

# **INTERMEDITERRANEAN TOURISM ASSOCIATION**

**The Intermediterranean Tourism Association was formally constituted on 29<sup>th</sup> November 2004.**

**Manlio Maggioli, Chairman of Rimini Chamber of Commerce, was appointed Chairman of the Association, for the duration of three years, and Maurizio Temeroli, Secretary General of Rimini Chamber of Commerce, was appointed Secretary General of the Association, for the duration of three years.**

# **INTERMEDITERRANEAN TOURISM ASSOCIATION**

## **ARTICLES OF ASSOCIATION**

### **Article 1 - DENOMINATION, DURATION AND SEAT**

1. We hereby constitute the transnational and non profit-making association called "INTERMEDITERRANEAN TOURISM ASSOCIATION".
2. The Association's seat is at 28, Via Sigismondo, Rimini (RN), Italy in the offices of Rimini Chamber of Commerce, Industry, Crafts and Agriculture.
3. The Association can open secondary branches in any country that falls within the reference area.

### **Article 2 - PURPOSE**

1. The Association's main reference is the 1995 Declaration of Barcelona, and the means and tools developed by the European Union for promoting economic cooperation between the European area and the Mediterranean partner country area.

The Association is founded on the awareness of the central role of the tourism sector in the development of the respective economies and societies, and in all the Euro-Mediterranean area.

It aims to promote a new tourism culture, on a Euro-Mediterranean scale, as an invaluable factor for economic and cultural growth and to favour understanding and integration between populations in the area and the rest of the world.

The Association also aims to promote the tourism image of the geographic area of Association member countries in the Mediterranean. It also works towards guaranteeing support and services for economic, social and cultural cooperation initiatives between public and private subjects working in the tourism chain, in full respect of the dispositions of the national legislations and the European Union, as well as the general objectives and promotional policies established annually by the Assembly.

The Association's founders are particularly aware of the possibilities for collaborating in the field of tourism investment, hotel supplies, technology and transfer of know-how, development and promotion of tourist flows, participation in trade fairs and exhibitions, tourism training and, more generally, in the various aspects that contribute to forming the tourism chain.

2. In particular, the Association:

- a - promotes and contributes to the coordination of the tourism promotion initiatives undertaken by natural persons, institutions and public and private organisations in the partner countries.

- b - pays particular attention to developing the cultural heritage, such as the mosaic heritage for example, of the Euro-Mediterranean area and undertakes to promote common initiatives in the field of cultural tourism, including organising special pilot projects.

c - supports the work of companies and other public and private organisations interested in promoting and marketing tourist products in the Mediterranean area.

d - cooperates for the mutual promotion of the tourism sector both with regards to the production of goods and the offer of services such as investment and construction services, maintenance and installations linked to tourism-accommodation structures, extra-hotel activities (such as theme parks, fishing, sailing, etc.), large tourism infrastructures (such as tourist harbours, airports, golf courses, sports facilities, etc.), companies that work towards environmental compatibility, hotel supplies, indoor and outdoor furniture, restaurant chains, training, transfer of know-how, creation of management software for hotels and other forms of investment in goods and services for the promotion of different types of economic and institutional cooperation.

e - also aims to develop far ranging collaboration for the exchange of information and guarantee necessary mutual assistance between members for participation in trade fairs and exhibitions, conferences and meetings as well as for carrying out studies on international tourist markets and on the rights of countries, both within and beyond the Mediterranean area, with regards to tourism.

f - realises promotional initiatives of particular international importance, setting up a permanent forum of figures that work in the sector in order to provide them with the most diverse forms of collaboration and at the same time promote the Association's general aims and objectives.

g - provides, upon payment too, advice, consultancy and promotional services to institutions, companies and public and private organisations.

h - supports and promotes legislative initiatives and international, European Union, national, regional and local programmes and institutional collaboration (decentralized cooperation), as well as integrated tourism promotional programmes.

### **Article 3 - ACTIVITY**

1. In carrying out the purpose mentioned in article 2 above, the Association:

a - realises single projects and coordinated action in tourism policy sectors in general, even drawing up agreements with institutions, companies and other public and private organisations from countries outside the Mediterranean area, as well as with leading experts in the specific fields.

b - participates in implementing projects on behalf of institutions, companies and public and private organisations.

c - can carry out any other activities that are coherent with the objectives laid down in the articles of association, even if the previous commas do not provide for them.

d - the methods for managing financial resources are established by specific regulations proposed by the Steering Committee and approved by the Assembly.

e - withdrawals of available funds deposited with banks or other financial institutions are made subject to the signature of the Chairman and the Secretary General or another person appointed by the Steering Committee.

f - throughout its duration, the Association is strictly forbidden to distribute, even indirectly, profits or end-of-year surpluses or funds, reserves or capital, unless the law enforces the said allocation or distribution.

#### **Article 4 - ACTIVITY OVERSEAS**

1. In order to pursue its institutional aims and objectives, the Association can also operate through other public or private organisations that can, if authorised by the Association, carry out the functions and activities mentioned in articles 2 and 3.

#### **Article 5 - PROMOTIONAL PROGRAMME AND WORKING PROGRAMMES**

1. The Association draws up a long-term promotional programme containing the general directives, objectives and intervention tools as well as indications of any geographical areas it can operate in and a draft estimate of overall costs.

2. The promotional programme is implemented by means of annual working programmes, decided the year before the one they refer to, that define implementation methods for each single initiative.

3. The promotional programme and working programmes are drawn up by the Steering Committee and sent to the Assembly for approval.

#### **Article 6 - APPLICATION AND ADMISSION**

1. Natural persons, juridical persons, public or private institutions and all those who can contribute to the pursuance of the Association's objectives can become members of the Association.

2. Request for admission must be made in writing and must indicate:

a - the type of activity, specific competences and sector.

b - the unconditional undertaking to abide by the rules of the present articles of association, the Association's regulations and the resolutions of the Association's organs.

3. A request must be presented to the Secretary General who will make the relevant decision and communicate it to the Steering Committee. The decision must be communicated to the aspiring member in writing.

#### **Article 7 - CATEGORIES OF MEMBERS**

1. Members are divided into:

- Permanent members

- Honorary members
  - Contributing members.
2. Permanent members are all those who contribute directly to the realisation of the Association's programmes and/or initiatives.
  3. Honorary members are appointed by the Steering Committee for having shown particular merit in the academic, cultural or social fields of the tourism sector.
  4. Contributing members are those who contribute with donations or offers or, in any case, through collaboration. Contributing members are appointed following methods established by the Steering Committee.

#### **Article 8 - MEMBERS' RIGHTS**

1. Each member has the right to:
  - participate in the Assembly, including by written proxy, and to vote in compliance with the methods provided for by the articles of association.
  - participate in the initiatives promoted by the Association.
  - review the annual balance sheet and present any observations or requests regarding management to the Association's organs.

#### **Article 9 - MEMBERS' DUTIES**

1. Each member has the duty to:
  - participate in the Association's initiatives and intervene, during meetings and/or debates, in compliance with the articles of association.
  - abide by the articles of association, regulations and decisions of the Association's organs as well as the programmes decided by the Steering Committee, advancing any alternative proposals during the Assembly in case of disagreement.

#### **Article 10 - FINANCING ACTIVITY**

1. The Association's activity will be financed via spontaneous contributions from the members, contributing members and third parties.

#### **Article 11 - MEMBERSHIP**

1. Membership is indefinite.
2. The position of member is not transferable.
3. Should the relationship between the Association and a member cease, the latter and his or her heirs or assignees will not have any right to the assets and shares and/or contributions made.

#### **Article 12 - WITHDRAWAL AND EXCLUSION OF THE MEMBER**

1. Membership is dissolved after withdrawal or exclusion of the member.
2. Withdrawal must be communicated to the Steering Committee, by any means that guarantees proof of receipt, before 30<sup>th</sup> September of each year and is effective from the following 30<sup>th</sup> October.
3. Exclusion can be decided by the Steering Committee when the member behaves in a way that contrasts with the objectives of the Association or in any way compromises the reputation and prestige of the Association or does not participate in the Association's activity.
4. A proposal of exclusion should detail the reasons for exclusion and has to be put on the Steering Committee's agenda and communicated to each member and the interested party at least 30 days before the date of the meeting during which it will be deliberated. The interested party is allowed to submit a written defence.
5. During the 30 days following communication of the Steering Committee's decision, the interested party can appeal to the Assembly. An appeal suspends the effectiveness of the exclusion decision. The Assembly will decide on the exclusion during the next meeting.
6. Exclusion is effective from the thirtieth day following communication of the decision to this effect by the Steering Committee or, in case of appeal, by the Assembly.

### **Article 13 - THE ASSOCIATION'S ORGANS**

The Association's organs are:

- the Assembly
- the Steering Committee
- the Chairmanship
- the Secretary General

### **Article 14 - THE ASSEMBLY**

1. The Assembly of members is the Association's management organ and defines the general directives that motivate the Association's activity. It is an ordinary or extraordinary Assembly.
2. The extraordinary Assembly adopts the regulations proposed by the Steering Committee and modifications to the articles of association, and decides on the dissolution and allocation of the Association's assets.
3. The ordinary Assembly appoints the members of the Steering Committee, approves the balance sheet, appoints the Work Commissions on specific common economic-legal themes and decides on all other topics that are submitted to its review by the Steering Committee or at least two members.
4. The extraordinary Assembly is effectively constituted in the first meeting when the majority of members are present and in the second when a quarter of the members are present. It decides, whether in first or second meeting, thanks to a majority vote of those present, save in the case of the dissolution

and allocation of the Association's assets when the vote of at least two thirds of the members is required.

5. The ordinary Assembly is effectively constituted in the first meeting when the simple majority of members are present and in the second when a quarter of the members is present. It decides by simple majority of those present.

6. Every member has a vote and participates in the Assembly in person or, in the case of legal persons or institutions, through a representative. Proxy votes are permitted.

7. The Assembly is called by the Chairman by notice of convocation sent to those entitled to vote, at least 30 days before the date on which it is held. Notice can be made in any form, either paper or magnetic, and sent by any means of communication, including fax or electronic mail. Convocation must indicate the date, venue and time of the Assembly and the list of topics to be discussed, with the exception of the provisions of the following comma.

8. The ordinary Assembly is called by right annually, without the need to follow the formalities mentioned in the present article, in the place and on the date on which the annual Forum on the Mediterranean is held, in order to approve the provisional and final balance sheet and to elect the members of the Association's organs and commissions whose term has run out.

9. The Assembly can also be held in the form of a teleconference or videoconference providing that all the participants can be identified and are able to follow the discussion and intervene in real time on the topics being debated. If these requisites are met, the Assembly can be considered convened in the place where the Chairman is and where the Secretary must also be in order to allow for the minutes to be drawn up and undersigned.

10. The Assembly is chaired by the Chairman or, in his or her absence, by whoever stands in for him or her. Alternatively, the Assembly appoints one of the participants as Chairman by a simple majority vote of those present. The Chairman of the Assembly appoints a secretary and, where necessary, two observers amongst those present.

11. The Assembly meeting and resolutions have to include the minutes, undersigned by the Chairman and the Secretary or by a notary public.

#### **Article 15 - THE STEERING COMMITTEE**

1. The Steering Committee is chaired by the Chairman of the Association or his or her deputy. It consists of a minimum of 5 (five) and a maximum of 21 (twenty-one) components elected by the Assembly from amongst Association members. Steering Committee members are elected for a three-year term and can be re-elected.

2. The Steering Committee:

a - draws up the provisional balance sheet by 30<sup>th</sup> October of the year before the one the balance sheet refers to.

b - draws up the final account by 30<sup>th</sup> October of the following year.

c - prepares the explanatory report to accompany the final account, presenting

the results achieved and progress of the programmes and projects relevant to promotional activity.

d - draws up the regulations of the Association's services.

e - prepares the promotional programmes mentioned in article 5 above and decides the work programmes of the same article.

f - decides with regards to active and passive disputes.

g - adopts all the necessary measures for carrying out the institutional tasks and implementing the programmes mentioned in article 5 above.

h - decides in terms of any other task provided for by the present articles of association and not specifically attributed to another organ.

3. The Steering Committee meets, either at the Association's seat or elsewhere providing it is one of the countries in the Mediterranean area, whenever the Chairman considers it necessary or when written request is made by at least a third of its members.

4. The Committee is convened by the Chairman by notice of convocation sent to the Committee members at least 15 days before the meeting is to be held. Notice can be given in any form, either paper or magnetic, and sent by any system of communication, including fax or electronic mail. Notice must give details of the date, venue and time of the meeting and the list of topics to be discussed.

5. The Steering Committee's meetings can be held as a teleconference or videoconference providing all the participants can be identified and are able to follow the discussion and intervene in real time on the topics debated. Should these requisites be met, the Committee is considered reunited in the place where the Chairman of the meeting is and where the Secretary must also be, in order to draw up and undersign the minutes.

6. The Steering Committee is chaired by the Chairman or, in his or her absence, by a member elected for the session by a majority vote of the members present.

7. For the Committee's resolutions to be valid, the majority of members must be present.

8. The Committee's resolutions are adopted by a majority vote of the members present. Absent members are considered present at the vote. Should votes be equal, the Chairman's vote prevails. In the absence of convocation, the Steering Committee's resolutions are effectively assumed when all the members of the Committee are present at the meeting.

9. Votes cannot be placed by proxy.

10. The minutes of the Steering Committee's meetings and resolutions must be promptly drawn up and undersigned by the Chairman and the Secretary.

11. Where prescribed by the law or whenever the Chairman considers it necessary, drawing up the minutes can be transferred to a public notary.

12. In the absence, due to resignation or for any other reason, of one or more members of the Steering Committee, the Chairman can decide to convene the Committee in order to proceed to appoint missing members by co-option or to call an ordinary General Assembly during which steps will be taken to

reintegrate missing members. Convening the General Assembly is, in any case, necessary when the members still in office are less than half the elected members.

13. The term of office of members elected by co-option expires at the same time as the members in office elected by the General Assembly.

#### **Article 16 - THE CHAIRMANSHIP**

1. The Chairman of the Association is appointed by the Assembly and remains in office for a period of time established by the Assembly that appoints him or her.

2. The Chairman convenes the Steering Committee, once the agenda has been drawn up, and ensures implementation of the resolutions adopted by the Committee.

3. The Chairman can adopt resolutions on topics that fall under the competence of the Steering Committee in cases of extreme urgency, in particular when it is necessary to take measures on duties or obligations that cannot be delayed. However, the Chairman must submit any decisions made to ratification by the Steering Committee during the next meeting.

4. The Chairman takes part in and chairs the General Assembly and Steering Committee sessions.

5. The Steering Committee can appoint, from amongst its members, one or more Vice or Co-Chairmen to represent the Association with the same powers as the Chairman.

#### **Article 17 - THE SECRETARY GENERAL**

1. The Secretary General is appointed by the Assembly and remains in office for a period of time established by the Assembly that appoints him or her.

2. The Secretary General carries out the wishes expressed by the Assembly, decides on all management matters and performs all the duties he or she considers advisable or necessary for the positive performance of the Association, with the only exception of those that the law or the present articles of association attribute to the Assembly or the Steering Committee.

3. The Secretary General ensures the Association's technical, administrative and organisational operation and assesses any requests for admission.

4. The Secretary General has the power of substantive and legal representation of the Association.

#### **Article 18 - DISSOLUTION AND ALLOCATION OF ASSETS**

1. In case of dissolution of the Association, the Committee handles liquidation operations, using professional assistance where necessary.

2. The balance sheet for liquidation purposes is approved by the Assembly that decides on the distribution of any net asset worth to be allocated for purposes of public utility or to other associations or institutions with similar aims that are non-profit making.

#### **Article 19 - GENERAL DISPOSITIONS**

1. The Association is governed by Italian Law. The Association's activity is carried out in compliance with the regulations of the present articles of association and any regulations issued by the Steering Committee and approved by the Assembly of the members.

#### **Article 20 - TEMPORARY LAWS**

For the initial period of the Association's existence or in any case, until the first Assembly in 2007 (two thousand and seven), a Chairman and a Secretary, duly appointed in the memorandum of association, will be the Association's temporary organs.

Signed by MANLIO MAGGIOLI, SERGIO MAZZI and PIETRO BERNARDI FABBRANI, PUBLIC NOTARY.