



Madeira
Promotion
Bureau

Annex 16

STATUTES OF THE MADEIRA PROMOTION BUREAU

CHAPTER I

NAME, NATURE, TERM, HEAD OFFICE AND OBJECT

ARTICLE 1

NAME, NATURE AND TERM

1. The 'Associação de Promoção da Região Autónoma da Madeira' (Madeira Promotion Bureau), hereinafter referred to as the Promotion Bureau, is a private, non-profit association governed by these Statutes and, subsidiarily, by the rules of private law.
2. The establishment of the Promotion Bureau is the result of the Protocol signed between ICEP - Portugal, the Regional Secretariat for Tourism and Culture of Madeira, the Regional Secretariat for the Economy of the Azores, the Portuguese Tourism Confederation and the Portuguese Tourism Regions Association (ANRET), for the Coordination and Contracting of Tourism Promotion, on 30 May 2003, a document which is reproduced herein and becomes an integral part of these Statutes as Annex I.
3. The Promotion Bureau shall exist as long as the assumptions set out in the Tourism Promotion Coordination and Contracting Protocol remain in force.

ARTICLE 2

HEAD OFFICE

1. The Promotion Bureau has its head office in the city of Funchal, at Rua dos Aranhas, twenty-four.
2. The Board of Directors may decide to set up subsidiaries or other forms of representation within and outside national territory, provided they are convenient for the pursuit of Promotion Bureau's purpose.



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ARTICLE 3

OBJECT

1. The Promotion Bureau aims to promote and publicise the Autonomous Region of Madeira as a tourist destination, focusing particularly on promoting and attracting business.
2. The object referred to in the preceding paragraph shall be pursued with a view to creating opportunities for the destination with a particular focus on consolidating current tourist flows and creating new and differentiated flows, through activities in the areas of public relations, support for events, congresses, advertising to the end consumer and incentives, promotional and partnership actions, better described in the document referred to in the following paragraph.
3. The founding members shall sign a document specifying the areas of intervention of the Promotion Bureau, which forms an integral part of these Statutes, as its Annex I.
4. In order to pursue its object, the Promotion Bureau may cooperate with any foreign entity, public or private, in activities related to its purpose.
5. The Promotion Bureau may favour the use of outsourcing for implementing and fulfilling its object.
6. The Promotion Bureau is not intended to replace the competent bodies of the Regional Government of Madeira in the development and promotion of tourism, nor to curtail its traditional field of action, but rather to act and intervene complementarily in the areas referred to in paragraphs two and three of this article, or not, with the Regional Administration.

CHAPTER II

THE MEMBERS

ARTICLE 4



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MEMBERS

1. There shall be founding, ordinary and honorary members.
2. Founding members are the Autonomous Region of Madeira and the Industrial and Commercial Association of Funchal - Chamber of Commerce and Industry of Madeira.
3. Ordinary Members are public or private legal persons pursuing aims that are in line with the object of the Promotion Bureau.
4. Honorary Members are public or private, natural or legal persons, who deserve this distinction for their contribution to the development of the tourism sector in the Autonomous Region of Madeira.

ARTICLE 5

ACQUIRING MEMBERSHIP

1. Ordinary members shall be admitted upon proposal of the Board of Directors and by decision of the General Meeting, taken by a relative majority of its members, with the favourable votes of the Founding members.
2. Honorary members shall be admitted upon proposal of the Board of Directors and by decision of the General Meeting, taken by an absolute majority of its members, with the favourable votes of the Founding members.

ARTICLE 6

MEMBERS' RIGHTS

1. Members have the right to:
 - a) Participate and vote at General Meetings;
 - b) Be nominated and, where appropriate, elected to any association position;
 - c) Request the convening of extraordinary general meetings pursuant to these statutes and the law;
 - d) Examine the accounts, documents and other elements relating to Promotion Bureau's activities;



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- e) Use, pursuant to the terms of the statutes and regulations, all the services created by the Promotion Bureau for its members and enjoy the benefits and perks that the practice and development of the association's aims provide;
 - f) Use Promotion Bureau's logos and graphic image in all its correspondence, publications, advertisements and generally in all its external activity;
 - g) Be included, with a recommendation, in information or promotional publications;
 - h) Benefit from more favourable treatment when acquiring products or services marketed or managed by the Promotion Bureau;
 - i) Enjoy better conditions for promoting themselves at international events that the Promotion Bureau organises or participates in.
2. Honorary members are not recognised as having the rights set out in points a) to d), with the exception of the right of any of them to be invited to attend the General Meeting, where they may be given the floor.
3. The rights inherent to membership can only be exercised by members who have paid their fees.

ARTICLE 7

MEMBERS' DUTIES

1. Members have a duty to:
- a) Comply with statutory and regulatory obligations, as well as with the resolutions of the governing bodies;
 - b) Give preference, whenever possible, to the Promotion Bureau in the provision of services that fall within the scope of its activity;
 - c) Pay on time their membership fees as well as any other instalments for which they are liable;
 - d) Respect the guidelines or decisions made by the Board of Directors of the Promotion Bureau;
 - e) Provide the information requested by the Promotion Bureau in order to make its services and operations more effective.
2. Point c) of the preceding paragraph does not apply to honorary members.



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ARTICLE 8

LOSS OF MEMBERSHIP

1. Anyone in any of the following situations shall lose their membership:
 - a) Serious or repeated non-compliance with statutory and/or regulatory provisions;
 - b) Ninety days' default in the payment of their fees and failure to settle them within the period indicated by the Board of Directors, which shall not be less than one month, by registered letter;
 - c) Declaration of membership withdrawal addressed to the Board of Directors.
2. In the cases provided for in point a) of the preceding paragraph, exclusion is always determined by the General Meeting, on its own initiative or preceded by a reasoned proposal from the Board of Directors, and the respective resolution is taken by a majority of three quarters of the members present.

CHAPTER III

THE BODIES OF THE PROMOTION BUREAU

SECTION I

GENERAL PROVISIONS

ARTICLE 9

BODIES

1. Promotion Bureau's bodies are the General Meeting, the Board of Directors and the Supervisory Board.
2. An Advisory Board shall be set up by the General Meeting pursuant to these statutes.
3. An Executive Manager shall work under the direct supervision of the Board of Directors as the entity that ensures the execution of the resolutions or decisions of the Promotion Bureau bodies.



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ARTICLE 10

TERM OF OFFICE

1. The term of office of the members of Promotion Bureau's bodies shall be of three years, with free reelection, and shall not be remunerated.
2. The term of office of the members of the Advisory Board shall coincide with that of the Bodies of the Promotion Bureau.

ARTICLE 11

APPOINTMENT OF THE GOVERNING BODIES

1. The lists of candidates to be appointed to the governing bodies shall be submitted to the Chair of the General Meeting at the head office of the Promotion Bureau, three working days before the date of the meeting convened for that purpose.
2. When drawing up lists, legal persons shall appoint their representatives to sit on the governing bodies, who, once appointed, shall only be replaced if they have lost the status they held in the legal person that appointed them.
3. In exceptional cases, a change in the legal person's representative may be accepted by the respective governing body, in cases other than those set out in the preceding paragraph.
4. Should the Board of Directors or the Supervisory Board be reduced to less than half of its members, an extraordinary General Meeting shall be held to fill the vacant seats.

ARTICLE 12

MINUTES

There shall be mandatory minute books to record the content of General Meeting, Board of Directors, Supervisory Board and Advisory Board meetings, which shall be signed by the person chairing the meeting and the person responsible for drawing them up.



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SECTION II

THE GENERAL MEETING

ARTICLE 13

CONSTITUTION

The General Meeting is made up of all founding and ordinary members in full possession of their membership rights.

ARTICLE 14

COMPOSITION

1. The General Meeting is run by a board made up of a Chair and two Secretaries, with the First Secretary standing in for the Chair when absent or unable to attend.
2. The position of Chair of the General Meeting shall be held by the founding member Industrial and Commercial Association of Funchal - Chamber of Commerce and Industry of Madeira, and the other two positions shall be appointed by each of the founding members.

ARTICLE 15

COMPETENCE

The General Meeting is responsible for:

- a) Ratifying the list of members appointed to the Board of the General Meeting, the Board of Directors, the Supervisory Board and the Advisory Board, requiring 75% of the votes cast and at least 50% of the members present to reject the proposed list;
- b) Dismissing the Board of the General Meeting, the Board of Directors, the Supervisory Board and the Advisory Board;
- c) Electing six members of the Advisory Board in accordance with Article 24(2) and (3) of the statutes.



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- d) Resolving on the approval of the reports, balance sheets and accounts for each financial year presented by the Board of Directors, as well as on the opinion of the Supervisory Board;
- e) Setting the amount of the admission and membership fees to be paid by the Members, upon proposal by the Board of Directors;
- f) Deciding on the approval of the activity plan, as well as of the annual budget and supplementary budgets, if any;
- g) Deciding on the exclusion of members pursuant to Article 8 of these statutes;
- h) Deciding on the amendment of the statutes, as well as on the winding-up, clearing or merger of the Promotion Bureau.

ARTICLE 16

OPERATION

1. The General Meeting shall meet ordinarily to consider and vote on the budget and the business plan by 31 December, to consider and vote on the annual report by thirty-one March and triennially to appoint the governing bodies.
2. The General Meeting shall meet extraordinarily at the initiative of its Chair or whoever replaces them, at the request of the Board of Directors, of the Supervisory Board, of two thirds of the ordinary members, or any of the founding members.
3. General Meetings, both ordinary and extraordinary, shall be convened by the Chair or whoever replaces them, by means of a postal notice sent to each member at least eight days in advance; the notice shall state the day, time and place of the meeting and the respective agenda.
4. If an absolute majority of the members are not present at the appointed time, the Meeting shall meet regularly thirty minutes later, regardless of the number of members present and represented.
5. In the event of an amendment to the statutes, if at least 50% of the members are not present and represented at the General Meeting convened for that purpose, a new General Meeting shall be convened, which will take place with the number of effective presences, and its resolutions shall be taken by a qualified majority of 75% of the Members present and represented. However, winding-up, clearing, merger or any change to the statutes shall require the favourable vote of the founding members.



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ARTICLE 17

RIGHT OF REPRESENTATION

One member may be represented by another at meetings of the General Meeting, the legitimacy of the mandate being guaranteed by a letter from the person represented addressed to the Chair of the Board.

SECTION III

THE BOARD OF DIRECTORS

ARTICLE 18

CONSTITUTION

1. The Board of Directors is made up of a Chair, a Vice-Chair and five members.
2. The position of Chair of the Board shall be held by the founding member Autonomous Region of Madeira - Regional Secretariat for Tourism and the position of Vice-Chair shall be held by the founding member Industrial and Commercial Association of Funchal - Chamber of Commerce and Industry of Madeira. Three voting member positions shall be held by the founding member Industrial and Commercial Association of Funchal - Chamber of Commerce and Industry of Madeira, and the other two by the founding member Autonomous Region of Madeira.

ARTICLE 19

COMPETENCE

1. The Board of Directors shall perform all the acts necessary to carry out the activities that fall within the purpose of the Promotion Bureau and, in particular, the following:
 - a) Manage, guide and execute the acts tending towards the fulfilment of Promotion Bureau's purposes, as well as represent it in and out of court;
 - b) Draw up the annual budget and the annual or multiannual activity plan, which shall be submitted to the binding opinion of the Advisory Board prior to being considered and voted on by the General Meeting;



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- c) Create and manage sections, committees and working groups and decide on their competences, means and respective regulations;
 - d) Draw up the reports, balance sheets and accounts for each financial year, which shall be certified by an external auditing company;
 - e) Manage Promotion Bureau's assets and organise the running of its services;
 - f) Request the convening of extraordinary meetings of the General Meeting;
 - g) Propose the admission of new members;
 - h) Perform all other duties assigned to it by law, by the statutes or by General Meeting resolutions.
2. The Promotion Bureau is bound by the joint signatures of the Chair and Vice-Chair of the Board of Directors, who may delegate this power to any of the board members and/or the Executive Manager.
3. The Chair of the Board of Directors shall be responsible for representing the Promotion Bureau, without prejudice to the powers of the Executive Manager pursuant to these statutes.
4. The Board of Directors shall appoint or hire an Executive Manager in order to fulfil the competences assigned to it.

ARTICLE 20

OPERATION

1. The Board of Directors of the Promotion Bureau meets ordinarily at least once a month and extraordinarily whenever convened by its Chair or at the request of any of its members.
2. The Chair of the Board of Directors shall have two votes and the remaining members of the Board of Directors shall have one vote. The Board's resolutions shall be taken by relative majority, with at least five of its members present, and the Chair shall also have the casting vote.

SECTION IV

THE SUPERVISORY BOARD



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ARTICLE 21

CONSTITUTION

The Supervisory Board is made up of three members, namely one Chair appointed by the founding member Industrial and Commercial Association of Funchal - Chamber of Commerce and Industry of Madeira, one member appointed by the founding member Autonomous Region of Madeira, and the other member a chartered accountant (ROC), appointed by mutual agreement of the founding members.

ARTICLE 22

COMPETENCE

The Supervisory Board is responsible, in particular, for supervising Promotion Bureau's income and expenditure, issuing opinions on such matters requested by the other governing bodies and, as a duty of office, providing its opinion on the budget, the annual report of the Board of Directors and the balance sheet and accounts of the Promotion Bureau, and requesting the convening of extraordinary general meetings pursuant to these statutes.

ARTICLE 23

OPERATION

1. The Supervisory Board of the Promotion Bureau meets ordinarily once every six months and extraordinarily whenever its Chair convenes it on their own initiative or at the request of the other governing bodies.
2. The Supervisory Board shall not meet with less than two members present.
3. Each member has one vote and the Chair has a casting vote.

CHAPTER IV



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THE ADVISORY BOARD

ARTICLE 24

CONSTITUTION

1. The Advisory Board is made up of eleven members, inherently including the Chair of the General Meeting, who will preside, the Chair and Vice-Chair of the Board of Directors, the Executive Manager and the Chair of the Supervisory Board.
2. Without prejudice to the provisions of the following paragraph, the remaining six members with voting rights, to be elected by the General Meeting, shall be natural persons, whether or not representing legal persons, who carry out an activity linked to tourism and who are publicly recognised for their contribution to the development of this sector.
3. The founding member of the Industrial and Commercial Association of Funchal - Chamber of Commerce and Industry of Madeira, shall be responsible for proposing the appointment of six members of the Advisory Board to the General Meeting.
4. If none of them is a member due to the appointments provided for in the preceding paragraphs, the regional director and the director of promotion services of the Regional Directorate for Tourism, and the secretary-general of the Industrial and Commercial Association of Funchal - Chamber of Commerce and Industry of Madeira shall also take part in the Advisory Board, but without voting right and without the possibility of being represented by others.
5. The members of the Advisory Board shall hold office for the same period as the governing bodies, after which they shall be reappointed pursuant to these statutes.

ARTICLE 25

COMPETENCE

The Advisory Board is responsible, in particular, for issuing its opinion on the Board of Directors' activity plan, which is binding. It shall make suggestions to be incorporated into that document and monitor it, and may propose to the Board of Directors the implementation of specific initiatives.

Sole § - The Advisory Board may also issue an opinion on the rules and admission of members, when requested by the Board of Directors.



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ARTICLE 26

OPERATION

1. The Advisory Board of the Promotion Bureau meets ordinarily at least once a quarter and extraordinarily whenever convened by its Chair or at the request of any of its members.
2. Each member of the Advisory Board shall have one vote and its resolutions shall be taken by relative majority, with at least seven of its members present, and the Chair shall have a casting vote.
3. Honorary members may be invited by the Chair of the Advisory Board to take part in its meetings, but shall not have voting rights.

CHAPTER V

THE EXECUTIVE MANAGER

ARTICLE 27

TITLE

1. An Executive Manager shall work under the direct supervision of the Board of Directors as the entity that ensures the execution of the resolutions or decisions of the Promotion Bureau bodies.
2. The Executive Manager shall be appointed by the Board of Directors from among their peers or hired by it, which shall set their remuneration in such case.

ARTICLE 28

COMPETENCES

1. The Executive Manager is responsible for:
 - a) Coordinating and ensuring the execution of Board of Directors' resolutions and/or decisions.



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- b) Organising and documenting a general information archive;
 - c) Presenting reports on Promotion Bureau's activities to the Board of Directors every six months;
 - d) Performing the general management of the Promotion Bureau and coordinating its services;
 - e) Participating in Board of Directors and Advisory Board meetings;
 - f) Exercising the competences delegated or sub-delegated by the Board of Directors.
2. Whenever feasible, outsourcing will be favoured for the execution and implementation of the Executive Manager's competences and, ultimately, of Promotion Bureau's own corporate object.

CHAPTER VI

CULTURAL

ARTICLE 29

REVENUE

The Promotion Bureau's revenue includes cash payments made by members, funds made available by ICEP - Portugal, by the Autonomous Region of Madeira and by members, under the aforementioned Tourism Promotion Coordination and Contracting Protocol, contributions and donations from members, grants, donations and legacies, subsidies and income of any kind, namely financial support obtained within the scope of community projects or resulting from agreements or contracts made with regional, national or foreign bodies.

CHAPTER VII

WINDING-UP AND CLEARING



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ARTICLE 30

WINDING-UP

The Promotion Bureau shall be wound-up if the assumptions set out in the Tourism Promotion Coordination and Contracting Protocol change, in the cases provided for by law and when the General Meeting so decides by a majority of 75% of the number of all members.

ARTICLE 31

CLEARING

The members of the Board of Directors in office on the date of the winding-up shall serve as official receivers, who may propose to the General Meeting the immediate appointment of a Winding-up Committee.

ARTICLE 32

DESTINATION OF PROMOTION BUREAU'S ASSETS

Unless otherwise provided for by law, Promotion Bureau's assets shall be disposed of as determined by the General Meeting.

CHAPTER VIII

FINAL AND TRANSITIONAL PROVISIONS

ARTICLE 33

INSTALLATION SCHEME

1. Until the General Meeting has met to ratify the list of the governing bodies, the day-to-day management of the Promotion Bureau and the enquiries to public and



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private entities of the sector shall be ensured by the respective installation commission, the composition of which is set out in Annex III to these Statutes.

2. The six members of the Advisory Board referred to in Article 24 (2) and (3) shall be elected within sixty days of ratification of the list of governing bodies.

ARTICLE 34

OMISSIONS

Any omissions shall be resolved by the General Meeting in accordance with the legislation in force.