



**LES CLEFS D'OR PORTUGAL**  
Portuguese Association of Hotel Concierges  
*Serving tourism since 1971*

# STATUTES

# Statutes

Statutes presented for discussion and voting at the Extraordinary General Meeting of 26 September 2019, which were approved and are an integral part of the Fifty-fifth Minute.

President of the general assembly

**Francisco Oliveira**

Secretary of the general assembly

**Filipa Pinto**

These statutes will be registered in a Notary's Office for further publication of Corporate Act, on the Ministry of Justice Portal MJ.

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## CHAPTER I

### Denomination, Ambit, Headquarters and Goals

#### Article 1 - Denomination

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1. Under the designation of Chaves de Ouro de Portugal - Associação Portuguesa de Porteiros de Hotel, abbreviated C.O.P. - A.P.P.H., and hereinafter referred to as Association, maintaining for indeterminate time.

#### Article 2 - Ambit

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1. The Association of class represents within its attributions, the hotel professionals affiliated with it.
2. The Association is not for profit and is entirely foreign to all kinds of political and confessional activities.
3. The Association has a national ambit and may set up regional delegations anywhere in Portugal.

#### Article 3 - Headquarters

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1. The Association has its headquarters on Bela Vista Office, Sala 2-12, at Estrada de Paço de Arcos, number sixty six, Cacém.
2. By resolution of the General Assembly, with the presence of at least fifty percent of the effective members in the first call, or any number of members in the second call and when called for this purpose, provided that with seventy-five per cent of the votes. of the actual members present, the registered office of the Association may be transferred to any other place in the Portuguese territory.

#### Article 4 - Goals

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1. The purpose of the Association is to promote the elevation of the cultural and technical level of its members and the strengthening of relations between them by encouraging the exchange and dissemination of knowledge and experience in the field of profession, hospitality and tourism.
2. Within this objective, the main activities of the Association shall be as follows, without prejudice to others which may be deemed appropriate:

- a. Support and guide its members in the performance of their duties, as well as encourage reciprocal professional assistance among them;
- b. To promote activities aimed at stimulating interest in the profession and updating knowledge related to hotel and tourism activities, both within the Association and in collaboration with other entities;
- c. Edit or support the editing and dissemination of publications and works of recognized interest for the professional activities of Hotel Concierge;
- d. Publish a bulletin or magazine, as determined by the Board of Directors, to serve the culture and technical and deontological dissemination among its members and to disseminate the activities of the Association and its partners;
- e. Publish its own website with up-to-date socio-professional information as well as relevant news of the Association and its partners activities, both nationally and internationally, and may reserve access to some of this information only to members who maintain their contributions updated, through password to be validated annually;
- f. Promote closer professional, social and cultural relations among its members, as well as establish agreements with similar national and foreign associations, in association, federation, partnership or any other form of cooperation;
- g. Ensure the prestige of the profession, defending its social dignity and pursuing acts or conduct that may denigrate its name or concept;
- h. Ensure the prestige of the profession, defending its social dignity and pursuing acts or conduct that may denigrate its name or concept;
- i. Dialogue and collaborate with official entities and any kind of professional organizations in all matters concerning the profession and compliance with current legislation;
- j. Present to the official entities, when deemed appropriate, considerate proposals on the issues or problems affecting the profession or inform them on all matters in which their opinion is sought;
- k. Collaborate with public or private entities in carrying out initiatives of interest to the profession or associates, and may withdraw from this participation the corresponding financial contribution, duly supported by an accounting document.

## CHAPTER II Associates

### Article 5 - Categories

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1. Can be associates, in unlimited number, individuals of any gender.
2. The Association shall consist of effective members, affiliated members, honorific members and partners.
3. Effective members are all individuals who have contributed to the Association by paying an annual fee and who have been serving as a hotel concierge or similar establishment for at least one year;
  - a. These may include international members who have been in the Lobby for at least five years, the last two as a Concierge, whose application has been approved by the Board and who pay the international fees, and are allowed to use of the respective insignias;
4. Affiliate members are all individuals who have contributed to the Association by paying an annual fee and who have been serving at the hotel reception or door or similar establishment for at least one year.
5. Honorific members are, all which fills one of the following requirements:
  - a. Founders are all effective members who have been admitted until the first General Assembly;
  - b. Of merit, are all the effective members, who have provided, in any way, relevant services to the Association, to which the General Assembly, on the proposal of the Managing Bodies, distinguish with this title, as a sign of recognition;
  - c. Honorary, are individuals, companies, entities or institutions, even foreign to the Association, to which the General Assembly, on the proposal of the Board of Directors, distinguish with this title, as a sign of recognition for having contributed to the enhancement and prestige of the Association.
6. Partners are individuals or entities, public or private, with which the association develops partnerships of interest to it or its members, and may or may not undertake to pay a special contribution annually.
7. The Board of Directors of the Association shall renumber members every five years.

## **Article 6 - Admission**

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1. The admission of new effective members, affiliates and partners is the responsibility of the Board of Directors.
2. The attribution of the titles of member of merit and honorary member is the responsibility of the General Assembly, the first on the proposal of any of the Managing Bodies, the second on the proposal of the Board of Directors.
3. Admission as a full member or affiliate shall be made by proposal of another member in good standing with his social obligations, or by self-application provided that he meets the requirements of number 3 or 4 of Article 5.
4. Admission as an international member shall be made by proposal of two international members in good standing with their social obligations, provided that they comply with the requirements of subparagraph a. Article 5 (3).
5. To comply with the preceding paragraph, the candidates shall be by accumulation of effective members.
6. The admission proposals that are within the competence of the Board, complying with the provisions of paragraphs 3 and 4 of Article 5, must be approved by the Board within a maximum period of 7 days.
7. Effective and affiliated members and partners shall have a period of reflection of 15 days, after which full enjoyment of the rights and duties shall be acquired upon payment of the fees for the year of admission.
8. The verification of false statements made in the admission proposal shall be object of exclusion.

## **Article 7 - Rights**

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1. The rights of the effective members are:
  - a. Attend, participate, vote and elect the various positions of the Managing Bodies at the General Assembly, and the affiliates may only attend and participate;
  - b. Be elected to management positions, since they are international members;
  - c. Be elected to any of the other positions of the Association;

- d. To request the convening of an Extraordinary General Meeting pursuant to the bylaws;
  - e. Request the Board to audit the accounts within the time limit set by the Board;
  - f. Be informed and participate in the activities and events of the Association, which extends to affiliate members, honorary members and partners, under the conditions of participation defined for each of them;
  - g. To enjoy all the rights and privileges provided by the Statutes and Internal Rules and Regulations of the Association, as well as those that may be obtained by the Association;
  - h. To use the facilities and to benefit from the services that the Association has or will have, without more restrictions than those contained in these Statutes or the Regulations and the provisions issued by the Board of Directors, which right extends to affiliated members;
  - i. Ask the Board of Directors for any information related to the profession, activities and events of the Association, which extends to affiliated members;
  - j. Suggest to the Board of Directors any measures deemed of interest to the Association's objectives;
  - k. Suggest modification or repeal of any internal or regulatory provision;
  - l. Receive and use the distinctive member badge;
  - m. Receive a valid membership ID card corresponding to the membership annual fees, provided these are regularized, which extend to affiliate members;
  - n. Request in writing to suspend their fees if they are on extended sick leave or are unemployed;
  - o. Continue to enjoy all previous rights and privileges after retirement, provided that their status is regularized at the time of retirement and at least five years after their membership.
2. It is the partners particular right to be able to reproduce and print, in accordance with the rules of the Association, the distinctive logo on all their advertising campaigns or leaflets and on their media, as a sign of partnership.

3. The enjoyment of the rights referred to in paragraph 1 of this Article shall be subject to the regular payment of annual contributions.

## **Article 8 - Duties**

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1. The duties of effective members:
  - a. To perform, for free, with care and dedication the positions to which they have been elected and, in the same way, the attributions, missions or services that are in their charge or to which they have been appointed, this duty extends to the affiliated members;
  - b. Contribute to the prestige and dignity of their professional activity, as well as that of hospitality and tourism, which extends to affiliated members;
  - c. Comply with the provisions of these bylaws and the determinations of the General Assembly or the Board of Directors, which shall extend to affiliated members and partners;
  - d. Attend and participate in the General Assemblies and all other meetings of the Association to which they have been convened;
  - e. Pay punctually and regularly the fees established by the General Assembly, until they reach the retirement situation;
  - f. The provision of the preceding paragraph includes the fees due to the Union International des Concierges d'Hôtels - Les Clefs d'Or;
  - g. Participate the change of address, employer, employment status, or any other element provided in the admission proposal, which shall extend to affiliated members and partners;
  - h. Have ethical and correct behavior in all their acts and especially in relations with other associates and partners, in order to dignify the Association and the profession exercised;
  - i. When in the social premises or in acts promoted by the Association, accept any order given by the responsible member of the Board, making, if they wish, their complaint before the Board of Directors or other management bodies, which should extend to all members and partners;



- j. Communicate in writing your passage to retirement or unemployment.

#### **Article 9 - Fees**

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1. The fees shall be annual, corresponding to the calendar year and shall be regularized annually, or exceptionally every six months, but always until the end of the first quarter of the period to which they correspond.
2. New members, in their first year of participation, if admitted during the second semester, will only pay proportional fees to that same semester. The rest will pay their first year's share in full.

#### **Article 10 - Untying**

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1. Any member may freely and at any time disassociate himself from the Association, by written communication addressed to the Board of Directors, provided that he has the regularized fees until the end of the year to which the resignation refers.
2. A member who has been detached may be readmitted pursuant to Article 6, but shall lose his or her seniority and number.

#### **Article 11 - Penalties**

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1. The penalties that may be imposed on members, except honorary members and partners, are in the order of their gravity:
  - a. Warning;
  - b. Exclusion.
2. The penalty of warning shall be incurred by members who disobey the Board's determinations or who take less correct actions, when this results in prejudice to the Association's prestige.
3. The penalty of exclusion applies to members who:
  - a. Have suffered three warnings;
  - b. Those who, by their behavior, cause discredit and harm to the Association;
  - c. All associates or partners who, having overdue fees for more than one year, after being advised by the Board of Directors to make their payment, do not do so within 30 days;
  - d. Members who have made false statements in their admission proposal.

4. Those who have incurred the penalty of exclusion may not be members again, except as provided in paragraph 3 of Article 13.

#### **Article 12 - Disciplinary Sanction Competencies**

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1. Warning and exclusion penalties provided in points c. and d. of paragraph 3 of the previous Article, are the responsibility of the Board of Directors.
2. The exclusion penalties provided for in subparagraphs a and b of paragraph 3 of the preceding Article shall be the responsibility of the General Assembly, on a proposal from the Board of directors, which shall organize the respective disciplinary proceedings, and the decision shall be taken by secret ballot by absolute majority vote of the members present.

#### **Article 13 - Consequences of Disciplinary Sanctions**

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1. Associates or partners who have been subject to the penalty of exclusion may not use the denomination, trademark or symbols of the Association for any purpose.
2. Associates or partners who have been subject to the penalty of exclusion for non-payment of fees may be reinstated, but must complete a new admission proposal and pay fees in arrears at the date of exclusion.

### **Chapter III Funds**

#### **Article 14 - Revenue**

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1. Constitute revenues of the Association, among others:
  - a. The amount of fees paid by the effective and affiliate members;
  - b. The amount of special fees paid by the partners;
  - c. The amount of donations or subsidies of public or private individuals or entities;
  - d. Any income or earnings to which the association its entitled, from its own activities or events or in partnership;
  - e. The product of the sale of objects with the symbolism of the Association.

2. The amount of the fees referred to in point (a). of the previous paragraph shall be fixed by the General Assembly, everything contained in the remaining points of the same paragraph shall be the responsibility of the Board to decide the respective amount.

## Chapter IV Organs

### Article 15 - Managing Bodies

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1. The Association has as its Managing Bodies the General Assembly, the Board of Directors and the Supervisory Board.
2. An Advisory Board shall function within the Board of Directors, in accordance with Article 33 of these Statutes.
3. The term of office of the Managing Bodies shall be two years and may be successively reelected for one or more terms.
4. The mandates of the members of the Board of the General Assembly shall cease at the same time as the mandates of the Managing Bodies.
5. Board of Directors positions may only be held by international members.

### Article 16 - Elections

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1. For the purposes of the preceding Article, lists of the Managing Bodies subscribed by the acting Chairman of the Board or by a minimum of five effective members shall be drawn up and addressed to the Chairman of the Board of the General Assembly at least thirty days in advance the scheduled date for the Annual General Assembly.
2. In the event that no list is presented, the Chairman of the Board of the General Assembly shall immediately inform the outgoing Board of Directors, which shall be obliged to draw up one, which shall be referred to the members, in accordance with the Internal Regulations and Rules.
3. The exact post for which each candidate is proposed shall appear on each list submitted.
4. The election of the Managing Bodies shall be by secret ballot at an ordinary meeting of the General Assembly.
5. The positions of the Managing Bodies are not remunerated, without prejudice to the reimbursement of representation expenses defined by the Internal Regulations and Rules.

## SECTION I General Assembly

### **Article 17 - Constitution of the General Assembly**

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1. The General Assembly is constituted by all the effective members who are in full enjoyment of their rights.
2. The General Assembly is the sovereign organ of the Association.

### **Article 18 - Competencies of the General Assembly**

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1. The General Assembly is responsible for all resolutions, not included in the legal or statutory attributions of other bodies, namely:
  - a. To elect and dismiss the Managing Bodies;
  - b. To assign the titles of Merit and / or Honorary Member, this attribution must be done by secret ballot;
  - c. Approve the Activity Report, Accounts, Balance Sheet and Budget of each fiscal year, with the mandatory opinion of the Supervisory Board;
  - d. To resolve on the questions that under the statutory or legal terms are submitted to it, namely, the amendment of the Statutes and dissolution of the Association, as well as the establishment and alteration of the fees to be paid by the effective members and affiliates;
  - e. To resolve on the transfer of the registered office, according to the Statutes.

### **Article 19 - Board of the General Assembly**

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1. The Board of the General Assembly shall consist of three members elected exclusively from the full members, as provided for in subparagraphs b. and c. Article 7 (1) being a President, a First Secretary and a Second Secretary.
2. The President shall coordinate and direct the work of the General Assembly.
3. The Secretaries shall be responsible for ensuring the board's file and writing the minutes of the meetings.

4. The Chairman, together with the Secretary, shall be responsible for signing the minutes of the meetings.
5. The President shall be substituted in his / her absence or impediment by the First Secretary and the latter by the Second Secretary and the Secretaries by associates whom the President designates in each case.
6. If the members of the Board are absent, a member shall preside the Board, who in turn shall designate the Secretaries who will occupy their seats at the Board, and the Assembly may function legally.
7. In the event of a vacancy, the President shall be replaced by the 1st Secretary.

#### **Article 20 - Meetings of the General Assembly**

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1. The General Assembly shall meet in ordinary session, until the end of February of each year.
2. And shall meet extraordinarily at the request of the Board of Directors.
3. It may also meet extraordinarily, whenever the summons is requested, with a legitimate purpose, by a set of effective members not inferior to the fifth part of its totality and the presence of two thirds of the applicants is mandatory for the meeting to be held.

#### **Article 21 - Notices for the General Assembly**

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1. The General Assembly shall be convened by the Board of Directors by means of a registered letter sent to the members at least fifteen days in advance and stating the date, time and place of the meeting as well as the respective agenda.
2. The issuance of the postal notice referred to in the preceding paragraph is waived whenever the general meeting is called upon publication of the respective notice in accordance with the law.
3. In the years of election of the Managing Bodies, the call shall also contain the respective candidate lists in accordance with the provisions of Article 16.

#### **Article 22- Functioning of the General Assembly**

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1. The General Assembly shall function on first call when at least half of the full members are present and on second call with any number of full members present.

2. At the call shall be set forth a later date or time for the second meeting, which in the latter case shall be held no later than half an hour after the meeting.
3. Effective members who cannot attend the General Assembly have the moral duty to confer power of attorney on another qualified member.

### **Article 23 - Agenda of the General Assembly**

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1. The agenda of the Ordinary General Assembly shall include in its agenda:
  - a. The reading and approval of the Minutes of the previous General Assembly, that may be excused by vote and approval by an absolute majority of those present;
  - b. The presentation, discussion and voting of the Board of directors Activity Reports and Accounts;
  - c. The presentation, discussion and voting of the Budget and Activity Plan for the year;
  - d. The election of the Managing Bodies, in the years in which they are renewed.
2. The Chairman of the Board of the General Assembly may discuss the suggestions and proposals presented by the members.
3. The suggestions and proposals voted and approved by the General Assembly shall be implemented once their feasibility has been verified.
4. At his discretion, or at his request, the Chairman of the Board may, after the order of business, allow a period of time for communications of interest to be presented to the Association.
5. The chairman of the board of the General Assembly shall set the time for each intervention of the members present, which shall not be less than three minutes.

### **Article 24 - Resolutions of the General Assembly**

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1. Except as provided in the following paragraphs, the resolutions of the General Assembly shall be taken by an absolute majority of the members present or represented.
2. Decisions on amendments to the Statutes of the Association shall be approved by a minimum of three quarters of the number of effective associates present, without prejudice to other matters for which the law requires a qualified majority.
3. Each effective associate is entitled to one vote.

4. The Chairman of the Board of the General Assembly shall have a casting vote when the voting is not secret and its use for a tie is necessary.

#### **Article 25 - Elections on General Assembly**

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1. Voting at meetings of the General Assembly shall be taken in person.
2. The absent effective members may delegate their vote to any of the present members through proxy.
3. No member may, however, accept and present more than five proxies.
4. In the case of elections, voting shall be allowed by letter addressed to the President of the General Assembly or by e-mail sent to his box up to twenty-four hours before the date set for the vote.
5. The Chairman of the Board of the General Assembly shall open the envelopes and present the printed votes by e-mail at the time of voting, verifying their legitimacy and maintaining confidentiality. Proxy voting will still be possible.
6. The voting of the effective members present or represented will be carried out by arm raising, except for the voting for election of the Managing Bodies whose vote will be secret, except if unanimously it is decided by arm raising.
7. Voting in relation to personal matters of any member shall be by secret ballot and shall not have the right to vote.
8. For all votes, two full tellers shall be appointed from among the effective members to report on their results and shall be entered in the minutes of the meeting.

## **Section II Board of Directors**

#### **Article 26 - Board of Directors Composition**

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1. The Board of Directors is the administrative and representation body of the Association, made up of five members, elected exclusively from the effective members, in accordance with the provisions of sub-paragraph b. Article 7 (1) being a President, a Treasurer, a Secretary and two Vowals.

2. Two effective members shall also be elected as substitute members, who shall be called upon to exercise their effective function in the vacancies that occur during the term of office.
3. The Outgoing President shall be a member of the Board of Directors as an honorary member, but shall not have the right to vote.
4. In the event of vacancy, the President shall be replaced by the Secretary, and the other members by one of the substitutes, except for the treasurer, whose duties shall be assumed by the President.
5. In case of absence or impediment, the President shall be replaced by the Secretary, or in his / her impediment, by another member of the Board expressly designated by the President.
6. The Board of Directors shall meet on a quarterly basis, and whenever deemed necessary by its President, upon his convening.

#### **Article 27 - Board of Directors Competencies**

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1. It is the Board of Directors responsibility:
  - a. Organize and direct the services and activities of the Association;
  - b. Execute and enforce the legal and statutory provisions, the resolutions of the General Assembly and their own;
  - c. To perform the other functions provided for in these Statutes or in law, aimed at achieving the Association's objectives;
  - d. Constitute, modify or terminate departments, sections, committees or working groups;
  - e. Resolve on the admission of new members;
  - f. Apply the penalties whose competence belongs to it in the statutory terms;
  - g. Decide on exoneration requests;
  - h. Confer Member and Partner Awards of the Year, or others that may be created;
  - i. Propose to the General Assembly the attribution of the titles of Merit or Honorary Member in accordance with Article 5 (5) (b) and (c);
  - j. Propose to the General Assembly the setting or alteration of the amount of fees to be paid by the effective and affiliate members;



- k. Fix or amend the amounts of fees to be paid by the partners;
- l. Manage the funds of the Association;
- m. To elaborate the Regulations and Internal Norms in accordance with these Statutes;
- n. Prepare the Annual Activity Reports and Accounts and the Annual Activity Plan and Budget for the following year, as well as any Supplementary Budgets;
- o. Decide on the participation, or any other form of cooperation or partnership, in any public or private organization or entity, provided that it is non-political or confessional;
- p. Practice all management acts appropriate to the pursuit of the Association's purposes, which are not within the competence of other bodies;

#### **Article 28 - Competencies of the President of the Board**

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- 1. It is especially incumbent upon the President of the Board:
  - a. Represent the Association in or out of court;
  - b. Represent the Board of Directors;
  - c. Convene Board of Directors Meetings and direct their work;
  - d. Enforce the Activity Plan;
  - e. Move with your signature, along with the Treasurer's signature, all bank accounts of the Association.

#### **Article 29 - Competencies of the Treasurer**

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- 1. It is especially incumbent upon the Treasurer:
  - a. Arrange for the collection of revenues their processing and deposit;
  - b. Regularize the expenses duly incurred and processed;
  - c. Proceed to close the accounts and prepare the respective documents to be presented to the Supervisory Board and the General Assembly;
  - d. Move with his signature, along with the signature of the President, all bank accounts of the Association;
  - e. Keep and keep up to date all books and accounts of the Association.

### **Article 30 - Competencies of the Secretary**

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1. It is especially incumbent upon the Secretary:
  - a. Arrange the execution of the work of the Board of Directors;
  - b. Prepare and keep up to date the general archive of the Association;
  - c. Prepare and keep updated the membership files of the Association.

## **SECTION III Supervisory Board**

### **Article 31 - Composition of the Supervisory Board**

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1. The Supervisory Board is the body that inspects and verifies the administrative action of the Board of Directors, consisting of three members, elected exclusively from the effective members, as provided for in subparagraphs b. and c. Article 7 (1) being a President, a Secretary and a Rapporteur.
2. In the event of a vacancy, the President shall be replaced by the Secretary.
3. In his absence or impediment, the President shall be replaced by the Secretary, or in his impediment, by the Rapporteur.

### **Article 32 - Competencies of the Supervisory Board**

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1. The Supervisory Board is responsible for:
  - a. To examine the Association's accounts, whenever deemed necessary, and at least once a quarter at an ordinary meeting;
  - b. Check income and expense balance sheets, check expense documents and the legality of payments made;
  - c. Prepare an opinion on the Association's Annual Report;
  - d. Meet jointly with the Board of Directors whenever it deems appropriate and give its opinion on any question that may be presented to it;
  - e. To request the meeting of the Extraordinary General Assembly, whenever deemed necessary;

## **SECTION IV**

### **Advisory Board**

#### **Article 33 - Composition, Admission, Objective and Meetings**

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1. The Advisory Board is an honorary body composed of the former Presidents of the Association's Managing Bodies who are still in duty or have retired from them.
2. The Chairman of the Advisory Board shall be the Outgoing President of the Board of Directors.
3. The purpose of the Advisory Board is to provide non-binding opinions on matters fundamental to the functioning of the Association.
4. The Advisory Board shall meet whenever convened by its President, at the request of the President of the General Assembly or the President of the Board of Directors.

## **CHAPTER V**

### **Final Dispositions**

#### **Article 34 - Flag and Logo**

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The Association has the right to Flag and Symbol, which may be reproduced in stamp, letterhead, pennant, banner and / or other promotional objects.

#### **Article 35 - Commercial Relations with the Association**

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When any member of the Management Bodies, by themselves or by an interposed person, wishes to negotiate with the Association, in a business that is favorable to it, he / she must give prior notice to the President of the General Assembly, who will transmit it to the other Management Bodies.

#### **Article 36 - Association Representation**

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1. The Association is represented in and out of court by the President of the Board of Directors or, in his absence and impediments, by the Secretary, but in the movement of bank accounts always in conjunction with the Treasurer.
2. Exceptionally, the Board may mandate another of its members.

### **Article 37 - Dissolution**

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1. The decision on dissolution, as provided for under the law, requires the favorable vote of three quarters of the number of all members.
2. The Assembly which decides to dissolve shall, under the terms of the law, decide on the destination of the Association's assets.
3. A liquidation committee composed of three members with full powers to settle the assets shall be appointed at the General Assembly.



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