



European tourism association

European Tourism Association

Abbreviated as « ETOA »

International Non-Profit Organisation

Registered in Belgium BE 0525.647.552

## Internal Rules

Approved by General Assembly, 1st March 2023

### 1. Purpose of the Association

The overall purpose of the Association is as stated in the statutes. For ease of reference, an unofficial English translation is as follows:

- to increase awareness and understanding of the socio-economic importance of European travel and tourism;
- to contribute to the sustainable development, training, research, and promotion of tourism to Europe;
- to act as a forum that brings together diverse sectors and stakeholders of European tourism to share knowledge and experience, discuss issues of mutual concern and facilitate cooperation;
- to encourage an efficient liaison with the European Commission and maintain a channel of mutual communication and information on European Union legislation and actions;
- to act as a permanent consultative body for the European Commission and other international institutions and organisations;
- to maintain permanent relationships with relevant European and other international institutions and organisations concerned with tourism in the public and private sectors;
- to support the common interests of Members towards all international bodies whose actions have influence on European tourism.

The general strategy and action plans for implementing this non-profit purpose of the Association will be regularly established by or under the supervision of the Executive Board.

## 2. Categories of Members

The Association is composed of the following categories of Members.

### A: Full Members

Full Members may be companies and organisations, of whatever nationality, active in the travel and tourism, typically buying products and services to and within Europe. Only Full Members have voting rights.

### B: Affiliate Members

Affiliate Members may be companies, organisations, or individuals, of whatever nationality, which have a direct or indirect interest in tourism and travel to and within Europe, or have related expertise relevant to the Association's purpose, and which are considered contributory to the Association's aims because of their activity, reputation, or competence.

Affiliate Membership may include but is not limited to: businesses within the tourism supply chain including accommodation, hospitality, tours and attractions services; national tourism and destination management organisations; business services providers including tax and legal experts, insurers and technology providers; transport providers including airlines, coach companies, cruise companies, train companies; consultants, researchers and academic institutions; NGOs, trade Associations.

## 3. Application for Membership

Applications for all categories of Membership of the Association must be submitted online unless otherwise agreed, for approval by the Executive Board which examines whether the candidates meet the criteria for admission. This process may be delegated to the secretariat.

The Executive Board, or at its direction the secretariat, may organise the application process as necessary. It can decide criteria for full and affiliate Membership, making them public as necessary. Its determination of the admissibility of a candidate shall be final and not subject to appeal.

## 4. Membership fees

Membership fees of Full Members and Affiliate Members shall be decided annually based on the Association's budget approved the General Assembly.

If a Member fails to pay his membership fee in due time, the Executive Board, or at its direction the secretariat, may decide not to immediately exclude the Member and instead reduce or waive a Member's annual fees. Members can request a reduction or waiver of the annual fees in writing. The decision to grant a reduction or waiver shall be taken only by the Executive Board, or at its direction the secretariat, and is not subject to appeal.

## 5. Withdrawal, Suspension and Exclusion of Membership

Any Member may withdraw from the Association from the next 1st January by giving three (3) months' notice of this intention by electronic mail addressed to the secretariat of the Association.

A Member who has not paid the membership fee in accordance with the statutes loses any voting rights and can be considered to have withdrawn from the Association.

A Member who does not abide by the statutes, the Association's Rules and Regulations or any other decision from the General Assembly or who acts against the interests of the Association, can be excluded by the Executive Board. The Member has the right to defend themselves and to be heard.

## 6. General Assembly

The General Assembly is the Association's governing body with final decision-making power. It consists of all Full Members. Affiliate Members have no voting rights; they will be invited to attend meetings of the General Assembly, unless the nature of the business that must be discussed by the General Assembly is a matter reserved for the Full Members.

All Members are encouraged and expected to participate in the Association's governance and other activities, and ensure they are appropriately represented.

## 7. Executive Board

The executive management Board shall comprise a minimum of three Members. The intention is to appoint no more than nine Members (there is no statutory maximum).

The Board is responsible for the overall strategy, direction, management, and finances of the Association. It ensures that the decisions of the General Assembly are duly implemented. It appoints the Director General and approves all transactions that exceed a value it may from time to time determine. See question at 9 below.

The Board may approve agreements for employment or for services, or delegate this to the secretariat. It prepares the budget and accounts of the Association for approval by the General Assembly and guarantees the proper execution of the budget and the annual accounts.

The Board will appoint a President, Vice President(s) and a Treasurer, who together constitute the "Bureau". It may also appoint a CEO who will be the senior executive, supported by the Director General.

Directors serve for terms of two years renewable at the recommendation of the Board and to ensure continuity of governance. Board Members shall be surveyed annually to assess interest.

New Members shall be nominated by the Board subject to approval by the General Assembly. Vacancies mid-term may be appointed by the Board.

During his/her mandate, each Member of the Executive Board will make sure that he/she loyally acts in the Association's interest. An ethical attitude is always expected from a director.

His/her duty of loyalty implies, among other things, that he/she does not pursue personal financial advantage in the performance of his/her mandate.

If a director has a conflict of interest with the Association, he/will provide full transparency to the Executive Board about the transactions and or activity giving rise to an actual, potential, or perceived conflict of interest.

There shall be at least four meetings of the Executive Board per year, in-person and online. Where in-person, we intend that no more than 50% of meetings shall be held in the UK.

A director is expected to prepare for and actively participate in every meeting of the Executive Board unless he/she is excused.

He/she is aware of the duties imposed on directors by Belgian law and notably on the liability rules. The liability of Members of the Executive Board will be covered by any insurance deemed necessary, paid by the Association.

The Executive Board shall strive to take all decisions in a collegial manner, respectfully taking into consideration all Members' positions.

## **8. President**

The President leads the Executive Board and stimulates open discussions and constructive challenge. He/she ensures that there is sufficient time for consideration and discussion before decision-making.

The President sets the agenda of the Board meetings, together with the CEO (if appointed) and the Director General, and ensures that procedures relating to preparatory work, deliberations, the passing of resolutions and the implementation of decisions are properly followed. He/she, together with the CEO (if appointed) and the Director General, ensures that the Members of the Executive Board are provided with accurate, concise, timely and clear information before the meetings.

The President ensures effective interaction between the Executive Board and Members and represents the Association publicly to the outside world.

## **9. CEO and Director General**

The Executive Board may appoint a CEO, to be responsible for the daily management of the Association. In the meaning of the Code of Companies and Associations, he or she is responsible for all actions or decisions which (i) relate to the needs of the daily life of the company or (ii) do not justify the intervention of the Board of directors due to their importance or their urgency. The CEO operates under the supervision of the Executive Board.

The Director General is appointed by the Executive Board and assists the CEO in his or her role as daily manager. Where no CEO appointed, Director General's role is as described above.

Board approval must be obtained for any spending decision that might reasonably cause the forecast or budgeted EBITDA for the year, as previously approved by the Board, to be adversely impacted by more than 10%.

## 10. Advisory Boards, Committees and Working Groups

To pursue the objectives of the Association, the Executive Board can set up Advisory Bodies, specialised Committees and/or Working Groups; it may also delegate the secretariat to set up and manage such groups.

These Boards, Committees or Working Groups are open to both delegates of Members and external persons. Their composition should reflect the necessary skills, independence, and experience to execute their duties effectively. Members of the secretariat may join any group as directed or requested.

Their purpose, scope, management, activities, duration, and record keeping shall be agreed as appropriate and implemented accordingly.

They have no formal decision-making powers in the sense that they cannot financially or legally engage the Association.

### Advisory Council

The Association's primary advisory body shall be the Advisory Council whose role is to be a representative voice of the Association's Membership, advise the Executive Board and actively participate in promoting and strengthening the Association.

The Advisory Council shall comprise no more than 25 Members, typically maintaining 15-20 of which the majority shall be voting Members of the Association. Composition criteria shall include: geographic representation proportionate to the Association's Membership; inclusion of non-voting Members such as suppliers and NTOs/DMOs; gender balance.

Membership appointment is made by a nominating committee made up of at least two Advisory Council Members who prepare a slate of candidates for nomination subject to ratification by the General Assembly.

Members shall serve terms from one to three years, renewable at the recommendation of the Board. Members shall be surveyed annually to assess interest.

Mid-term appointment may be made by the Board, subject to consultation with existing Advisory Council Members and subsequent ratification by General Assembly.

At least four meetings will be held each year, offered in-person and online. Where in-person, we intend that no more than 50% of meetings shall be held in the UK.

Members are expected to attend the majority of meetings, in-person or online, or propose a suitably qualified substitute able to attend in their place. Members are expected to participate

in committees or working groups and share news of ETOA activity via social media and otherwise.

## **11. Intellectual property**

The Association is and will always remain the exclusive owner of its intellectual property in the broadest sense (including, its name, logo, domain names, publications, programs, creations, etc.)

No other organisation or association can therefore use it under any form, under penalty of legal proceedings.

Members have the right to use the name of the Association, but only within the framework of communication and activities authorized by the Association and to show their affiliation with the Association.

When using the name of the Association, Members will demonstrate respect and loyalty to the Association and will refrain from using the name in a way that can be prejudicial to the reputation and the good organisation of the Association.

A Member who acts in violation of the intellectual property rights of the Association may be excluded from the Association.

## **12. Binding nature of the Internal Rules**

By joining the Association, Members formally agree that they are bound by the Statutes and by these Rules and Regulations as existing at the start of their Membership and as amended from time to time, and that they will always act accordingly.