

VISIT CONSTITUTION

(Final Version, 18th February 2004)

Article 1: VISIT

- 1.1 VISIT stands for Voluntary Initiatives for Sustainability in Tourism
- 1.2 VISIT is registered in Amsterdam
- 1.3 VISIT is a non profit association serving as the independent, impartial umbrella organisation for tourism Ecolabels.

Article 2: Mission statement

1. VISIT promotes and supports sustainable tourism development through the representation, promotion and mutual co-operation of international, national and regional certification schemes and other voluntary initiatives for sustainable tourism at an international level.

Sustainable tourism is defined as: “tourism development that meets the needs of the present tourists and host regions, while protecting and enhancing the opportunities for future generations. It is envisaged as leading to the management of all resources in such a way that economic, social and aesthetic needs can be fulfilled, while maintaining cultural integrity, essential ecological processes, biological diversity and life support systems” (WTO, EU)

2. The association attempts to reach this goal via a legal way, by means of:
 - Promotion of and support to sustainable tourism development, especially innovative projects and approaches towards this goal
 - Promotion of its full members and their certified products
 - Promotion of certification for sustainability in tourism in compliance with the VISIT standards
 - Protection and further development of the VISIT standards for tourism certification schemes
 - Support to the mutual recognition, the co-operation and exchange of information, experience and expertise among the members, as well as other expressed members' interests
 - Support to activities between its members and other stakeholders
 - Development and protection of the VISIT name and concept

Article 3: Duration

1. The association has been founded for an indefinite period of time
2. The association year goes together with the calendar year, with the criteria that the first association year ends at the end of December of the year that the association has been established.

Article 4: Structure of VISIT

The association shall be governed by the following bodies:

- a. The General Assembly
- b. The Board

Article 5: The General Assembly

1. The General Assembly is the leading decision making body of VISIT and shall consist of the representatives of all full members of VISIT.
2. Full members shall nominate their representative to the General Assembly in writing.
3. The General Assembly shall have the following authorities and obligations:
 - a. to review and vote on the general VISIT strategy;
 - b. to review and vote on the annual budget;
 - c. to determine the annual membership fees;
 - d. to approve the annual financial accounts and the annual financial audit report;
 - e. To approve the annual activity report and plan;
 - f. to elect the VISIT Board members and financial auditors;
 - g. to decide on the installation of an Advisory Committee and to elect its members;
 - h. to decide to change the articles of association and regulations;
 - i. to adopt and expel full and associated members;
 - j. to decide on the establishment of a Secretariat, Advisory Committee or Special Commissions, as required;
 - k. to decide on the revision of the Visit Standards.
4. One full member shall have one vote
5. Quorum of the General Assembly shall be at least 2/3 (by representation or proxy) of the full members. Proxy can be delegated by phone, writing, fax and e-mail.
6. One full member can have one delegated vote (written delegation), which can be specified according to the agenda.
7. Simple majority (>50%) of full members (including delegated members) attending the General Assembly meeting shall carry all decisions of the General Assembly, except for decisions as mentioned in article points 4.1.3 h), i), j) and k).
8. 2/3 of the votes of full members attending the General Assembly meeting shall carry all decisions of the General Assembly concerning article 4.1.3 h), i), j) and k).
9. The General Assembly is open to guests, such as associated members and other stakeholders upon invitation by the board or General Assembly.
10. The General Assembly shall meet not less than once every 2 calendar years
11. If requested in writing (including e-mail) by at least 1/3 of members, the Board shall convene a General Assembly within three months.
12. Full members shall be given at least two months notice of a General Assembly Meeting by the Board;
13. A full member wishing to place a matter before the General Assembly shall arrange for his/her proposal to be deposited with the Board not less than three weeks before the date of the General Assembly.
14. In the case where a properly announced General Assembly did not reach the set quorum, the board may choose from one of the following options:
 - a. To convene another GA not later than 30 days after the original date (with at least two weeks notice for members) or in case this does not work:
 - b. to put the issues of the GA to an electronic voting procedure, whereby the members may return the voting ballot within 10 working days.

Article 6: The Board

1. Members of the Board are elected by the General Assembly on a regular basis for a two year term, eligible for re-election.
2. The Board shall consist of 3 to 5 full members of the general assembly of which maximum one can be a non-ecolabel
3. The minimum positions to be appointed are the chairman, secretary and treasurer.
4. The Board shall represent the variety of full members of the VISIT organisation.
5. Board members should promote the interests of the VISIT organisation.
6. The Board shall have the following authorities and obligations:
 - a. To legally represent the VISIT organisation (chairman);
 - b. to manage the day-to-day activities of VISIT;
 - c. to convene the General Assembly in compliance with Article 5.1;
 - d. to prepare all the necessary documents for the General Assembly in compliance with Article 5 and to send them to the members about four weeks before the meeting;
 - e. to prepare and regularly review the VISIT Bylaws.
7. The quorum of a Board Meeting shall be the majority of Board members in post;
8. Each Board member shall have one vote;
9. Simple majority shall carry all decisions of the Board. In case of equal votes the chairman vote decides;
10. Board members shall be given at least 6 weeks notice of a Board meeting;
11. A Board member wishing to place a matter for the Board shall arrange for his/her proposal to be deposited with the Board members not less than three weeks before the date of the Board meeting
12. The Board shall meet not less than twice each calendar year upon invitation of the chairman and keeps minutes of its formal meetings.

Article 7: Membership

VISIT has the following categories of membership:

- Full members
- Associated members

Article 8: Full members

1. Full membership of VISIT is open to organisations which fully comply with the following criteria:
 - a. are officially registered as a legal body;
 - b. are legally responsible for a tourism ecolabel ;
 - c. their environmental certification scheme shall comply with the VISIT standards for tourism certification schemes;
 - d. subscribe to the mission statement and objectives of VISIT as formulated in article 2 of these statutes;
 - e. are willing to work according to these statutes and the VISIT Bylaws;

2. The EU LIFE “ECO-LAB” project partners have the right to elect one full member for which membership criteria 8.1. b. and c. is not obligatory. However, the elected full member cannot be a certification scheme for sustainable tourism (ecolabel). The following organisations are the ECO-LAB project partners:
 1. **European Centre for Eco and Agro Tourism – Projects**, seated in Minahasastraat 1, 1094 RS Amsterdam and registered at Chamber of Commerce Amsterdam number 34182783;
 2. **ECOTRANS E.v.**, seated at Futterstrasse 17-19, D-66111 in Saarbrücken, Germany and registered under nummer VR 4344 in Amstgericht Saarbrücken, office;
 3. **Naturfreunde Internationale (Friends of Nature International)**, seated in Diefenbachgasse 36, A-1150 Vienna, Austria, registration number XV-2414 in verreinsregister of Bundespolizeidirektion Wien:
 4. **Stattreisen Hannover E.v**, seated in Hausmannstrasse 9-10, D-31059 Hannover, Germany; registration number VR 6017 in Amstgericht Hannover;
 5. **Agenzia Regionale Prevenzione e Ambiente dell’Emilia-Romagna (ARPA)**, seated in Via Po 5, 40139, Bologna, Italy; registered under fiscal code CF 04290860370.
3. The associated members have the right to elect one full member for which membership criteria 8.1. b. and c. is not obligatory, however the elected full member can not be a certification scheme for sustainable tourism (ecolabel).
4. A body which wants to be recognised may apply for joining VISIT in writing.

Article 9: Associated members

Associated membership is open to organisations meeting the following criteria:

- a. are officially registered as a legal body;
- b. are legally responsible for a Voluntary Initiative for Sustainability in tourism;
- c. a key objective is to develop, support and promote sustainable tourism product development and marketing in practice
- d. are recognising and promoting the VISIT standards
- e. subscribe to the mission statement and objectives of VISIT as formulated in article 2 of these statutes;

Article 10: Rights and obligations of members and associated members

1. Full Members have the right:
 - a. to vote in the General Assembly and to be elected as Board members;
 - b. to benefit from VISIT ;and the obligation:
 - c. to support and consider the interests of VISIT within their own activities;
 - d. to protect the VISIT name and logo (in case of misuse by third parties) and not to use it for non VISIT related purposes;
 - d. to recognise the other full members.
2. Associated members have the right:
 - a. to participate in the General Assembly Meeting with voice but without vote;
 - b. to use VISIT as an international platform;
 - c. to appoint among all Associate Members one full member (as described in Article 8.3);and the obligation:
 - d. to support and consider the interests of VISIT within their own activities.
3. Rights and obligations in detail for full members and associated members will be contained in the Bylaws.

Article 11: Cessation of membership

1. Cessation of membership by the member: A member shall cease to be a member if it resigns by notice in registered writing to the board. Membership shall cease after 6 months.
2. Cessation of membership by the General Assembly.

The General Assembly can expel a member if it fails to pay its fee within three months of receipt of the notice from the board advising of the sum due for any membership year or if the member in the opinion of the General Assembly (following an investigation by the board) is regarded to be guilty of conduct which may be contrary to the interests of VISIT and its members.

The member shall be given not less than 2 months notice in writing of a meeting of the General Assembly in which this decision may be taken, together with a statement of any allegations made.

The member shall be given the opportunity of being heard at the General Assembly and shall have the right of defence, in person or through an agent.

Article 12: Supporters

The Board has the right to invite or accept other organisations and/or individual persons as "VISIT Supporters". The Board may regularly publish the list of current supporters. The supporter status expresses support for the VISIT goals and standard, but does not contain any formal obligations or rights.

Article 13: Advisory Committee

1. If deemed useful, the General Assembly can establish and appoint an Advisory Committee.

2. The Advisory Committee can advise on all matters concerning the organisation by itself or at the request of the general assembly or the board of directors. Advice of the advisory committee is non-binding.
3. The Advisory Committee consists of independent experts or stakeholders from the field of tourism, sustainable regional development, environment, consumers protection, etc.
4. The Board will set up the framework for the Advisory Committee in the Bylaws.

Article 14: Auditors

The accounts of the VISIT organisation will be officially audited annually and these reports will be submitted to the board and to the next General Assembly

Article 15: Finance

VISIT may incur financial liabilities only within its available resources derived from membership subscriptions, contributions and donations and from other income.

Article 16: Liquidation of VISIT

If for any reason VISIT has to be liquidated, the properties of the association will be donated to an organisation with similar objectives, to be proposed by the Board and decided by the general assembly.

For Registration as legal entity:

After the establishment of the statutes of the association, the appearers declared that for the first time will be elected as members of the board:

1. Torben Kaas, representative of **The Green Key**, Vodroffsvej 32, 1900 Frederiksberg C, Denmark, registratienr.chamber of Commerce 17014811, as chairman.
2. Luigo Rambelli, representative of **Legambiente Emilia Romagna (Ecolabel Legambiente Turismo)**, Piazza XX Settembre 7, Bologna, Italië, ONLUS (NO PROFIT) - Associazione di Volontariato ex Decreto Presidente Giunta Regionale N. 669 del 2 Giugno 1993 - Codice Fiscale 92027100376 as vice-chairman.
3. Jonathan Proctor, representative of the **Green Tourism Business Scheme**, 4 Atholl Place Perth PH1 4AJ Scotland, registered as Shetland Environmental Agency Ltd in Scotland number 128822 as treasurer.
4. Harro Boekhold, representative of the **Stichting Keurmerk Milieu, Veiligheid en Kwaliteit (Ecolabel Milieubarometer)**, Hoofdstraat 82, Driebergen, The Netherlands registered as non-profit foundation at Chamber of Commerce Centraal Gelderland, The Netherlands, reg.nr. 09108294 as secretary.

The entities are known to me – the notary and their identity has been proved based on legal documents at the moment this act has been passed.

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