secretary General.

2. All staff members shall be directly responsible to the Secretary General in the execution of their day to day responsibilities.

3. In the absence or the incapacity of the Secretary General, the Deputy Secretary General shall act as Secretary General. In the absence of both, the Board of Directors shall make such acting appointments and other suitable arrangements as it deems necessary for the carrying out of the staff responsibilities.

4. All staff appointments shall be made subject to the terms and conditions approved by the Board of Directors in the CTO staff regulations.

ARTICLE 12

DUTIES OF THE SECRETARY GENERAL

Subject to the general directions of the Board of Directors the Secretary General shall take overall responsibility for:

(a) implementation of the general policies of CTO.

(b) overall administration and coordination of activities and programmes of CTO.

(c) The control of revenue and expenditure of CTO as approved by the Board of Directors.

(d) The creation and organization of special programmes and projects in furtherance of the objectives of CTO.

(e) Ensuring that the correct procedures are followed with respect to all matters within the competence of the Organization.

(f) The submission of the financial report and budget of CTO to the Executive Committee for its consideration and transmittal to the Board of Directors for its approval.

(g) Such other duties as are delegated to him by the Board of Directors.

ARTICLE 13

CTO CHAPTERS

1. To assist in the fulfillment of the objectives of CTO, the Board of Directors is empowered to authorize the establishment and to encourage the development of CTO Chapters at any place in the world.

2. The Board of Directors shall set out the basic provisions relating to the organization, structure, operation and funding of a CTO Chapter in the By-Laws. Adaptations or amendments of the By-Laws to meet the needs of particular regions proposed by a CTO Chapter shall be approved by the Board of Directors.

ARTICLE 14

BY-LAWS

The Board of Directors may make such By-Laws as it considers necessary or desirable for furthering the objectives of CTO and generally for the management of the affairs of CTO and these may be amended or revoked by a simple majority of the Board of Directors. By-Laws established under this Article shall not be inconsistent with the Agreement establishing CTO.

ARTICLE 15

REVENUE

The sources of revenue of CTO shall include the following:

(a) The annual contributions by the Members to be determined by the Board of Directors.

(b) Such other contributions as may be made by governments whether within or outside the region.

(c) Such grants as may be made from any source for the financing of special projects or fellowships.

(d) Such fees as may be determined from time to time by the Board of Directors or any of the organs to which it delegates the authority.

(e) Payments made to the CTO or any of its organs in consideration of consultancy services provided.

(f) Revenue earned by the CTO from publications or in respect of services rendered or from special fund raising projects.

(g) Grants from any other sources.

ARTICLE 16

LEGAL STATUS

1. CTO shall possess full juridical personality conferred by a Headquarters Agreement with the Government of Barbados.

2. CTO shall enjoy in each Member State such legal status and legal capacity as may be necessary for the fulfilment of its objects and the exercise of its functions.

   In particular CTO shall have the capacity to -

   (a) contract

   (b) acquire and dispose of movable and immovable property.

   (c) institute legal proceedings.

3. CTO may co-operate with international organizations active in similar fields and may seek all appropriate contacts with a view to co-operating with other organizations in similar fields.

4. Upon the entry into force of this Agreement -

   (a) All property of every kind whatsoever which was vested, immediately before the entry into force of this Agreement, in the Caribbean Tourism Association (CTA) and the Caribbean Tourism Research and Development Centre (CTRC) is hereby transferred to and vested in CTO.

   (b) All rights, privileges, advances, liabilities and obligations that immediately before the entry into force of this Agreement were enjoyed or discharged on behalf of CTA and CTRC as corporate bodies are hereby conferred on or assumed by CTO for the purposes of this Agreement.

ARTICLE 17

1. If a dispute should arise between the CTO and a member or members represented on the Board, such a dispute shall be submitted to arbitration by a Tribunal of three arbitrators. Each party shall appoint one arbitrator and two arbitrators shall appoint a third who shall be Chairman. If within 30

days of the request for arbitration either party has not appointed an arbitrator, or if within 15 days of the appointment of the second arbitrator the third arbitrator has not been appointed the tribunal shall be established under the relevant laws relating to arbitration in the country of Barbados.

2. The procedure of the arbitration shall be fixed by the arbitrators. However, the third arbitrator shall be empowered to supply all questions of procedure in any case of disagreement with respect thereto.

3. The majority vote of the arbitrators shall be sufficient to reach a decision which shall be final and binding upon the parties.

ARTICLE 18

SIGNATURE

This Agreement shall be open for signature from 15th September 1988 until 30th November 1988 by the existing Member States of the Caribbean Tourism Association and the Caribbean Tourism Research and Development Centre.

ARTICLE 19

ENTRY INTO FORCE

This Agreement shall enter into force on two thirds of the signatures of Government members in accordance with Article 20. All constituent members of the Caribbean Tourism Association and the Caribbean Tourism Research and Development Centre automatically become members of CTO on the coming into force of this Agreement.

ARTICLE 20

ACCESSION AND ADMISSION

1. Any state or entity listed in Annex 1 hereto, which upon the coming into force of this Agreement has not signed this Agreement in accordance with Articles 18 and 19 and wishes to become a member after that date may accede to the Agreement by deposit of appropriate instruments of accession with the Organization.

2. Any state or entity of the Caribbean region may apply to the Board of Directors to become a member of CTO and may, if the Board of Directors so decide, be admitted to membership in accordance with Article 2(a) (ii) and 2 (b)(i).

3. Any organization to which paragraph 3 of Article 2(a) of this Agreement refers may, upon application to the Board of Directors for membership of the CTO, be admitted as a member of the CTO in accordance with paragraph 4 of this Article.

4. On an application made under paragraph 3 of this Article the Board of Directors shall determine the terms and conditions under which the applicant organization may be admitted to membership of CTO.

ARTICLE 21

AMENDMENT

1. Any member may make proposals for amending this Agreement. Such proposals shall be submitted to the Board of Directors through the Secretary General and notice of such amendments shall have been given in the notice summoning the meetings of the Board.

2. Any such proposed amendment shall be approved by a two-thirds majority of the Government Members of the Board of Directors.

ARTICLE 22

WITHDRAWAL

1. Any member may withdraw from this Agreement by giving 12 months notice in writing to CTO which shall forthwith notify Member States.

2. A member so withdrawing undertakes to honour any financial obligations duly assumed during its participation in this Agreement.

ARTICLE 23

FIRST GENERAL ASSEMBLY

The inaugural meeting shall comprise the Members of the Organizations which are contracting Parties to this Agreement and shall constitute the first General Assembly meeting in special session.

ARTICLE 24

LIQUIDATION AND DISSOLUTION

In the event of the liquidation, dissolution or winding up of CTO, either voluntarily or by operation of law, the Board of Directors shall have the power to dispose of the total assets of CTO in such a manner as it, in the exercise of an absolute and uncontrolled discretion, may by majority vote determine, provide that such distribution shall be calculated exclusively to carry out the objectives and purposes for which the Organization is formed and shall not result in the distribution of any part of the net earnings of the Organization for the benefit of any private individual.

CARIBBEAN TOURISM ORGANIZATION (CTO)

(An International Organization with juridical personality)

BY-LAWS

(As established in January 1989)

In accordance with Article 14 of the Agreement establishing CTO, the Board of Directors may make such By-Laws as it considers necessary or desirable for furthering the objectives of CTO and generally for the management of the affairs of CTO and these may be amended or revoked by a simple majority of the Board of Directors. Such By-Laws shall not be inconsistent with the Agreement.

BY-LAW I - MEETINGS OF CTO

1. The Annual General Meeting of the Caribbean Tourism Organization shall be held at such time and place as may be determined by the Board of Directors. The business of the Annual General Meeting shall include:

   (i) the consideration of the audited financial statement

   (ii) the election of officers and directors in accordance with the provisions of Articles 6 and 8 of the Agreement establishing the Caribbean Tourism Organization.

2. The Secretary General shall submit a draft Agenda to all members at least four weeks prior to the meeting. Any member may add items to the Agenda provided they are submitted in writing to the Secretary General at least fourteen days prior to the meeting. Notice of the time, place and agenda of such meeting shall be given to Members in writing.

3. Special meetings may be called by the Board of Directors when they consider it necessary or expedient to do so. Notice of such meeting shall be in writing,if necessary, so as to reach the members not less than fourteen days prior to the appointed date. Such notices shall specify the agenda for which the meeting is called and the place where such special meeting will be held. Special meetings may also be called upon the written request of any three Government members and the reasons for requesting such meetings must be stated.

4. (a) The voting rights of members shall be in accordance with Articles 7, 8, and 9 of the Agreement Establishing CTO.

(b) Voting shall generally be by show of hands without prejudice to the rights of any Government member to call for a vote by secret ballot. Voting for the election of officers shall be by secret ballot.

(c) The Chairman of the Annual General Meeting shall have a casting vote as well as an original vote, except in voting for the election of officers.

(d) In case of voting for persons, a candidate to be elected must obtain, on the first vote, an absolute majority of the votes cast by the members present and voting.

(e) If, on the first vote, no canidate obtains an absolute majority, a second vote will be taken between the two candidates who obtained the most votes.

(f) In the event of a tie vote from the application of subsection (e), the result shall be determined by lot.

5. The Chairman of the Board of Directors shall preside over the Annual General Meeting. In the absence of the Chairman, the most senior of the Vice Chairmen present shall preside.

BY-LAW II

COUNCIL OF TOURISM MINISTERS

1. The Chairman of the Board of Directors, through the Secretary General,shall convoke the Annual Meeting of the Council of Tourism Ministers.

2. Subject to the above, the Council of Tourism Ministers shall regulate its own procedures, including selection of a Chairman at each meeting.

BY-LAW III

THE BOARD OF DIRECTORS

1. The composition, officers,powers and functions of the Board of Directors shall be as set out in Articles 6,7, and 8 of the Agreement Establising the CTO.

2. The Board of Directors shall have full charge and control of the affairs and property of CTO. They shall employ the professional staff, prescribe their duties and define their authority, having and reserving the right and power to direct, change and control their activities as in their opinion shall from time to time be necessary or expedient. They shall have the power to dismiss or request the resignation of the staff members of CTO as they deem fit. They shall supervise the expenditure of all monies and appoint the time and place for the holding of all meetings.

3. Professional staff members who are in dispute with CTO orwho have been served notice of dismissal shall have the right of appeal to the Executive Committee which shall consider the case and convey its recommendations to the Board of Directors for a final decision.

4. The Board of Directors shall approve the budget and a dues structure for all classes of members for each ensuing year at the Annual General Meeting.

5. The Board of Directors shall have complete authority to approve or cancel membership in accordance with the Agreement Establishing CTO and By-Laws. They shall take any and all actions as may seem desirable in the furtherance of the interests of CTO and its members.

6. The Board of Directors and other elected Officers of CTO shall not be entitled to receive compensation from CTO for transportation and lodging expenses incurred in attending Board and other meetings.

BY-LAW IV

SECRETARIAT

1. The Secretary General shall assist the Chairman in the discharge of his duties including the observance of the order of business.

2. The Secretary General, the Deputy Secretary General and the Chief Financial Officer of CTO shall attend all meetings of the Board of Directors, and meetings of the Executive Committee as required. They will be supported by other staff as necessary.

3. The CTO Secretariat shall be responsible for keeping correct minutes of the proceedings, and for recording and preserving same in books or records; keeping an account of all members, dues, membership emblems, and membership cards; making an annual report; keeping a complete record of all monies received and disbursed; keeping a complete list of names and addresses of all members; It shall be responsible for attending to all duties required by the Board of Directors and making out and transmitting any reports and communications required by the Chairman. It shall have, at all meetings, a copy of the Agreement Establishing the CTO and By-Laws.

4 The Secretary General shall be responsible for issuing all calls or notices regarding the meetings of the Council of Tourism Ministers, the Board of Directors and the Executive Committee. At Annual General meetings, or special General Meetings of CTO during the Annual General Meeting, he shall be responsible for ensuring that a record of every motion is kept.

ARTICLE V CHAPTERS

1. To assist in the fulfilment of the objectives of CTO the Board of Directors is empowered to encourage the development and to authorize the establishment of CTO Chapters at any place in the world.

2. At a meeting in conjunction with an annual or special meeting of CTO, a Chapter may be discontinued by the Board of Directors either upon the request of the voting members of such Chapter or for reasons that the Board of Directors may, at its discretion, consider due and proper, particularly that the chapter has become inactive to the extent that the objectives of CTO are no longer effectively fulfilled, or for individual acts and/or activities deemed contrary to the best interest of CTO.

3. Any funds collected by CTO in the course of activities of CTO may be granted to Chapters in such amounts as the Board of Directors shall determine.

4. A standardized Chapter Constitution shall be provided to each Chapter by CTO. Chapters may adapt this standardized constitution to the needs of their individual regions and such adaptations shall become effective when approved by the Board of Directors.

ARTICLE VI - MEMBERSHIP DUES

1. CTO Government Members dues shall be assessed by the following formula:

   (a) Dues will be paid according to the number of visitors received by each Member State.

   (b) For the purposes of assessment of each member state, each overnight visitor will count as one, and two cruise ship visitors or other day visitors as one. The Board of Directors will however establish minimum and maximum levels of contribution.

   (c) With the coming into force of the CTO Agreement, the aggregate of the existing fees payable to CTA and CTRC, utilizing existing formulae, shall remain in force until such time as a new fees formula is agreed by the Board of Directors.

   (d) The Board of Directors of CTO at the Annual General Meeting are empowered to change the categories of assessment and the minimum and/or maximum levels of contribution.

ARTICLE VII - INDEMNIFICATION OF MEMBERS AND OFFICERS

Any member or employee of CTO shall be indemnified by CTO against reasonable expenses actually incurred and payments made by him/her in connection with defence of any actions, suits or proceedings in which he/she is made a party by reason of his/her being or having been such member or employee of CTO.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

1. The fiscal year of CTO shall be from 1st January to 31st December.

2. The normal current expenditures for the conduct of CTO shall be valid on the signatures at Headquarters of either -

   (i) The Secretary General and the CTO Chief Financial Officer, or the Chief Financial Officer and any other accounting officer designated by the Executive Committee to sign.

(ii) With respect to overseas offices of CTO in New York, the Deputy Secretary General, and any other officers designated by the Executive Committee as signatories.

(iii) With respect to overseas offices other than New York, by the Deputy Secretary General, the Marketing Manager and any other officers designated by the Executive Committee as signatories.

(iv) Notwithstanding the provisions at (ii) and (iii) above the Secretary General and the Chief Financial Officer can be signatories for any financial transaction of CTO.

3. The records and books of CTO shall be kept at the headquarters of CTO and at such other offices as the Board of Directors direct. The Accounts of CTO shall be audited annually and the Auditor's report submitted to the members with a statement of the Accounts, not later than one month before the Annual General Meeting.

4. The use of the CTO emblem is limited to members of CTO only. Associations which pay dues to CTO may use the emblem. Individual members of said associations may only use the emblem if they themselves are also members of CTO. CTO will retain the emblem currently used by CTA, amended to read CTO.

ARTICLE IX - AMENDMENTS OF BY-LAWS

1. These By-Laws may be amended or revoked by a simple majority of the Board of Directors.

September, 1988

RESOLUTION II

DISSOLUTION OF CTA AND CTRC AND THE INAUGURATION OF CTO

Considering the need for the Caribbean to integrate its tourism marketing, research, training and development strategy; and

Considering that in pursuit of this objective, the Joint Boards of the Caribbean Tourism Association and the Caribbean Tourism Research and Development Centre unanimously agreed on September 6th, 1988 to merge CTA and CTRC to form the Caribbean Tourism Organization (CTO); and

Considering the intention of the Directors and Governors that the decision to create CTO shall take effect from January 1989; Now therefore,

Be it resolved by this Annual General Meeting that:

(1) the Caribbean Tourism Association and the Caribbean Tourism Research and Development Centre shall cease to exist upon the coming into force of the Agreement establishing The Caribbean Tourism Organization.

(2) all necessary steps shall be taken by Member States to take such action as is necessary immediately to give assent to this Agreement.

(3) CTO shall formally be inaugurated in January, 1989.

(4) all rights, privileges, obligations, assets and liabilities of CTA and CTRC shall be assumed by the Caribbean Tourism Organization which will have been formed by the merging of CTA and CTRC.

9th September, 1988

RESOLUTION VI

THE DEFERMENT OF CTA AND CTRC ELECTIONS

Considering the decision of the joint Boards of CTA and CTRC to merge these organisations into one Caribbean Tourism Organisation; and

Considering the decision that CTO be inaugurated in January 1989; and

Considering the need for continuity of leadership and direction during the intervening period of September 1988 and January 1989;

Be it resolved by this Annual General Meeting that:

1) The existing Executive Committees of CTA and CTRC and the officers comprising them shall remain in office from September 1988 until the inauguration of CTO in January 1989.

2) The elections for all categories of other membership on the CTA Board shall be deferred until the inauguration of CTO, except for election of Allied Members.

3) Allied Members elected during the September Annual General Meeting 1988, shall become the Allied Representatives on the Board of CTO.

9th September 1988

RESOLUTIONS VIII

THE CTO LOGO

Considering the Agreement of the Joint Board of Directors and Governors of CTA and CTRC to form the Caribbean Tourism Organization; and

Considering the need for CTO to have its own logo; and

Considering the importance of a high recognition factor of the logo in the marketplace;

Be it resolved by this Annual General Meeting that the existing CTA logo should become the logo of CTO.

9th September, 1988

RESOLUTION IX

THE LEGAL INSTRUMENTS OF THE CARIBBEAN TOURISM ORGANIZATION

Considering that the Joint Boards of Directors and Governors of CTA and CTRC unanimously approved the Agreement Establishing the Caribbean Tourism Organization on September 5th, 1988 together with the By-Laws appended thereto; and

Considering that the Government of Barbados currently has under consideration the request for a CTO Headquarters Agreement, the articles of which are included in a document already considered by the Joint CTA/CTRC Boards;

Be it resolved by this Annual General Meeting of Friday, September 9th, 1988 that:

1) It agrees to the Articles of Agreement establishing the CTO as approved by the Joint Boards of CTA and CTRC.

2) the CTO Working Group be empowered to conclude the Agreement between CTO and the Government of Barbados with respect to the privileges and immunities of CTO to be provided under a Barbados/CTO Headquarters Agreement.

9th September, 1988

ANNEX 1

CTRC Member States

Anguilla
Antigua
Aruba
Bahamas
Barbados
Belize
Bonaire
British Virgin Islands
Cayman Islands
Curacao
Dominica
Grenada
Guadeloupe
Guyana
Haiti
Jamaica
Martinique
Montserrat
Puerto Rico
Saba
Suriname
St. Kitts-Nevis
St. Lucia
St. Eustatius
St. Vincent and the Grenadines
Trinidad and Tobago
Turks and Caicos Islands
U. S. Virgin Islands

ANNEX 1

CTA Member States

Anguilla
Aruba
Bahamas
Barbados
Belize
Bonaire
British Virgin Islands
Cayman Islands
Curacao
Dominica
Grenada
Guadeloupe/St. Barts/St. Martin
Haiti
Jamaica
Martinique
Montserrat
Puerto Rico
Saba
Suriname
St. Kitts-Nevis
St. Lucia
St. Eustatius
St. Vincent and the Grenadines
Trinidad and Tobago
Turks and Caicos Islands
U. S. Virgin Islands