

The Travel Partnership Corporation

**Third Meeting of the Board
Berlin, Wednesday, 17 March 2004**

Resolution No. 1

Resolution adopted by the Board of The Travel Partnership Corporation, at the third Meeting of the Board, in Berlin, this Wednesday, the 17th day of March 2004.

WHEREAS The Travel Partnership Corporation, a consortium of travel industry bodies representing a broad cross-section of the global travel and tourism industry, has been formed to provide the platform for dialogue within, and between, the various sectors of the industry and to work with Tralliance Corporation to establish policy for the “.travel” Top Level Domain space;

WHEREAS the Board has determined that the Bylaws of The Travel Partnership Corporation should be amended in order to provide for the more effective governance and functioning of the Corporation;

IT IS RESOLVED THAT,

1. ARTICLE I, “MEMBERS,” Bylaw No. 5, “MEMBERSHIP MEETINGS,” first paragraph, shall be revised to read as follows:

TIME. An annual meeting of members shall be held on such date between the first day of February and the 30th day of April of each year as may be determined by the directors. Should the directors for any reason fail to determine a date for the annual meeting of members, then it shall be held on the 30th day of April, or, if such day be not a business day, then on the next succeeding business day. A special meeting shall be held on the date fixed by the directors except when the District of Columbia Nonprofit Corporation Act confers the right to call a special meeting upon the members.

2. ARTICLE II, “GOVERNING BOARD,” Bylaw No. 2, “QUALIFICATION AND NUMBER” shall be revised to read as follows:

Each director shall be a natural person of full age. A director need not be a member of the corporation during his directorship unless a majority of the full Board of Directors shall provide otherwise. A director need not be a citizen of the United States or a resident of the District of Columbia unless a majority of the full Board shall provide otherwise. The initial (interim) Board of Directors shall consist of twelve persons who shall serve office until their successors have been elected and qualified. The full Board shall consist of twenty-five (25) persons and which shall be the fixed number of directors until changed. The number of directors may be increased or decreased from time to time by an amendment of these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors

shall never be fewer than three (3). The full Board of Directors shall consist of the number of directors fixed as follows:

Permanent Member Organizations or Entities Representing the Following Categories of the World Wide Travel and Tourism Industry:

(1) Travel Agent Associations	Three (3) Directors
(2) Hotel & Restaurant Associations	Two (2) Directors
(3) Tourism Promotion Bodies	Two (2) Directors
(4) Regional Airline Associations	Two (2) Directors
(5) Car Hire Organizations	One (1) Director
(6) Computer Reservation and Travel Technology Companies	One (1) Director
(7) Cruise Operators	One (1) Director
(8) Railway Operators	One (1) Director
(9) Bus and Coach Operators	One (1) Director
(10) Ferry Operators	One (1) Director
(11) Accommodation Providers	One (1) Director
(12) Travel Related Consumer Organizations	One (1) Director
(13) Tour Operator Representatives	One (1) Director
(14) Convention and Incentive Travel Organizations	One (1) Director
(15) Other Travel Organizations	Four (4) Directors
(16) World Travel and Tourism Council	One (1) Director
(17) International Air Transport Association	One (1) Director

3. ARTICLE II, "GOVERNING BOARD," Bylaw No. 3, "ELECTION AND TERM" shall be revised to read as follows:

The initial Board of Directors shall consist of the directors named in the Articles of Incorporation and shall hold office until their successors have been elected and qualified pursuant the provisions of these Bylaws. A Nominating Committee, consisting of at least three (3) and no more than five (5) members of the Board shall propose a slate of candidates to fill the vacancies occurring on the Board as of each Annual Meeting of the Members. An individual member organization or entity shall have the right to vote for the election of only those directors that such member organization or entity is entitled to elect pursuant to the provisions of Article II, Section 2, hereinabove. In the interim between annual meetings of members or of special meetings of members called for the election of directors, any newly created directorships and any vacancies in the Board of Directors, including any unfilled vacancies resulting from the removal of one or more directors by the members, may be filled by the affirmative vote of a majority of the then remaining directors, although less than a quorum exists.

The Board of Directors, by resolution or other written action, shall have the power to prescribe the procedures and mechanisms to be followed in the election of directors to the extent not already prescribed herein.

4. ARTICLE VIII, "INDEMNIFICATION OF DIRECTORS AND OFFICERS" shall be revised to read as follows:

The corporation shall indemnify any director, or officer, or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defence of any action, suit, or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of Board of Directors or members, or otherwise.

AGREED at Berlin, this 17th day of March, 2004.