

O.T2.2: AoE Destination Management Organisation Model

BASIC INFORMATION

Project	Responsible Green Destination Amazon of Europe
Acronym	Amazing AoE, DTP3-362-2.2
Duration	1.7.2020 – 31.12.2022
Website	http://www.interreg-danube.eu/approved-projects/amazing-aoe
Work Package	WP T2: Developing the AoE Destination: joint strategy and flagship tourism products
Output/Deliverable	O.T2.2: AoE destination management organisation model
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In accordance with Articles 8 and 9 of the Institutes Act (Official Gazette of the Republic of Slovenia, No. 12/91, 8/96, 36/00 – ZPDZC and 127/06 – ZJZP) on the 11.3.2021 the founders accepted,

ACT ON ESTABLISHMENT OF THE INSTITUTE AMAZON OF EUROPE DESTINATION MANAGEMENT ORGANIZATION

I. GENERAL PROVISIONS

Article 1

With this act on the establishment of the Institute founders:

- Municipality of Velika Polana, Velika Polana 111, 9225 Velika Polana, tax number: SI35407727, registration number: 1332104, represented by mayor Damijan Jaklin,
- Iskriva, Institute for Development of Local Potentials, Reteče 215, 4220 Škofja Loka, tax number: SI 29528801, registration number: 6618294000, represented by the director, Urška Dolinar,
- Founder 3
- etc.

establish the Institute Amazon of Europe Destination Management Organisation.

With this act and the establishment of the Institute, the founders, on the basis of mutual trust, agree on the realization of the common interest.

The Institute is established for an indefinite period.

Article 2

The Institute Amazon of Europe Destination Management Organisation (below: Institute) is an institution established on the basis of the Amazon of Europe Bike Trail project and based on the rules and obligations in accordance with the provisions of this founding act.

The subject of this founding act is to define the organization and operation and the tasks and responsibilities of the Institute in order to successfully use and permanently manage the Amazon of Europe Bike Trail and the Amazon of Europe destination.

The purpose of the establishment and operation of the Institute is to upgrade the existing project cooperation in accordance with the Partnership Agreement signed by each partner of the Amazon of Europe Bike Trail project and other related projects.

The Institute covers the entire area of the UNESCO 5-country Biosphere Reserve Mura-Drava-Danube (TBR MDD) in the countries Austria, Croatia, Hungary, Serbia, and Slovenia (in alphabetical order).

II. GOALS AND ACTIVITIES OF THE INSTITUTE

Article 3

The goals of the Institute are:

- development and management of tourism products in connection with the Amazon of Europe Bike Trail and the Responsible Green Destination Amazon of Europe projects,
- development of new tourism products in accordance with the principles of sustainable development, with the aim of increasing added value in the region and in accordance with international standards,
- protection of natural and cultural heritage in the TBR MDD area, with the support of a valorisation program,
- sustainable development of the TBR MDD area according to the principle "good for nature, good for people".

Article 4

The Institute carries out the following activities:

- participation in the creation of a comprehensive tourism offer in TBR MDD,
- promotion of the tourism offer in TBR MDD,
- providing quality content for the implementation of tourism activities,
- Amazon of Europe destination and tourism products brand development,
- raising the quality of tourism activities,
- development of information systems and tools to promote tourism and protection of the environment,
- networking and coordination of various organizations that want to actively and constructively participate in the activities of the Institute,
- promoting stakeholder networking and cooperation for the joint development and marketing of products and services that contribute to the development and promotion of the area,
- organizing, conducting or participating in the organization of tourism, educational, entertainment, and other events,
- protection of the environment, natural and cultural heritage and folk traditions,
- design and publishing of publications and printed materials,
- informing target groups,
- cooperation with related associations and organizations in all countries,
- informing members and the public about the problems and progress in the field of operation of the Institute,
- commitment to respect the ethical and moral principles of the profession in the operation of the Institute,
- striving for a high professional level of the Institute's work.

The goals, which need to be included in the annual work program and in the activities of the Institute, are related to the following contents:

1. Destination strategy, brand management, development of tourism products: the Institute is the coordinator of strategic decisions and development and management of the Amazon of Europe destination, tourism products and brands.
2. Communication and marketing: design of communication and marketing activities for the promotion of tourism products.
3. Quality management: development of a plan for quality management of created tourism products.
4. Management of the marketing and sales information system: the Institute will establish a direct or indirect marketing and sales information system in the field of TBR MDD, in accordance with international standards.
5. Valorisation program: the Institute will help to continue, implement and expand the valorisation program and try to find additional supporters who will support tourism products and the TBR MDD valorisation program with donations and / or services.

Article 5

Activity codes according to the standard classification of activities that can be performed by the organization:

- S94.999 Activity of not elsewhere classified (n.e.c.) member organizations (orgs.)
- J58.110 Book publishing
- J58.130 Newspaper publishing
- J58.140 Publishing of journals and other periodicals
- J58.190 Other publishing
- J63.120 Operation of web portals
- J63.990 Other information
- N79.110 Travel agency activities
- N82.300 Organization of exhibitions, fairs, meetings
- P85.600 Auxiliary activities for education
- R93.190 Other sporting activities
- R93.299 Other unclassified leisure activities
- I56.104 Catering
- 70.220 Other business and management consultancy activities
- 72.200 Research and experimental development on social sciences and humanities

- 79.120 Tour operator activities
- 79.900 Reservations and other travel-related activities
- 85.520 Education, advanced training and training in the field of culture and the arts
- 85.590 Education, further training and training n.e.c.
- 94.110 Activities of business and employers' membership organizations
- 94.120 Activities of professional institutes
- 94.999 Activities of other membership organizations n.e.c.
- 96.090 Other service activities n.e.c.

The main activity of the Institute is: S94.999 Activities not elsewhere classified. member org.

The Institute may also carry out these activities outside the territory of the Republic of Slovenia (abroad).

Article 6

In carrying out its tasks, the Institute also cooperates with other organizations, institutes and associations with similar activities in the Republic of Slovenia and abroad.

Article 7

The activities of the Institute may be changed or expanded only with amendments of the article 5 of the Institute's Act on the establishment.

The Institute may conclude contracts and perform other legal transactions only within the scope of activities entered in the court register. The Institute may conclude contracts and carry out other legal transactions related to registered activities.

The Institute may perform a gainful (market) activity if it is intended for the performance of the activity for which the Institute was established. The Institute performs gainful (market) activity in accordance with the existing legislation.

The Institute may perform activities for obtaining public and other funds to achieve the goals of the Institute.

Article 8

The Institute undertakes to financially support nature conservation and educational projects in the TBR MDD area. The details of the valorisation scheme will be defined in a special act and agreed upon by the Council of Founders of the Institute on the Assembly.

Article 9

In order to achieve its purpose and goals, the Institute may establish a company or entrust the performance of a gainful activity to other persons or companies, on the basis of a lease, licence or related contract in accordance with the law.

III. NAME AND HEADQUARTERS OF THE INSTITUTE

Article 10

The name of the organization in Slovene: **ZDRUŽENJE ZA MANAGEMENT DESTINACIJE EVROPSKA AMAZONKA**; and short name: **EVROPSKA AMAZONKA ZMD**

The name of the organization in English is: **Amazon of Europe Destination Management Organization**; with abbreviated name: Amazon of Europe DMO.

The headquarters of the organization are in Velika Polana, at the address Velika Polana 111, 9225 Velika Polana.

The organization has its own stamp, signature, and flag. The dimensions of the stamp, distinctive sign and flag shall be determined by the organization's Council of the Institute.

The use of a stamp in business is not mandatory.

IV. PUBLICITY OF THE WORK OF THE INSTITUTE

Article 11

The work of the Institute is public.

The Institute ensures the publicity of its work by informing the public about its work, with information on planned activities and with reports on the work performed, in accordance with the regulations on access to public information.

The Institute informs its bodies:

- with the right of the members of the bodies to access the minutes of the bodies of the Institute,
- at regular meetings of the Institute,
- via electronic communication,
- through the media,
- through websites,
- in other ways.

The Institute informs the general public:

- through the media,
- through websites,

- organizing round tables and press conferences,
- via electronic communication,
- in other ways determined by the Council of the Institute.

The Director of the Institute is responsible for ensuring the publicity of the work of the Institute.

Notwithstanding the above provisions, information that is protected under the regulations on the protection of personal data and information from the areas of work of the Institute where it appears on the market and is a business secret according to the decision of the Director of the Institute are not publicly available.

V. POWERS IN LEGAL TRANSACTIONS AND LIABILITY

Article 12

The Institute is an independent legal entity that acts in legal transactions within its activities independently, with all rights and obligations, in its own name and for its own account.

Legal capacity is acquired by the Institute by registering the legal person in the court register.

The Institute is responsible for its obligations by all means at its disposal. The Institute assumes responsibility for the efficient, economical and responsible handling of funds.

The founders are not responsible for the obligations of the Institute.

VI. REPRESENTATION

Article 13

The Institute is represented by the Director in relations with the founders, third parties, courts and other Institutes. Acting until the appointment of the Director, the Acting Director shall be appointed, but for a maximum of one year. In relations with the Director, the Institute is represented by the President of the Council of Founders of the Institute.

The Institute may also appoint one procurator - the secretary of the Institute. The power of attorney is entered in the court register and can be revoked at any time. The competent body for granting / revoking a power of attorney is the Council of the Institute.

VII. BODIES OF THE INSTITUTE

Article 14

The bodies of the Institute are:

- the Council of Founders,
- Council of the Institute (Management Board),
- the Director.

VII.1 COUNCIL OF FOUNDERS OF THE INSTITUTE

Article 15

All founders of the Institute form the Council of Founders of the Institute. Each founder in the council is represented by the legal representative of the founder or their authorized representatives.

The Council of Founders meets at least once a calendar year. Additional meetings may be convened by the Council of the Institute, the Chairman of the Council of the Institute or the Director, or a meeting may be held at the request of at least one third (1/3) of the representatives of the Council of Founders.

The meeting of the Council of Founders is convened by the Director of the Institute with consent of the Council of the Institute with a written invitation, directly to each founder at least two weeks before the date set for the meeting. The meeting is chaired by the President of the Council of Founders.

Article 16

The Council of Founders is quorate if more than half of the founders are present. If there is no quorum, the meeting shall be adjourned for 30 minutes. After this time, the meeting shall be executed:

- if it is established that the founders have been invited in accordance with this act,
- if at least one third (1/3) of the founders are present.

Voting is generally public, and founders can opt by secret ballot by a simple majority. Each founder has one vote. As a rule, elections of bodies are secret and take place after a debate. The decision is valid if it is decided by half of those present. Abstentions are not taken into account.

Article 17

The Council of Founders is chaired by the President of the Council or his Deputy.

Article 18

A correspondence session may also be held on the proposal of the President of the Council. A resolution is adopted if a majority of the founders who voted vote in favour.

Article 19

The Council of Founders:

- decides on the agenda of the meeting,
- elects and dismisses the President of the Council of Founders,
- elects and dismisses the members of the Council of the Institute;
- consents to the appointment of the Director and the Procurator;
- adopts, amends and supplements the Act on the establishment of the Institute, and give consent to the Statute of the Institute and the Internal acts of the Institute - other acts of the Institute,
- decides on the purchase and sale of real estate.

The Council of Founders makes all decisions regarding the management of tourism products, such as strategy, brand management, finances, membership in the Institute, etc.

Article 20

The Council of Founders also decides:

- on the change of the registered office or business address of the Institute,
- on the change of the activity of the Institute,
- on the status transformation of the Institute,
- on the participation of the Institute in other companies or institutes,
- on the additional entry of founders,
- on consent to the Act on the establishment or amendments to the Act on the establishment,
- on the consent to the dissolution of the Institute,
- on the use of the surplus of revenue over expenditure,
- to cover operating deficits,
- on the consent to the granting of guarantees, sureties or any guarantees or loans of the Institute,
- on the consent to take out loans from the Institute,
- additional funding for the founders in addition to the initial funding,
- on other issues which they determine themselves.

The founders decide on these issues by a 1/2 (simple) majority of all founders.

Each founder decides for himself on additional financing of the Institute, co-financing of individual projects from the funds of the founders, granting of liability insurance or inclusion in individual projects and withdrawal from the Institute. Such a decision cannot be tied to the decisions of the bodies of the Institute or to the majority consent of the other founders.

The legal representatives of the founders may authorize a third party to participate in the voting or decision-making. More detailed procedural rules may be laid down in the statute of the Institute.

VII.2 COUNCIL OF THE INSTITUTE

Article 21

The Council of the Institute (Management Board) shall be an executive and supervisory body elected for a term of five (5) years, with the possibility of extension, and shall consist of five members: the Chairman of the Council of the Institute, the Deputy Chairman and 3 members.

The Chairman and Deputy Chairman of the Council of the Institute shall be elected by the members of the Council of Founders at their first meeting.

The Council of the Institute shall perform the following tasks:

- takes care of the implementation of the program of the Institute,
- executes the decisions of the Council of Founders,
- manages the work of the Institute in accordance with the approved work program,
- adopts the work program of the Institute, the financial plan and the annual plan,
- takes care of the material and financial operations of the Institute,
- manages the property of the Institute,
- appoints and dismisses the Director,
- adopts the annual report of the Institute,
- decides on violations in the Institute as a body of the first instance,
- decides and determines the amount of the remuneration for the Chairman of the Council of the Institute in case such remuneration is agreed,
- deals with issues in the field of professional work of the Institute,
- decides on professional issues within the powers set out in the statute or rules of the Institute,
- determines the professional bases for the work programs and development of the Institute,
- gives opinions and proposals to the Council of Founders and to the Director regarding the organization of work and conditions for the development of activities and research projects,
- monitors and professionally evaluates the activities of the Institute,
- performs other tasks specified by law, the founding act, the statute, the rules of the Institute or the decisions of the Council of Founders.

The Council of the Institute may establish working and project groups to carry out individual tasks and activities.

It shall meet at least twice a year at the invitation of the Chairman or at the request of at least a quarter of the members. A member who is absent from three consecutive meetings of the Council of the Institute without good reason shall be deemed to have resigned.

More detailed rules may be set out in the statute of the Institute.

Article 22

A member of the Council of the Institute may be recalled or dismissed early at any time, especially if his actions damage the good reputation, operation of the Institute, especially if he does not review and accept properly submitted invitations, does not prepare for meetings, or unjustifiably does not attend meetings.

Members of the Council of the Institute are not entitled to severance pay or compensation due to early termination of member status. More detailed procedural rules may be laid down in the statute of the Institute.

VII.3 DIRECTOR OF THE INSTITUTE

Article 23

Director is the managing body of the Institute, who organizes and manages the work and operations of the Institute and represents the Institute.

The Director is responsible for the legality of the work and the business success of the Institute.

The Director of the Institute is appointed and dismissed by the Council of the Institute with consent of the Council of Founders on the basis of a public tender. The invitation to tender for the post of Director shall be published in the media (homepage is considered as media).

The employment relationship with the Director is concluded for a definite period of time, for the duration of the term of office. The employment contract (which is not obligatory) with the Director is concluded on behalf of the Council of the Institute by its Chairman.

The term of office of the Director shall be 5 years, after which she/he may be reappointed.

A candidate for the Director must meet the following conditions:

- education at least VI. degree
- experience in management positions,
- organization skills,
- other requirements that may be determined by the Council of the Institute by a resolution having the nature of a general act of the Institute.

The Director may be dismissed before the expiration of the term for which he was appointed, in the cases and under the conditions determined by Articles 38 and 39 of the Institutes Act.

Article 24

The duties of the Director are:

- represents the Institute,
- implements the business policy of the Institute, decisions and measures for the operation of the Institute,
- organizes and manages the work process of the Institute,
- prepares proposals for acts within the competence of the Council of Founders and the Council of the Institute,
- prepares a proposal for the annual work and financial plan and is responsible for implementation,
- participates in the meetings of the Council of Founders and the Council of the Institute,
- concludes employment contracts in the Institute,
- exercises the competences and obligations of the employer towards the employees of the Institute,
- decides on the use of funds in accordance with the financial plan,
- prepares and convenes meetings and materials (proposals of resolutions) of the Council of Founders on behalf of the Council of the Institute,
- makes proposals and prepares the agenda for the meetings of the Council of Founders,
- implements measures for the implementation of resolutions adopted by the Council of Founders or the Council of the Institute,
- takes care of the management, protection and costs of the Institute according to the principle of good stewardship,
- performs other tasks determined by the Council of Founders,
- keeps business books, lists of members and other lists and a register of resolutions in accordance with regulations.

More precisely, the obligations of the Director may be determined in the statute of the Institute and / or in the contract on the performance of the work and tasks of the Director.

Article 25

The Director shall be independent in the performance of her/his duties. She/He is responsible for her/his work to the Council of Founders and the Council of the Institute.

Article 26

In performing his function, the Director has the right and duty to perform tasks from the work area of the Institute and to order tasks.

VIII. RESOURCES OF THE INSTITUTE FOR THE ESTABLISHMENT AND START OF WORK OF THE INSTITUTE

Article 27

The founders provide the financial resources and spatial and infrastructural conditions necessary for the establishment and commencement of the work of the Institute.

Funds for the establishment and commencement of the Institute or subsequent payments of funds to ensure the operation of the Institute are not an obligation to the founders or do not represent a contribution as a basis for the right to a business share but are earmarked assets of the Institute.

The Municipality of Velika Polana provides spatial and other infrastructural conditions within the existing facilities for the operation of the Institute.

IX. RESOURCES, METHOD AND CONDITIONS FOR OBTAINING FUNDS FOR THE WORK OF THE INSTITUTE

Article 28

The Institute obtains funds for the performance of its activities from the following sources:

- funds of the founders,
- public funds,
- by carrying out its own activity,
- from tenders of state and local communities and their bodies and through international tenders,
- subsidies,
- from other sources (grants, donations, sponsorships, gifts...).

Each founder decides for himself on additional financing of the Institute, co-financing of individual projects from the funds of the founders, granting of liability insurance or inclusion in individual projects and withdrawal from the Institute. Such a decision cannot be tied to the decisions of the bodies of the Institute or to the majority consent of the other founders. In the event of liquidity problems, the Director is obliged to act in accordance with the applicable Financial Operations Act, insolvency and winding-up proceedings and the Companies Act.

X. SURPLUS OF REVENUE AND COVERAGE OF DEFICITS OF FUNDS FOR THE WORK OF THE INSTITUTE

Article 29

The operation of the Institute is not profit-oriented, the surplus of revenues over expenses may be used by the Institute only for the performance and development of activities.

Article 30

The assets of the Institute include cash, securities, receivables, copyrights and other movable and immovable property. The property is the property of the Institute.

The Institute may manage the property only on the basis of a decision of the Council of the Institute. The Institute is obliged to provide copyright or intellectual property from individual projects to the founders participating in an individual project. The Institute may not become the owner of facilities or technical devices or facilities in transactions in which an individual or several founders participate as an investor, unless otherwise agreed in a special contract.

Article 31

Founders of the Institute, the President, the Director, members of the bodies, the employees of the Institute and other partners must treat the resources of the Institute as good stewards.

The Director must envisage and introduce measures to identify and compensate for damage caused to the Institute, founders, associates or employees.

Article 32

The deficit of the necessary funds for work is covered by the Institute with its own funds, which it disposes of independently.

The founders are not obliged to provide additional funds for the Institute's deficits. In the event of a shortage of funds for the performance of the Institute's activities, the Council of the Institute shall propose a way to cover this deficit. The decision on coverage is made by the founders of the Institute, with the founders taking on additional financial obligations for each of them.

In the event of liquidity problems, the Director is obliged to act in accordance with the currently applicable Financial Operations, Insolvency Proceedings and Compulsory Dissolution Act (ZFPIPP) and the Companies Act (ZGD-1).

XI. BOOKKEEPING AND FINANCIAL OPERATIONS OF THE INSTITUTE

Article 33

The Institute must keep business books and prepare annual reports in accordance with the provisions of the Accounting Act and other regulations, the Code of Accounting Principles and Slovenian Accounting Standards.

Article 34

The Director of the Institute is responsible for the correct and legal keeping of accounting records.

XII. EXCLUSION OF THE FOUNDER OF THE INSTITUTE

Article 35

The status of the founder of the Institute may be revoked from the founder in the following cases:

- if it is the subject of a financial recovery or winding-up procedure,
- if it does not fulfil the assumed obligations to the Institute, founders of the Institute or other partners in projects,
- if it violates the provisions of this Act, the statute and other acts of the Institute and the decisions of the bodies of the Institute,
- in the case of other acts or omissions that are or could damage the reputation or operations of the Institute, members or projects of the Institute.

Any founder of the Institute or body of the Institute may initiate the procedure for revoking the status of founder. The initiative is addressed to the Council of the Institute, which decides on this after obtaining the statement of the founder and with the consent of the founders referred to in Article 14.

The Council of the Institute and the founders must consider the proposal within fourteen days of receipt. If the Council of the Institute finds that a violation has been committed, it shall issue an opinion proposing the revocation of the status of founder and proposing to the founders the issuance of consent for exclusion. The exclusion takes effect within the time limit from the decision of the Council of the Institute. In other cases, it issues an opinion that there are no conditions for revoking the status.

Irrespective of the decision of the Council of the Institute, the founders may decide on the expulsion of an individual founder with a resolution referred to in Article 10. The founder in question and his representatives or representatives in the bodies do not have the right to vote when deciding on exclusion

and are not taken into account in the assessment of the quorum. By signing this Act, founders waive judicial protection against expulsion decisions. In the event of exclusion, the founder is not entitled to the calculation or payment of the value of the share. The exclusion of an individual founder does not affect the existence of the Institute.

XIII. WITHDRAWAL OF THE FOUNDER

Article 36

Any founder of the Institute may at any time voluntarily withdraw with a notarized written statement submitted to the Director.

Withdrawal shall take effect on the date on which the Director receives the declaration of withdrawal by post or e-mail. The term of office of all members of the Council of the Institute proposed by the founder of other bodies of the Institute shall cease on the day of the entry into force of the withdrawal, and the withdrawing founder shall inform them thereof. Withdrawal of membership and termination of membership in the bodies does not affect the quorum of the decision-making of the founders or bodies.

In the event of withdrawal, the founder or member is not entitled to the calculation or payment of the value of the share. The withdrawal of an individual founder or member does not affect the existence of the Institute.

XIII. SUBSEQUENT ENTRY OF THE NEW FOUNDER

Article 37

Any new founders must be approved by all founders.

Upon the amendment referred to in the first paragraph of this Article, it is necessary to adopt an amendment to this deed of incorporation.

XIV. TERMINATION OF THE INSTITUTE

Article 38

The Institute is terminated in cases and according to the procedure determined by law.

In the event of dissolution of the Institute, the funds remaining after the completion of bankruptcy proceedings or liquidation shall be distributed among the founders in accordance with the principle of proportional distribution according to the amount of invested funds, unless otherwise determined by the

decision of the founders. The founders who have resigned or been excluded shall not participate in such distribution of property.

The Institute terminates:

- if a final decision establishes the annulment of an entry in the court register,
- if the Institute has been banned from carrying out its activities because it does not meet the conditions for carrying out its activities,
- if the founders adopt an act on the dissolution of the Institute because the needs or conditions for performing the activity for which the Institute was established have ceased,
- if the founders adopt an act on the dissolution of the Institute because the conditions for the continuation of the activity no longer exist,
- if it merges with another Institute or merges with another Institute or splits into two or more Institutes,
- if the Institute is organized as a company,
- in other cases specified by law or the instrument of incorporation.

XV. GENERAL ACTS OF THE INSTITUTE

Article 39

The Institute may have a statute that regulates:

- organization of the Institute,
- bodies of the Institute and their competencies,
- the method of decision-making, and
- other issues important for the performance of the Institute's activities.

The statute of the Institute is adopted by the Council of the Institute with the consent of the Council of Founders.

The Institute may also have other general acts.

XVI. TRANSITIONAL AND FINAL PROVISIONS

Article 40

The local and substantively competent court at the seat of the Institute shall have jurisdiction to resolve any disputes related to this act.

Article 41

The deed of incorporation is adopted when the founders of the Institute sign it and certify their signatures on the deed.

Signature Founder 1

Signature Founder 2

Signature Founder 3

Etc.