

## **European network of regions for sustainable and competitive tourism**

### ***NECSTOUR's Statutes***

#### ***Non-profit Association (ASBL / VZW)***

**The Generalitat de Catalunya**, Direcció General de Turisme, Passeig de Gràcia, Barcelona, Spain  
represented by Joan Carles VILALTA, General Director

**The Regione Toscana**, di Novoli, 26 - 50127 Firenze (FI), represented by par Paolo BONGINI

**The Région Provence-Alpes-Côte d'Azur**, Hôtel de Région, 27, place Jules Guesde, 13480  
Marseille cedex 20, France, représentée par Michel VAUZELLE, Président

**Have founded a non-profit association (ASBL / VZW) governed by the following statutes.**

#### **Title 1 - Name, goals, headquarters, duration**

##### **Article 1. Establishment and headquarters**

The non-profit association shall be governed by the provisions of the Belgian law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations. The headquarters of the association is established at rue du Trône / Troonstraat 62, 1050 Brussels.

##### **Article 2. Name**

The association is named:

In English: .... "Network of European Regions for a Sustainable and Competitive Tourism"

In French: ....« Réseau des Régions Européennes pour un Tourisme Durable et Compétitif »

In all languages, the association is designated by the acronym: NECSTouR

##### **Article 3. Goals**

The association pursues the following non-profit goals:

NECSTouR aims to develop and strengthen a coherent framework for the coordination of regional development programmes and research on sustainable and competitive tourism following the communication published by the European Commission, entitled "Agenda for European sustainable and competitive tourism" (COM (2007) 0621 - 19-10-2007).

To achieve this goal, NECSTouR will develop cooperation between the regional organisations in the network to promote the application and implementation of concerted and coordinated actions within the member regions. It will involve the European institutions to develop its strategy and aims to:

- Implement applied research in sustainable tourism.
- Share and promote each form of coordination of the projects already underway.
- Exchange information and implement joint activities.
- Use the European funds appropriately.
- Unite the European regions in the preparation of the decisions, the implementation and the evaluation of the tourism policy so that they are able to guide the national government policies to promote the sustainable development tourism and encourage the competitiveness of the European supply.

More generally, the search for innovation in all its forms must be central to sustainable development and competitive strategies.

#### **Article 4. Duration**

The association is established for an unlimited period.

### **Title 2 - The Members**

#### **Article 5. Categories of members**

The association must have at least three members. Membership is open primarily to the regions of the European Union.

NECSTouR is composed of:

- Founding members
- Full members
- Associated members

**The founding members**, also considered as full members, of NECSTouR are the Catalonia, Tuscany and Provence-Alpes-Côte d'Azur regions.

Can become **full members** of NECSTouR:

- regional authorities of the European Union;
- regional authorities of the European Economic Area or of European countries with which the European Union has concluded a partnership agreement in the field of tourism;
- in specific cases, to be determined by the General Assembly, national tourist authorities;

provided that their application for membership is approved by the General Assembly, in acceding to the present statute and paying their contribution, on the basis of their involvement in the development of sustainable and competitive tourism.

Can become **associated members** of NECSTouR: national, European and international professional, associative, institutional, academic or research structures and networks, whose application for membership to the network is approved by the appropriate commission of the General Assembly, in acceding to the present statute and paying their contribution, on the basis of their involvement in the development of sustainable and competitive tourism.

The General Assembly shall, within a year after the establishment of the association, establish an **affiliated membership** status for local and regional professional, associative, institutional, and academic or research structures and networks.

#### **Article 6. Rights and obligations of the members**

The full members, including the founding members, have the following rights and obligations:

- they have the right to vote in the General Assembly, subject to the regulations in this statute and the internal rules;
- they are eligible to the Executive Committee, subject to the regulations in this statute and the internal rules;
- they can participate in working groups;
- they can participate in projects and conferences;
- they receive all documents, newsletters, researches and information generated by the network;
- they have access to the member's database;
- they can use the network to disseminate their activities;

- they can use the NECSTouR logo with the mention “Member of NECSTouR;
- they have the obligation to pay their annual contribution;
- they have the obligation to attend the General Assembly and, in case they are elected, the Executive Committee;
- They have a duty of loyalty toward the principles and objectives inspiring the network, which they have to defend.

The associated members have the following rights and obligations:

- they have the right to attend the General Assembly and the right to vote on the specific issues defined by the General Assembly, subject to the regulations in this statute and the internal rules;
- they are eligible to the Executive Committee as consultative members, subject to the regulations in this statute and the internal rules;
- they can participate in working groups;
- they can participate in projects and conferences;
- they receive all documents, newsletters, researches and information generated by the network;
- they have access to the member’s database;
- they can use the network to disseminate their activities;
- they can use the NECSTouR logo with the mention “Associated Member of NECSTouR;
- they have the obligation to pay their annual contribution;
- they have the obligation to attend the General Assembly and, if they are represented in it, the Executive Committee;
- they have a duty of loyalty toward the principles and objectives inspiring the network, which they have to defend.

#### **Article 7. Validation of the network agreement**

The member regions and the associate members of NECSTouR that wish to join the network will validate the network protocol agreement [Memorandum of understanding - Towards a European Network for a Sustainable and Competitive Tourism - Policies and Instruments for the Consolidation of a European Strategy for a Network of Destinations of Excellence for a Sustainable and Competitive Tourism] through a decision of their regional governments or appropriate governance body.

#### **Article 8. Withdrawal and exclusion**

Any member may withdraw from NECSTouR by notifying his intention in writing to the appropriate commission of the General Assembly. The withdrawal will become effective at the end of the running budgetary year.

The decision to exclude a member may be taken by the General Assembly in case the member has not paid its annual contribution for two consecutive years or in case it has manifestly acted counter to the principles and objectives inspiring the network after hearing the member and with the agreement of two thirds of the executive committee, after a vote of more than half of the members of the General Assembly attending.

The resigned or excluded member cannot claim any rights to the assets of the association.

### **Title 3 - The Structures**

#### **Article 9. Bodies**

The bodies of NECSTouR are:

- The General Assembly
- The Executive Committee

These bodies shall be supported by a permanent secretariat.

### **Section I - General Assembly**

#### **Article 10. Composition**

The General Assembly is composed of all the full members of NECSTouR and it is chaired by a President of the Executive Committee or, in his or her absence, by a Vice-President, or another member appointed by the General Assembly.

The General Assembly will validate the strategic directions of the network proposed by the Executive Committee.

The General Assembly can establish commissions and technical working groups for analyzing and implementing the actions and the policies of the Network.

In addition, two bodies support the General Assembly with their expertise:

- The Committee of Associated Members composed of networks, federations, foundations, tourism organisations and other organisations involved in national, European and / or international sustainable tourism.
- The Academic Committee comprising mainly universities, research institutes that provide knowledge, engineering analysis and expertise.

The composition, the role, the activities and any other issues regarding these two committees will be defined in the network's internal rules and regulations.

#### **Article 10. Convocation**

The President shall convene the General Assembly under the agenda set by the Executive Committee.

#### **Article 11. Powers of the General Assembly**

The General Assembly has full power to achieve the objectives of the association, irrespective of the powers given to her by the law and the present statute. The General Assembly includes in its remit:

- Approval of the report and the organisation of the activities.
- Amendment of the statutes.
- Approval of the NECSTouR membership.
- Exclusion of a member.
- Election and removal of members of the Executive Committee.
- Discharge to the directors.
- Approval of the budget and the accounts.
- Setting the contributions.
- Acquisition and disposition of property.
- Fixation of the personnel establishment.
- The establishment of commissions or technical working groups.
- The composition, the role, the activities and any other issues regarding the Committee of Associated Members and the Academic Committee.
- The determination of the voting powers of associated members.
- The voluntary dissolution of the association.

#### **Article 12. Ordinary meeting**

The ordinary General Assembly meets annually, before 1<sup>st</sup> July, at its headquarters or in the location indicated on the invitation.

#### **Article 13. Extraordinary meeting**

The Executive Committee may convene extraordinary General Assemblies. It shall do so on the written request of five full members addressed to the President, specifying the items to bring to the agenda.

#### **Article 14. Issues not on the agenda**

No valid decision can be taken on an issue not brought to the agenda of a General Assembly unless approved by the Assembly at the beginning of the meeting. The agenda will be amended and the modification will be reported in the minutes.

#### **Article 15. Represented members**

Each member has one vote and may be represented by another member duly authorised. Each warrant will be given in writing to the General Assembly. A holder may vote for no more than two other members. Full members can only be represented by other full members.

#### **Article 16. Exclusion**

Every vote concerning the approval or the exclusion of a member or any other elections or dismissals shall be implemented by a secret ballot. The proposal has to be mentioned in the agenda and the decision must be taken with a majority of at least two thirds of the General Assembly.

#### **Article 17. Minutes**

The minutes of the Executive Committee's deliberations and the decisions taken by the General Assembly are made available to members by the President or any other person of the Executive Committee appointed to do so.

#### **Article 18. Amendment**

Without prejudice to the Belgian law regarding non-profit associations, international non-profit associations and foundations, the statutes can be amended by the General Assembly on proposal by the Executive Committee or on the written request of one fifth of the permanent members addressed to the Committee. Any proposal or request for change should be included in the agenda of the next meeting.

The General Assembly decision on any changes to the statute can only be validated only if at least two thirds of the members are present or represented.

If the quorum is not reached, the Executive Committee will convene a new General Assembly which will meet at least 15 days later and which shall decide validly whatever the number of members present or represented.

In order to be adopted, any changes must hold two thirds of votes, including blank or invalid votes.

### ***Section II - The Executive Committee***

#### **Article 19. Role**

An Executive Committee will be established to formulate the proposals of strategic direction (which in order to come into force have to be approved by the General Assembly) and take charge of the action plan and of the medium/short-term decision-making in agreement with the strategic direction of the General Assembly.

The Executive Committee has the management and administrative authority, subject to the authority of the General Assembly. It may delegate the daily management to its President, and / or one or more director (s) or one or more attendant (s) to which it designates authority.

#### **Article 20. Composition**

The Executive Committee is composed of the founding members, nine members elected by the General Assembly from the other full members of NECSTouR, plus three representatives of the associated members, with the prerogatives described in Art. 22. The General Assembly will ensure the rotation of the members of the Executive Committee. In terms of an equitable geographic distribution of the full members, the following pattern should be adopted to provide coverage throughout Europe: three southern regions, three northern regions and three eastern regions, unless this manifestly contradicts the principle of rotation of the members.

Candidates are proposed for election to the General Assembly for a period of three years, possibly renewable. Their mandate can be terminated by resignation, placement under provisional administration, or dismissal by the General Assembly.

In case of vacation during a mandate, the General Assembly may temporarily appoint a replacement to complete the mandate that it replaces.

Resignation is notified in writing to the President and it is effective on the tenth day after notification. The revocation is decided by the General Assembly on the proposal of at least half the members of the Executive Committee, or at the request of more than half of the members of the General Assembly or according to the terms for the exclusion of a member under Article 8.

#### **Article 21. President, vice-president, general secretary, treasurer**

The Executive Committee elects one President, two Vice-Presidents, a General Secretary and a Treasurer whose duties are defined in the rules and regulations.

#### **Article 22. Additional members**

In addition to the full members, the Executive Committee will also be composed of 3 additional members representing the associated members. Those 3 members will be

- A representative of the tourism enterprises ( trade associations and other organizations representing the tourism enterprises/professionals representatives)
- A representative of the tourism industry employees (trade/labour unions)
- A representative of the academic group.

Those three members will have a consultative/technical support role. They have the right to vote concerning specific projects and plans of action of the technical working groups, as specified in the regulations. The Executive Committee, on proposition of the concerned members, will validate the nomination and election rules of the representatives.

#### **Article 23. Meetings and convocation**

The Executive Committee meets at least twice a year or at the request of at least one third of its members. It is convened by the President. The convocation does not necessarily include all items on the agenda.

#### **Article 24. Decisions**

Decisions are taken by simple majority of the representatives attending the meeting, provided at least 7 full members are present. In case of a tie between votes, the president shall cast the deciding vote.

#### **Article 25. Representation of the association**

The Executive Committee may represent and bind the association, without any special authorisation by the General Assembly, in all judicial and extra-judicial business, and anything that falls outside the jurisdiction of the General Assembly. All financial instruments require, when they exceed current

business management, the double signature of the President and Treasurer, except if they are signed by proxy. The President and the Treasurer report to the next Executive Committee.

The Executive Committee may delegate some of its authority to its members, to the personnel of the association, or to third parties.

The Association is adequately represented in court by the President or by an administrator appointed for this purpose by the Executive Committee.

Actions relating to the appointment, dismissal and termination of employment of persons authorised to represent the association established in accordance with the law shall be published in accordance with the provisions of the Belgian law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations.

#### **Article 26. Accountability**

Each year, the Executive Committee at the annual meeting of the General Assembly is accountable for its management during the past year.

### **Title 3 - Secretariat**

#### **Article 27. Secretariat**

The association shall be supported by a permanent secretariat whose nature and responsibilities will be determined in the rules and regulations. On the basis of the personnel establishment, decided by the General Assembly, the Executive Committee is authorized to recruit personnel for this permanent secretariat.

### **Title 4 - Finances**

#### **Article 28. Financial year**

The financial year starts on 1 January and ends on 31 December of each year.

The annual accounts of the past year and the budget for the current year are established by the Executive Committee each year and submitted to the General Assembly for approval before 1 July.

#### **Article 29. Resources**

The resources of the association shall consist of:

1. The statutory annual contribution of the members defined by the General Assembly.
2. Special supplementary payments owed by member agencies or third parties for activities performed for them. The European Union could be one of these third parties.
3. Income from NECSTouR's own activities.
4. Donations, bequests, grants and gifts.
5. Interest on capital investments and income from property.
6. Any other resources consistent with the law.

#### **Article 30. Annual contributions**

The annual contributions cannot exceed the amount of 10000 euro.

The annual contribution will be stipulated in the rules and regulations and will be subject to a vote by the General Assembly.

### **Title 5 - Dissolution of the Association**

#### **Article 31. Dissolution**

The General Assembly cannot pronounce the dissolution of NECSTouR unless two thirds of the full members are present or represented. If this condition is not met, a second meeting shall be convened at least 15 days later, which will deliberate validly whatever the number of members present or represented. The dissolution is ordered in all cases by a majority of four fifth of the votes, including blank or invalid votes.

#### **Article 32. Transfer of goods and assets**

In the event of dissolution, the General Assembly will decide on the transfer of NECSTouR's goods and assets, which will be, for all intent and purposes, a non-profit organization, which is preferably another organization promoting sustainable tourism.

### **Title 6 – Miscellaneous provisions**

#### **Article 33. Publication of decisions**

The decisions of the general assembly can be consulted at the headquarters of the association and will be published on NECSTouR's website.

#### **Article 34. Matters not covered by the present statutes**

All matters not covered by the present statutes will be settled in accordance with the provisions of the Belgian law of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations.

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