

Registered in the Register of Organizations and Foundations  
Riga, January 26, 2006  
with No. 40008015470

**Articles of Association**  
**Association of Latvian Tourism Information Organizations**  
**LATTŪRINFO**

The Articles of Association have been confirmed  
at the member meeting *of Association of Latvian Tourism*  
*Information Organizations LATTŪRINFO* on June 6, 2005

**1. Title of the Association**

1.1. The title of the Association is "Latvijas tūrisma informācijas organizāciju asociācija LATTŪRINFO" (hereinafter referred to as Association).

**2. Objectives, Tasks, and Methods of the Association**

2.1. The objective of the Association is to develop and promote tourism industry in the Republic of Latvia.

2.2. Operations and key tasks of the Association:

- participation in establishing a uniform tourism information system in Latvia;
- represent interests of tourism industry and tourism information organizations in state and municipal institutions;
- promotion of information exchange in the field of tourism industry;
- promotion of reciprocal cooperation and experience exchange between information centres and offices in Latvia;
- participation in elaboration of normative enactments for tourism in Latvia;
- promotion of establishing an extensive and qualitative tourism information network in Latvia;
- maintain communication with information centres of the Baltic States of the world;
- create and maintain communication with foreign tourism information centres and associations;
- promote improvement of professional qualifications and professional training for employees of tourism information centres and offices;
- participation in preparation and publication of informative and advertisement materials;
- promote timely and precise delivery of tourism information to the consumer.

2.3. For performance of the tasks set forth in the Articles of Association, the Association shall be entitled to:

- free distribution of information about its operations;
- summon meetings, arrange seminars, conferences;
- conclude agreements with legal entities and individuals,
- delegate its representatives to state and municipal institutions, public organizations and associations; propose issues therein relating to interests of the Association and tourism industry;
- acquire movable and real property;
- elaborate mutual projects for development of Latvian tourism information organizations in Latvia and submit them to international and domestic institutions for obtaining grants;
- engage in other legal activities.

**3. Legal Status and Term of Validity of the Association**

3.1. The Association is a legal entity. It performs its operations in compliance with the Law on Associations and Foundations, as well as in compliance with these Articles of Association.

- 3.2. The Association has an account in a bank, a seal, independent balance.
- 3.3. The Association may have separate property, it may on own behalf acquire property and non-property rights, and it can undertake liabilities; it can take up a status of plaintiff or defendant in a court, arbitrary court, deal with transactions in the territory of the Republic of Latvia and abroad in compliance with the objectives and tasks of its operations.
- 3.4. The Association shall be responsible for its liabilities with all property pertaining thereto. The founders and members shall be held liable for liabilities of the Association to the extent of their contributions.
- 3.5. The Association has been established for an indefinite period of time.

#### **4. Administrative Structure of the Association. General Meeting**

- 4.1. The highest decision-making body of the Association is the general meeting.
- 4.2. The general meeting is summoned at least once annually.
- 4.3. The general meeting is summoned by the Board of the Association. The Board announces the summoning of the general meeting to the members not later than one month in advance.
- 4.4. Extraordinary general meetings can be summoned by the chairperson of the Board, the Board at its discretion, by auditor, or by not less than 1/10 of the members with a written request. Upon receipt of such request, the Board must summon the general meeting within one month. The request must indicate the reasons for summoning the extraordinary general meeting, and the desired agenda.
- 4.5. The general meeting is eligible for decision making, if more than one half of the members of the Association are present.
- 4.6. The general meeting shall take decisions with simple majority. Matters relating to amendments of Articles of Association, termination or reorganization of the Association can be decided upon only by 2/3 of the total number of members.
- 4.7. At the general meeting, each member of the Association shall vote individually. The voting shall be secret, if not less than 1/5 of the participants of the general meeting requests it.
- 4.8. The general meeting shall be entitled to decide on all matters related to operations of the Association, however only general meeting shall be entitled to:
  - 4.8.1. Confirm the Articles of Association and amendments thereof.
  - 4.8.2. Confirm annual reports and balance-sheet.
  - 4.8.3. Confirm decision of the Board on acceptance of new members.
  - 4.8.4. Decide on joining, merger in various organization associations or on secession there from.
  - 4.8.5. Elect the Board, chairman of the Board; decide on early dismissal of Board members.
  - 4.8.6. Elect an auditor; decide on early dismissal of the auditor.
  - 4.8.7. Decide on reorganization or liquidation of the Association.
  - 4.8.8. Decide on bringing action in court against Board members or auditor.

#### **5. Board of the Association**

- 5.1. The Board is the executive institution of the administration of the Association, acting in between general meetings. The Board shall decide on all matters related to operations of the Association, except those, which in compliance with the Articles of Association are within area of authority of the general meeting.
- 5.2. The Board is elected by the general meeting for two years from amongst the members.
- 5.3. The Board consists of seven members, all possessing rights to individual representation and have signatory powers.
- 5.4. One of the members of the Board are elected the chairperson of the Board for a term of two years by the general meeting with not less than 2/3 of the majority of votes of the general meeting members.
- 5.5. Chairperson of the Board:
  - 5.5.1. represents the Association.
  - 5.5.2. presides general meetings and Board meetings.

- 5.5.3. is entitled to summon extraordinary general meetings.
- 5.6. Board meetings are held not less than once quarterly. Extraordinary Board meeting must be summoned within 10 days after such request.
- 5.7. The Board is eligible to vote if at least four members of the Board are present.
- 5.8. Board decisions are made with simply majority of votes. Should votes divide equally, the determinant vote will that of the chairperson of the Board or in absence thereof - the vote of the acting chairperson of the Board elected by the members of the Board.
- 5.9. Area of authority of the Board:
  - 5.9.1. to summon a general meeting;
  - 5.9.2. to implement execution of decisions by the general meeting;
  - 5.9.3. to establish the joining fee to the Association, as well as the amount of the membership fee;
  - 5.9.4. to review applications and decide on joining in and secession from the Association.
  - 5.9.5. to decide on initiation or termination of business activities.
  - 5.9.6. to decide on acquisition and implementation of fixed assets.
  - 5.9.7. to establish the area of authority and distribution of responsibilities of the Board members.
  - 5.9.8. to bring up a question on early dismissal of a Board member from the position.
  - 5.9.9. to acquire and alienate movable and real property on behalf of the Association.
  - 5.9.10. to decide on other issues relating to operations of the Association.

## **6. Monitoring and Auditing Economic and Financial Operations**

- 6.1. The economic and financial operations of the Association are controlled by the auditor.
- 6.2. The auditor is elected by the general meeting of the Association for a period of two years.
- 6.3. A Board member may not be the auditor.
- 6.4. The auditor shall:
  - 6.4.1. examine the financial activities and audit the accounting of the Association at least once annually.
  - 6.4.2. examine the annual report prepared by the Board and the balance-sheet.
- 6.5. The auditor shall be entitled to:
  - 6.5.1. acquaint himself/herself with the documents of the Association at any time.
  - 6.5.2. participate as an observer during Board meetings.
  - 6.5.3. submit proposals to the Board and general meeting.
  - 6.5.4. give an opinion on an annual report of the Association.
- 6.6. In the opinion about the annual report of the Association, the auditor shall indicate, whether the report has been prepared properly, whether it is in compliance with the laws, articles of association and ledgers, whether the entries in the ledgers correspond with the source documents, whether the balance-sheet clearly and correctly displays the financial situation of the Association, and whether the auditor has received all of the necessary information.

## **7. Members of the Association**

- 7.1. Legal entities and individuals, who work directly with providing information about tourism possibilities in Latvia and who have paid the established joining fee, can become members of the Association.
- 7.2. The members of Association are accepted individually, based on a written application by the governing body (chairperson) of each applicant. The application must contain a statement certifying readiness to abide by the Articles of Association, execute the decisions of the general meeting and the Board.
- 7.3. The newly admitted member of Association must pay an entry fee and monthly membership fee.
- 7.4. The legal entity members must nominate one individual, who would represent the interests of the member in activities of the Association, by taking part in the general meeting of the Association with the rights to be elected in Board or as an auditor as

established in the Articles of Association, as well as would represent the interests of the Association.

7.5. Obligations of the member:

- 7.5.1. to engage in active participation in operations of the Association.
- 7.5.2. to promote objectives and opinions of the Association.
- 7.5.3. to observe and execute the Articles of Association, the decisions of the general meeting and the Board.
- 7.5.4. to make regular membership payments.
- 7.5.5. to protect and support interests.

7.6. Rights of the member:

- 7.6.1. to participate in operations of the Association in deciding on all matters.
- 7.6.2. to propose suggestions on improving the operations of the Association.
- 7.6.3. to propose summoning a general meeting.
- 7.6.4. to elect and be elected in the Board.
- 7.6.5. to acquaint himself/herself with the documentation of operations of the Association.
- 7.6.6. to receive information on operations of the Association from officials of the Association (the Board)
- 7.6.7. to employ all information materials at disposal of the Association, as well as services thereof, and material-technical base of the Association.
- 7.6.8. to secede from the Association.

7.7. In order to become a member, the following must be submitted:

- 7.7.1. title (name), registered office address.
- 7.7.2. a copy of registration certificate.
- 7.7.3. a copy of Articles of the organization.
- 7.7.4. Information about the individual nominated by the member – name, last name, year of birth, identity number, address, telephone number.

**8. Procedure of Admission and Dismissal of Members**

- 8.1. A member may secede from the Association, by submitting a written application to the Board of the Association after having settled all material liabilities with the Association.
  - 8.1.1. The application on secession from the Association shall be considered by the Board within one month from the moment of submitting the application.
  - 8.1.2. Upon seceding from the Association, the member shall not receive any reimbursement of membership fees and other material or other type of contributions made for the operations of the Association.
- 8.2. A member shall be dismissed from the Association with a decision of the general meeting, if the member fails to implement or violates the Articles of Association.
- 8.3. The Board must inform the member, whose dismissal from the Association will be reviewed during a general meeting, about the time and venue of the general meeting. Failure of the member to arrive at the general meeting shall not be considered as a hindrance for deciding on dismissal of the member from the Association.
- 8.4. The Board members and auditors may not be dismissed from the Association prior to having been released from the relevant position according to procedures established in the Articles.
- 8.5. The date of secession from the Association shall be the date, when the member has submitted an application on secession or when a decision on dismissal of a member has been made.

**9. Financial Provisions, Procedure of Acquisition and Use thereof**

- 9.1. The Association is acting on principles of self-financing.
- 9.2. The provisions of the Association are made up of:
  - 9.2.1. Entry fees, membership fees.
  - 9.2.2. Donations, grants of individuals and legal entities.
  - 9.2.3. Income from business activities and other economic operations.
  - 9.2.4. Other income from financing sources, which are not forbidden by law or other normative enactments.

- 9.3. The general meeting and the Board agree on acquisition and use of the finances of the Association within boundaries of area of authority established in the Articles of Association.
- 9.4. Donations, grants, deductions, and bequests with a specified purpose of use are to be used in compliance with the established purpose.
- 9.5. The Association is entitled to engage in civic transactions prescribed in legislation of the Republic of Latvia using its provisions and property.

#### **10. Annual Report of the Association**

- 10.1. The Board of the Association shall organize accounting and statistical record-keeping of the Association, shall prepare and provide reports in compliance with the effective legislation of the Republic of Latvia.
- 10.2. The report period of the operations of the Association is one calendar year.
- 10.3. The following information must be included in the annual report of the Association:
  - 10.3.1. Balance-sheet – calculation of income and expenses.
  - 10.3.2. Statement about the number of members.
  - 10.3.3. Report on membership fees and duly executed payments.
  - 10.3.4. Board report on operations during the report period.
- 10.4. The annual report shall be made by the Board not later than two months after the end of calendar year and shall submit it to the auditor for investigation.
- 10.5. Not later than three months after the end of calendar year, the general meeting shall review the annual report together with the auditor's opinion.

#### **11. Reorganization or Liquidation of the Association**

- 11.1. The operations of the Association shall be terminated in the following cases:
  - 11.1.1. in compliance with a decision of the general meeting of Association.
  - 11.1.2. in other cases as established by law.
- 11.2. The general meeting shall decide on self-liquidation of the Association in accordance with the procedures established in the Articles of Association.
- 11.3. If the Association accedes to another organization, merges with another organization, or divides thus establishing new organizations, simultaneously losing judicial independence, the general meeting must make a decision on self-liquidation of the Association.
- 11.4. Should the Association be divided into several new organizations, the general meeting shall decide on distribution of the property and financial provisions of the Association.
- 11.5. Liquidation of the Association is executed by a liquidation committee elected by the general meeting and it shall be implemented in compliance with the Law on Organizations and Foundations.

Authorized representative:

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/Chairperson of the Board D. Vinklere/