

ARTICLES OF ASSOCIATION

(version of 26 April 2002)

Article 1

Foundation, domicile

Under the name AONTES

(English: Association of Official National Tourist Office Representatives in Switzerland;

German: Vereinigung Offizieller nationaler Verkehrsbüros in der Schweiz;

French: Association des Offices Officiels du Tourisme)

an Association shall be established with non-material objectives in accordance with the present Articles of Association as well as Articles 60 ff of the Swiss Civil Code.

The Association shall be domiciled at the place where the office of the Chairman is located.

Article 2

Purpose

The purpose of the Association is the promotion of mutual interests in the field of international tourism.

The purpose of the Association shall furthermore be to co-ordinate and intensify the reciprocal relations between the members, the exchange of ideas and experiences, the development of relations with Swiss authorities as well as with organisations which are active in Switzerland in the field of tourism.

Article 3

Members

The Association comprises:

- a) active members
- b) associate members
- c) honorary members

Active members may be official tourist offices active in the Swiss market.

Associate members may be Swiss tour operators and organisers of tourism exhibitions which regularly work together with the majority of the active members of AONTES, as well as specialist travel agency associations and other organisations which are responsible for the Swiss market and which are domiciled in Switzerland.

Honorary members can be natural persons who have rendered the Association outstanding services.

Requests for admission as active or associate members must be made in writing. The admission shall be performed by the General Meeting.

A resolution to reject an application for membership, for which reasons must be given, cannot be contested.

Article 4

Departure, exclusion

Members who wish to leave the Association must notify the Chairman thereof at least one month prior to the end of an association year by means of a registered letter.

Members who leave the Association during the course of a year must pay the full annual fee.

Members who fail to meet their obligations under the Articles of Association or regulations, or whose behaviour is considered detrimental to the Association, can be excluded by the General meeting upon application of the Board of Management.

Article 5

Voting rights

Only active members shall be entitled to vote. If a country has several offices in Switzerland, then the country in question shall be entitled to name the office which shall be entitled to vote at the General Meeting; each country shall have a single vote.

In the case of meetings of members, only the leaders of the active members shall be entitled to vote. They may arrange for themselves to be represented by a proxy.

Article 6

Financial resources

Active and associate members shall pay an annual fee to the Association, the level of which shall be established by the General Meeting.

In the case of active members with several offices in Switzerland, each office must pay the fee.

Honorary members shall be freed from the obligation to pay membership fees.

Article 7

Liability

Only the assets of the Association shall be liable with respect to the liabilities of the Association. A liability of the members shall be excluded.

The organs of the Association are the General Meeting, the Board of Management and the Auditors.

Article 8

General Meeting

The supreme organ of the Association is the General Meeting.

The ordinary General Meeting shall be held annually. The extraordinary General Meeting shall be convened by the Board of Management or following a written request submitted by one fifth of the active members.

The meeting shall be convened in writing at least fourteen days in advance, specifying the items on the agenda.

Only the leaders of the members or their deputies may take part in the General Meeting.

The ordinary General Meeting shall pass its resolutions with a simple majority of the present active members.

The following authority shall be reserved exclusively for the General Meeting:

- accounts and administration
- appointing the members of the Board of Management, the Chairman and the Auditors
- establishing the level of the membership fees

In the event of a parity of votes, the Chairman shall have a casting vote.

Amendments to the Articles of Association as well as a resolution to dissolve the Association may only be passed with a two-thirds majority of the present active members.

Article 9

The Board of Management

The Board of Management shall consist of:

- a) one Chairman
- b) at least one, at the most four Vice Chairmen

The Board of Management shall in each case be elected by the General Meeting for three-year periods of office, whereby the following rules shall apply:

- a) the members of the Board of Management must be drawn from the ranks of the active members;
- b) proposed candidatures for the office of Chairman or for membership of the Board of Management must be submitted to the incumbent Chairman at the latest 10 days prior to the General Meeting; if an insufficient number of candidates have been proposed, then proposals shall be made from the ranks of the General Meeting.
- c) the Chairman and the members of the Board of Management may remain in office for a maximum of six consecutive years.
- d) members of the Board of Management can be voted out of office at any time by a simple majority of the active members present at any meeting of members.

The Board of Management shall represent the Association externally.

The Board of Management shall be entitled to issue all the instructions which are required to pursue the objectives of the Association. The Board of Management can appoint representatives for specific specialist fields. Such representatives shall be responsible for establishing and maintaining contacts with associations, federations or organisations which are of particular relevance to the members.

The representatives shall inform the members on at least one occasion each year about the current development or wishes of the partner organisations for which they are responsible for establishing and maintaining contacts.

The representatives must represent the majority views of the members at the partner organisations (partner organisations are listed in the list of representatives).

Any member may be appointed as a representative.

The Board of Management may entrust the bookkeeping to a person or organisation that is not a member of the Association.

This person or organisation shall be invited to attend the meetings of the Board of Management, if their presence is considered necessary. They shall not be entitled to vote.

The Board of Management may conduct negotiations and shall constitute a quorum when at least two (active?) members are present. It shall pass resolutions with a simple majority.

Article 10

Auditing

The General Meeting shall elect two Auditors and two Deputy Auditors to two-year periods of office.

Article 11

Association year

The Association year shall extend from 1 January to 31 December.

Article 12

Amending the Articles of Association

The present Articles of Association may be amended at any time by a General Meeting convened for this purpose. A two-thirds majority of the present active members shall be required to pass resolutions in this respect.

Article 13

Dissolution

The Association may be dissolved by a General Meeting convened for this purpose. A two-thirds majority of the present active members shall be required to pass resolutions in this respect.

In the event of the dissolution of the Association, following the settlement of all outstanding debts, the General Meeting shall resolve with a simple majority how the assets are to be used.

Article 14
Approval

The present Articles of Association were approved at the General Meeting of 26 April 2002. They replace those of 10 April 1997.

Those members who joined the Association in accordance with the rules of the old Articles of Association may remain in the Association even if they no longer fulfil the current terms and conditions of membership (Art. 4, Para. 2 remains reserved).