

## STATUTES OF THE ASSOCIATION

**Updated and Approved at the Annual General Meeting on April 21, 2016**

### CHAPTER I

#### DENOMINATION, NATURE, SCOPE, HEADQUARTERS AND PURPOSES

##### ARTICLE ONE

1. The Regional Association of Hoteliers of Cascais and Estoril, Sintra, Mafra and Oeiras is an institution with legal personality by private law, non-profit organization that represents, within the scope of its attributions, hotel companies and hotel entrepreneurs, affiliated to it.
2. For all purposes hereof, hotel companies and hotel entrepreneurs are considered to be legal or natural or legal persons who actively and regularly explore establishments that are intended to provide accommodation services, for remuneration, which are available for their operation an adequate set of structures, equipment and complementary services.
3. The establishments referred in the preceding paragraph shall be located in the geographical area encompassing the countries of Cascais, Sintra, Mafra and Oeiras.

##### ARTICLE 2

1. The duration of the Association is indefinite.

##### ARTICLE 3

1. The Association has its headquarters in Estoril, at Av. Clotilde – Estoril Congress Centre, 4th floor C 2765-211 ESTORIL.
2. By resolution of the General Assembly the registered office of the Association can be transferred to any place within the territorial limits of the counties of Cascais, Sintra, Mafra and Oeiras.

#### ARTICLE 4

1. The purposes and attributions of the Association are the defense and promotion of the rights and interests of hotel companies, privileging the collective spirit and, in particular:
  - a. The qualification, dynamization and tourism development in the municipalities of Cascais, Sintra, Mafra and Oeiras in order to consolidate the distinctive tourism product characteristic of the countries of Cascais, Sintra, Mafra and Oeiras.
  - b. To promote and increase the good understanding and solidarity among its members, with a view in particular to the development and strengthening of the branch of economic activity in which they are integrated.
  - c. Discuss with the sovereign bodies, local authorities and any public or private entities to establish change or updating infrastructures, and proposing legislative and practical measures for the defense of hotel companies and tourist interests of the municipalities of Cascais, Sintra, Mafra and Oeiras.
  - d. The study, implementation and support to actions and programs of tourist promotion.
  - e. To promote and support the organization of professional training courses, conferences and congresses and to publish publications.
  - f. To support any animation activities and events of relevant interest for the purposes of the Association.
  - g. To pursue other activities deliberated in the General Assembly and aimed at defending the interests of hotel companies and the tourist interests of the counties of Cascais, Sintra, Mafra and Oeiras.
2. With a view to achieving these objectives the Association may, on terms to be decided by the General Assembly, join any public or private entity or participate in any national or regional development agency, association or company.
3. Likewise, with a view to achieving the same objectives, the Association may, under the terms and conditions to be decided at the General Meeting, borrow from third parties or from its associates, as well as submitting applications for public financing.

CHAPTER II  
OF THE ASSOCIATES

ARTICLE 5

1. The Association shall integrate effective associates, allied associates and cooperating members.
2. The admission of new members is the responsibility of the Board Members.
3. May be admitted as effective members of the Association the hotel Companies that meet the requirements set out in paragraphs 2 and 3 of Article 1 of these bylaws and written request for membership, subject to the provisions of paragraph 7 of this Article.
4. The application for admission shall necessarily identify the establishment or establishments that the candidate for na associate operates, indicating in particular the official classification, location, and representatives as well as the elements contained in the approved model of membership proposal.
5. In case of doubts about the interpretation of the official classification allocated to be assigned for the purposes of the preceding number, these will be resolved by the General Assembly.
6. The admission of the applicant company shall imply, for all purposes hereof, the registration of each of the establishments identified by it under the terms of the preceding paragraph, without prejudice to paragraph 7 of this Article.
7. The membership in the full enjoyment of their rights acquired in 15 days elapsed on the communication of the respective admission except the right to vote that is acquired after 6 months from the date of admission.
8. The admission of the candidates or of the establishments that want to enroll in the Association, may be refused by resolution of the General Assembly, to be taken within sixty days from the submission of the application, based on a proposal of the Board Members.
9. May also enrol in the Association:
  - a. As allied associates, entities or companies whose corporate purpose is the practice of hospitality industry, but which do not effectively operate any of the establishments referred to in paragraph 2 of article 1.

- b. As cooperating members, public or private entities of relevant interest for the purposes of the Association who cannot register as effective associates or allies and fundamentally those who primarily operate or own the infrastructures of tourist interest for the geographical area.

#### ARTICLE 6

1. Each member shall be permanently represented in the Association by two individuals, duly accredited, one being an effective and one alternate.

#### ARTICLE 7

1. The rights of effective members are:
  - a. To participate in the General Assembly;
  - b. To vote in the General Assembly, in accordance with the rules of these Statutes;
  - c. To elect and be elected to associative positions;
  - d. To request the convening of the General Meeting in accordance with its by laws;
  - e. To use the facilities and services of the Association in accordance with the respective regulations;
  - f. To enjoy the benefits and perks that the Association should provide them.
2. The rights referred to in points a) b) c) and d) of number 1 of this article are exclusive prerogatives of the effective members.
3. Allied Members may participate in the General Assembly not having, however, the right to vote, but may submit proposals or suggestions.
4. The enjoyment of the associative rights referred to in number 1 of this article shall be subject to verification of the following conditions:
  - a. At least six months have elapsed on the communication of the decision to terminate the suspension or its readmission, without prejudice to the provisions of paragraph 7 of article 5.
  - b. The regularization of the payment of quotas and any special contribution deliberated in the General Assembly, in terms of article 8, paragraph a), within a maximum period of 30 days from the notification of the Board.

## ARTICLE 8

1. The duties of the members are:
  - a. To pay punctually the adhesion fee and fees, as well as the payment of any special contribution deliberated in General Assembly within thirty days counted from the respective deliberation.
  - b. To comply with the determinations of the Associative bodies and to participate in the activities of the Association contributing to its proper functioning, either through the communication of relevant information directly requested by the Association or on its own initiative.
  - c. To exercise the associative positions for which they were elected or appointed.
  - d. To take part in the meetings of the Association bodies and working groups that are convened or appointed.
  - e. To collaborate in the accomplishment of the deliberations taken by the competent organs of the Association.
  - f. To report to the Association any change that occurs within the scope of its representation.
  - g. To contribute to the prestige and dignity of the Association
2. The honorary members are exempt from the payment of jewelry fee and fees. The category of Honorary Membership shall be defined in the General Assembly.

## ARTICLE 9

1. Any member may suspend their registration by means of written communication addressed to the Board Members provided they have the fees and other special contributions deliberated at the General Assembly paid until the end of the monthly period in which the communication was made.
2. The self-suspended member may resume the status of effective membership upon request to the Association, which will be appraised and decided in accordance with the terms of article 5 of these Statutes, provided that he makes a payment corresponding to one month of fee for each semester suspension occurred, within fifteen days after notice of the decision to terminate the suspension.

3. The penalty referred to in the latter part of the preceding paragraph shall not apply if self-suspended results from the temporary interruption of the holding.

#### ARTICLE 10

1. Any member may freely and at any time exonerate himself from the Association, by means of a written communication addressed to the Executive Board once the expired quotas have been paid, as well as the special reimbursement deliberated by the General Assembly.
2. The member who has been exempted may be readmitted pursuant to paragraph 2 of article 9.

#### ARTICLE 11

1. The status of effective member expires with the verification of the termination of the activity for a period of more than two years, extendable by decision of the General Assembly, in the municipalities of Cascais, Sintra, Mafra and Oeiras, of all establishments that have enrolled in the Association.
2. The effective associate who has seen its quality expired may be readmitted under the terms set forth in article 5 of these Statutes.
3. The effective associate in these conditions will automatically be transferred to an associated ally, unless otherwise stated.

#### ARTICLE 12

May be excluded from the Association:

1. Those who are for more than six months in default of payment of their fees or other special reimbursement deliberated at the General Assembly, and do not regulate them within 30 days from the date of the respective notification to be made by the Board, by registered letter with acknowledgment of receipt, without prejudice to its readmission, by decision of the same body, once the defaulted payments have been made plus an extra amount equivalent to six months of contributions.

2. Those who commit a serious crime in violation of the law or the Statutes, in particular for acts that are contrary to the purposes of the Association or may seriously affect their reputation.

### CHAPTER III

#### DISCIPLINARY REGIME

##### ARTICLE 13

1. Infringements of the provisions of the Statutes and Internal Regulations, and failure to comply with the determinations of the Association legitimately taken, constitute a misconduct, which will lead to its disciplinary process.
2. The exclusion of associate provided for in number 1 of article 12 of these Statutes is not a disciplinary process.

##### ARTICLE 14

The initiation of a disciplinary proceeding falls within the competence of the Board of Appeal, and the decision of the General Assembly shall be appealed to the General Assembly within twenty working days of its notification to the accused

##### ARTICLE 15

1. The written hearing of the accused in response to the note of guilty is an essential procedural formality of the disciplinary proceedings.
2. The written hearing the accused must be given within fifteen working days from the notification of the disciplinary notice, within which period he may consult the process, list up to five witnesses and present other evidence.
3. All notifications produced in the disciplinary proceedings must be made in person or by registered letter with acknowledgment of receipt addressed to the accused.

##### ARTICLE 16

1. Disciplinary offenses may be punished by the following penalties:
  - a) Simple censorship;
  - b) Registered warning;

- c) Fine up to five years' worth of quota;
  - d) Exclusion.
2. The application of disciplinary penalties and exclusion are the competence of the General Assembly, on the proposal of the Executive Board, being the rest to this body.

## CHAPTER IV

### Section I

#### THE Associative Bodies

##### ARTICLE 17

The bodies of the Association are the General Assembly, the Executive Board and the Supervisory Board.

##### ARTICLE 18

1. The Presidents of the associative bodies, designed among the representatives of the members referred to the article 6, are elected at a General Assembly and carry out their functions in their own name for a period of three years and may be re-elected for a term of two consecutive terms.
2. The application lists for the associative bodies shall be proposed by the Board and / or by at least five members, in the full enjoyment of their rights associations.
3. The election of the members of association organ will be by secret ballot and in separated lists, in which they specify the roles to play.
4. The presentation of the lists of candidatures that will have to be submitted to all the associative bodies, although separated, will be forwarded to the President of the General Assembly and received at the headquarters of the Association until fifteen days before the date set for the elections.
5. The nomination lists of candidates must include the names of the members to be elected, as well as the names of those who nominate them for the position in their own name, the positions they are applying for and the express acceptance of such candidates.

6. Each member may not be elected or represented in more than one organ associative although may appear in more than one list of candidates.
7. The mandates coincide with calendar years. Counting as a full calendar year of the election.
8. After the term for which they have been appointed, the members of the associative bodies shall remain in office until the new members are taken over.

#### ARTICLE 19

1. The General Assembly, constituted by all the effective members in full possession of the associative rights, is the sovereign body of the Association.

#### ARTICLE 20

1. Each member is entitled to one vote per hotel establishment for themselves registered by the Association.
2. The right to vote is acquired through the communication of membership pursuant to article 32, paragraph 1, point c, without prejudice to the provisions of paragraph 4 of article 7.

#### ARTICLE 21

1. It is the responsibility of the General Assembly, namely:
  - a) To elect the members of the associative bodies.
  - b) approve the report, balance sheet, budget and accounts for each year, with the mandatory opinion of a Chartered Accountant
  - c) To decide upon proposal of the Board, on the transfer of the registered office, in accordance with the provisions of number 2 of article 3 of these Statutes.
  - d) To decide on the issues that, under statutory or legal, are submitted, namely, on the amendments to the Articles of the Association and dissolution of the Association, as well as setting and changing the amount of adhesion fee and fees to be paid by the members.
  - e) To deliberate and approve the subscription by the members of any special reimbursement.
  - f) Decide the appeals filed.
  - g) To approve the internal regulations.

- h) To decide on the association, participation, or any other form of cooperation with any organizations or entities.
- i) To decide on loans or forms of financing.

#### ARTICLE 22

1. The General Assembly shall be headed by a bureau consisting of a President, a Vice-President and a Secretary.
2. The President shall be replaced in his absence or incapacity by the Vice President.
3. In the event of absence or incapacity of the President and the Vice President the board shall be composed of three members to be appointed among the members present.

#### ARTICLE 23

1. The President of the General Assembly is particularly responsible to:
  - a) Convene the General Assemblies and direct the functioning of the Assembly;
  - b) To issue, within a period of 30 days counted from the date of the respective General Assembly, the members elected to the associative bodies.
  - c) Dispatch and sign the file of the Board.

#### ARTICLE 24

- 1) The General Assembly shall meet in ordinarily sessions:
  - a) Until December thirty-first of each year for discussion and approval of the regular budget and the plan of activities for the following year.
  - b) By March thirty-first of each year to discuss, modify and approve the accounts of the previous year.
  - c) Every three years, for the election of the members of the association bodies, and the respective deliberation shall be taken, whenever possible, in the General Assembly that appreciates the accounts of the previous year, but always in a moment after that approval.

- d) The call to the General Assembly mentioned in the previous paragraph must be made at least 30 days in advance.
- 2) And Extraordinarily:
- a) On the request of the Executive Board or the Supervisory Board.
  - b) At the request of a minimum of one third of the members in full standing of their associative rights.

#### ARTICLE 25

1. Notices of meetings of the Assembly shall be made by registered letter or fax sent at least eight days in advance.
2. Notices shall include the day, time and place of the meeting, as well as the agenda.

#### ARTICLE 26

1. The General Assembly shall work on first call when more than half of the members are present, and secondly with any number of members present or represented.
2. In the call should immediately set up a date or time subsequent to the meeting on second call, which in the latter case, may only take place at least at half an hour on the designated start of the work.

#### ARTICLE 27

1. Under penalty of nullity, may be discussed and voted on Assembly matters on the agenda.
2. When it is understood, or upon request, the President may, after the order of the day, grant a period of time, never more than sixty minutes to fix, in order to present communications of interest to the Association.
3. The General Assembly may not last more than four hours, or extend beyond midnight, and shall continue in such cases on the day and time that the President may determine.

#### ARTICLE 28

1. The deliberations of the General Assembly shall be taken by a majority of members present or represented in it.
2. However, deliberations concerning the amendment of the Statutes, the dismissal of members of the association bodies, to the exclusion of members referred to in paragraph 2 of article 12, the membership or participation in other organizations, companies or entities and the contracting of loans or other financing reimbursable and even the dissolution of the Association shall be examined by at least three fourths of the votes of all members and voted by qualified majority of those present in the use of their rights, without prejudice to other matters for which the law requires a qualified majority.
3. The President of the board of the General Assembly shall have a casting vote when the ballot is not secret.

#### ARTICLE 29

1. Voting at the meetings of the General Assembly is made in person, members may delegate their vote at any of the members present by means of a letter addressed to the President.
2. In the case of elections, postal ballots shall still be valid provided that the same or each list are sent in a sealed envelope with the external mention of the name of the voter, which in turn shall be included in another, addressed to the President of the board, accompanied by a letter signed by the Secretary General of the Association or any member of the Board.

#### ARTICLE 30

1. The vote of the members present or represented shall be nominal, by survey and sitting or by acclaim or otherwise designated by the Chairman of the General Assembly.
2. Proceed will, however, vote by secret ballot at the request of any of the members present, accepted by a majority of them.
3. Voting relating to personal issues of any member, shall be by secret ballot, the right to vote.

#### ARTICLE 31

1. The representation and administration of the Association shall be the responsibility of a Board consisting of a President, three Vice-Presidents, a Treasurer, two members and optionally two alternate members, should whenever possible, be open to all councils covered by the Association.
2. In his absence or incapacity, the President shall be replaced by a VicePresident, appointed by the Board.
3. In case of vacancy of more than three places in the Board, or the President of the board, a new election shall be held to remain in force until the end of the term.

#### ARTICLE 32

1. The Executive Board shall be incumbent, namely:
  - a) To propose to the General Assembly the establishment or modification of the amount of Adhesion fee and fees payable by the members.
  - b) To represent the Association in or out of court.
  - c) To admit, within 15 days, members who meet the statutory requirements, without prejudice to article 5.
  - d) To decide on the order of dismissal.
  - e) To submit to the appreciation and approval of the General Assembly the plan of activities for the exercise of its mandate.
  - f) To prepare and submit to the General Assembly for approval, the regular budget of each fiscal year and any supplementary budgets, as well as the annual report, balance sheet and accounts with the opinion of the supervisory board and certification of a Chartered Accountant.
  - g) To administer the funds of the Association.
  - h) To elaborate the Internal Regulations to be submitted for approval of the General Assembly.
  - i) To execute and enforce the legal and statutory provisions, the deliberations of the General Assembly and its own.
  - j) To perform all acts of management appropriate to achieve the purposes of the Association, that are not of the responsibility of other bodies.

#### ARTICLE 33

1. It shall be incumbent upon the President:
  - a) Represent the Board.
  - b) To call meetings of the Board, direct its work, execute and enforce their deliberations as well as those of the General Assembly.

#### ARTICLE 34

1. It shall be the duty of the Secretary to draw up the minutes of the meetings of the board and the annual report of activities.

#### ARTICLE 35

1. It is incumbent upon the Treasurer:
  - a) To provide for the collection of revenues and their deposit.
  - b) Regulating expenses properly incurred and processed.
  - c) To provide for the organization of the balance sheets and close the accounts.

#### ARTICLE 36

1. Without prejudice to the possibility of the delegation of powers, it is necessary and sufficient to compel the Association, the signatures of the President of the Board or his substitute and of any other member thereof.
2. Documents relating to the movement of funds, including checks, must be signed by the President or a Vice-President and Treasurer.

#### ARTICLE 37

1. The board meets once a month and, extraordinarily, whenever the President or three of the members require.
2. The meetings will take place always in the presence of the majority of Board members in the exercise of their functions, and any alternate members who so wish may attend.

### Section IV

#### SUPERVISORY BOARD

#### ARTICLE 38

1. The Supervisory Board shall be composed of a Chairman and two effective members.

#### ARTICLE 39

1. The Supervisory Board has the responsibility:
  - a) To examine, whenever it deems convenient, the Association's paperwork and treasury services.
  - b) To provide opinion on the Activity Plan, the budget, the annual report and accounts to propose to the General Assembly.
2. The President of the Supervisory Board has the responsibility to:
  - a) Convene and chair the meetings of the Council.
  - b) To be present at all meetings of the Board, since this will manifest his/her will.
  - c) Require Extraordinary General Meeting pursuant to subparagraph a) of paragraph 2 of article 24.

#### ARTICLE 40

1. The Supervisory Board shall meet every three months and also whenever its Chairman or the executive Board convenes it.
2. Meetings can take place properly in the presence of the majority of members.
3. In case of vacancy of the positions of the Supervisory Board will conduct a new election to complete the term if two vacancies occur and always, if it is that of the President.

#### Section V

#### The General Secretary

#### ARTICLE 41

1. Executive functions, including the preparation of minutes of meetings of Directors and the annual report of activities will be the responsibility of a General Secretary, direct and hierarchically dependent on the Board.

2. The General Secretary, associated or not, shall be appointed by the Board, being paid if so decided by the General Assembly.
3. The General Secretary shall attend meetings of the General Assembly and the Executive Board.
4. Represent Association since mandated by the Executive Board.

## CHAPTER V

### GENERAL AND TRANSITIONAL PROVISIONS

#### ARTICLE 42

1. The assets and income of the Association are:
  - a) The product of the adhesion fee and membership fees.
  - b) Any movable or immovable that is property as may be donated or bequeathed.
  - c) Any income or dividends of organizations of which it is a member.
  - d) Any amounts of donations or bequests as may be assigned.
  - e) Interest capitalized fund.
  - f) Any other amounts that result from the legitimate exercise of their activity.

#### ARTICLE 43

1. The Association may be dissolved when, by resolution of the General Assembly, it is decided that it cannot continue to pursue its objectives in which case, assign it a Liquidation Commission under and for the purposes established by law.

#### ARTICLE 44

1. In all cases of omission, what shall be established in the internal regulations approved by the General Assembly, if any, in the deliberations of the General Assembly and the applicable general law.



Estoril, 21st of April 2016