

The Constitution of the Association VBRATA EUROPE– Visit Brazil Travel and Cultural Association (VBRATA EUROPE)

This is the only Constitution document created for VBRATA EUROPE - Visit Brazil Travel and Cultural Association and it has been approved and endorsed at a General Meeting of the Association on Wednesday 07th September 2011 at 3.45 pm in London, United Kingdom.

1. NAME

The name of the organisation shall be VBRATA EUROPE - Visit Brazil Travel and Cultural Association, known informally as VBRATA EUROPE.

2. ABOUT THE ASSOCIATION

VBRATA EUROPE - Visit Brazil Travel and Cultural Association is a not-for-profit travel trade organisation with committee members working on a voluntary basis. VBRATA EUROPE shall be recognised as the European Association of Tour Operators Specialised in Brazil.

VBRATA EUROPE's aim is to work as a group / forum for marketing and promotional ideas generating web site traffic and creating visibility to VBRATA.org and subsequently sales leadings and bookings to Brazil with its members.

VBRATA EUROPE work to channel all benefits of the association to all of its members and the following are some of the benefits offered:

- Generate sales leads and opportunities to all members to increase the number of passengers visiting Brazil.
- Members are listed in alphabetic order on VBRATA.org web site.
- Organise and promote events, workshops and seminars for members to learn about new sales and marketing tools regarding Brazil.
- Organise press & PR lunches and events to provide members with the opportunity to meet with European national and travel trade press to increase the profile of VBRATA EUROPE and Brazil as a destination in Europe.
- VBRATA EUROPE produce travel brochures and guides, which are distributed to the general public, tour operators, airlines, travel agents, press and members of the European travel industry.
- Organise regular meetings with key speakers and promotional destinations' events providing VBRATA EUROPE members with a forum for networking.

3. AIMS & OBJECTIVES

- To improve public awareness of VBRATA EUROPE members as Brazilian specialists.
- To improve public awareness of Brazil as a tourism and cultural destination.
- To improve public awareness of Brazilian tourism and culture outside Brazil.
- To stimulate the growth of travel to Brazil.
- To promote travel industry professionalism and skills through educational and training.
- To bring together members of VBRATA EUROPE at regular intervals in order to develop a closer working relationship and create a better understanding of travel matters relating to Brazil.
- To inform and advise Brazilian destinations and travel products suppliers on requirements of the European market place.
- To improve press coverage and media of Brazil.
- To organise promotional events on behalf of VBRATA EUROPE members and partners.
- To seek to ensure the competitiveness of Brazil in all sectors of tourism.
- To organise educational and press trips to Brazil.



4. HOW VBRATA EUROPE MEET THOSE OBJECTIVES

- Advertising and public relations campaigns that feature Brazil, VBRATA EUROPE events and all its members.
- Driving traffic to VBRATA.org web site to create visibility not only to Brazil but also to its members to increase sales possibilities and number of tourists visiting Brazil.
- Site inspection trips that educate VBRATA EUROPE members and the European Travel Trade to better sell Brazil and establish the contacts with suppliers needed to do business.
- Events, such as trade shows and travel trade nights, promoting VBRATA EUROPE, its members and travel to Brazil in general.
- Training (online and physical) for members and travel trade partners allowing partners in Brazil to teach and sell their products/destinations within VBRATA EUROPE members.
- Press lunches and events providing members with the opportunity to meet with European local and national travel trade press and to increase the profile of Brazil as a country and specific states.
- Regular newsletters to VBRATA EUROPE's directory of travel agents and press contacts providing members with a free and convenient method of announcing new developments.

5. MEMBERSHIP

VBRATA EUROPE members are established Tour Operators and Airlines based in Europe with published travel programmes to Brazil which are recognised by the travel industry for their professionalism and reliability. They include some of the largest tour operators as well as medium and small and specialised tour operators offering a wide variety of programmes to Brazil.

All members must be fully bounded, hold and comply with all tour operator packaging licences and regulations for security and peace of mind.

All applications for membership should be made to the Committee Group, a selected group of members. All completed application forms will be presented for consideration and approval by the Committee Group in accordance with the Constitution or by the elected Chairman of VBRATA EUROPE.

There are several forms of membership categories as detailed below:

A) Full Membership

Full membership of VBRATA EUROPE shall be open to the following:

- European based Tour Operators selling holidays to Brazil.
- European based Airlines flying from European to Brazil.

Provided their application is approved, new Full Members will be invited to attend the start of one of the VBRATA EUROPE Committee Group meetings to receive an official welcome.

Each Full Member shall be entitled to one vote in respect of each and any ballot or decision put before an Annual General Meeting or Extraordinary General Meeting of the Association.

To become a Full Member (European based Tour Operators only) the following will be required:

- European based and currently featuring Brazil in their programme.
- Being in business for over three years.
- Feature a Brazil section on their web site and the ability to provide a dedicated URL to land on their Brazil programme.
- Ability to add new pages on their web site to promote specific Brazilian destinations accordingly to the association partners.
- Attend our workshops and events on a regularly basis.
- All their staff will need to complete VBRATA EUROPE's online training modules and all subsequently new destinations' modules.
- Ability to update their profile on VBRATA.org web site with special offers, when possible.
- Display VBRATA EUROPE logo on their web site, when possible.

For Airline Membership, an application must be submitted to the Committee Group for approval.



B) Affiliate Membership

This category is only applicable for European based companies and would suit representation companies, hotels and resort groups, cruise lines, transport companies, other travel associations, service providers (visa and passport companies), entertainment venues, PR, media and events agencies and many others, which upon final approval by the Committee Group would be eligible to become an Affiliate Member.

To become an Affiliate Member the following will be required:

- Contribute and provided added value to VBRATA EUROPE and all its members.
- Attend the workshops and meeting regularly.
- Display VBRATA EUROPE logo on their web site, when possible.

Provided the application is approved, new Affiliate Members will be invited to attend the start of one of the regular VBRATA EUROPE Committee Group meetings to receive an official welcome.

Each Affiliate Member shall be entitled to one vote in respect of each and any ballot or decision put before the Committee Group Members of the Association.

C) Associate Membership

VBRATA EUROPE shall make provision for other travel industry related companies and organisations and even individuals to join the Association as Associate Members. This category can include:

- Brazilian Federal, State, Regional and City Tourist Authorities.
- Convention and Visitor Bureaux.
- Any Tourist Authorities who are empowered to promote their destination in Europe.
- Other travel associations and companies not listed above.

Associate Members shall have no part in the day-to-day running of the Association. They shall have no voting rights. At the discretion of the Committee Group they may from time to time be invited to attend business and social events organised by the Association.

D) Destinations of the Year and Brazilian Destinations Highlight Membership:

Destinations of the Year and Brazilian Destinations Highlights membership of VBRATA EUROPE shall be open to the following:

- Brazilian state tourist offices and organisations both publicly and privately funded.
- Brazilian city tourist offices and organisations both publicly and privately funded.
- Brazilian associations and promotional Bureaus both publicly and privately funded.
- Brazilian general organisations both publicly and privately funded.
- Brazilian convention and visitor bureaus both publicly and privately funded.
- Brazilian municipal and regional tourist authorities both publicly and privately funded.

Destinations of the Year and Brazilian Destinations Highlights membership programmes are only available for organisations representing and empowered to promote their destinations abroad.

All members in this category are sponsors and commercial partners of the Association and have no part in the day-to-day running of the Association, other than the agreed package proposed and assigned by the Association. They shall not be entitled to be elected to the VBRATA EUROPE Committee Group and shall have no voting rights.

E) Honorary Fellows

- A select number of individuals who have contributed to the work and good standing of the Association shall be invited to become Honorary Fellows.
- All members of the Association shall be entitled to submit Fellowship nominations but the decision to formally recommend a candidate shall be at the sole discretion of the VBRATA EUROPE Committee Group.



Honorary Fellows of the Association will, in normal circumstances, have no part in the day-to-day running of the Association and have no vote. At the discretion of the Committee Group they may from time to time be invited to attend social occasions organised by the Association.

6. THE ASSOCIATION COMMITTEE GROUP

The Association's principal decision-making body shall be the Association Committee Group.

The Committee Group shall comprise a minimum of five Full Members and/or Affiliate Members and a maximum of twelve members.

The members of the Committee Group shall be elected at any time subject to approval from the current Committee Group or by the Chairman/Chairperson.

A) Committee Group Meetings

- The Committee Group shall meet on no less than three occasions each year.
- Notification of such meetings shall be provided in writing by the Committee Group giving no less than seven days' notice - indicating time and venue and providing a draft agenda of the meeting.
- Committee Group members unable to attend two out of every three meetings or send a nominated representative to attend on their behalf will immediately be asked to resign from the Committee Group.
- Committee Group meetings shall require a quorum of 25% of those eligible to attend and will be disbanded if at any point during the meeting the number of members falls below the quorum.
- Voting on issues raised during the meeting will be by simple majority, indicated by a show of hands.

B) Working Groups

- The Committee Group shall be empowered to create temporary or semi-permanent Working Groups to handle a specific aspect of the Association's affairs (e.g. its relationship with other travel trade bodies or negotiating with organisers of travel exhibitions).
- Each Working Group shall be chaired by a member of the Committee Group who shall be primarily responsible for keeping other Committee Group members informed about its activities.
- There shall be no limit on the number of members joining a Working Group subject to the approval of its Chairman.
- At the Committee Group's discretion, junior staff from member tourist Committee Groups and organisations shall be eligible to serve on Working Groups.
- The relevance and usefulness of each Working Group shall be subject to annual review by the Committee Group.

7. VBRATA EUROPE COMMERCIAL DIVISIONS / EXTERNAL WORK

The Association's Committee Group has appointed two companies that shall be responsible for the day-to-day administration of the Association including the Association's financial affairs and all commercial deals on behalf of the Association as detailed below.

A) Bossa Brazil Limited, registered in England and Wales, registration no. 03410846, VAT no. 928 6929 67, registered office at 3 Somerset Road, Barnet, Hertfordshire EN5 1RP, United Kingdom shall be solely and exclusively responsible to create, manage, develop and trade as VBRATA EUROPE in all legal, commercial and financial aspects of the Association and it is authorised to represent all currently existing and future VBRATA's worldwide excluding in Brazil and Latin American countries.

B) Bossa Brazil Produções e Eventos Limitada, registered in Brazil, CNPJ 14.314.129/0001-89, registered office at Rua Campo Alegre, 60, 2º andar, conjunto 72, São Paulo, Brazil CEP 05424-090, shall be solely and exclusively responsible to create, manage, develop and trade as VBRATA Brasil in all legal, commercial and financial aspects of the association and it is authorised to represent all currently existing and future VBRATA's in Brazil and in all Latin American countries only.



Both companies are authorised with exclusivity in each market to do the following:

- Create VBRATA in any market that it feels relevant and appropriate.
- Trade and use the name VBRATA with full legal, commercial and financial responsibilities.
- The companies shall have exclusivity in creating, developing, promoting and selling promotional tools used by VBRATA EUROPE and its members.
- Create, develop, promote and sale all promotional material and tools to promote Brazil and Brazilian destinations in Europe, Brazil and worldwide.
- To provide a first point of contact for VBRATA EUROPE members, the wider travel industry, the media and sponsors.
- Liaising between the Committee Group and the rest of the membership.
- Liaising with the various Working Groups that VBRATA EUROPE may from time to time establish.
- Helping to recruit and welcome new members.
- To provide a point of contact for VBRATA EUROPE sponsors in any commercial partnerships with fund raising duties.
- Liaising between the sponsors and/or partners and the rest of the membership.
- Account managing the projects undertaken by the Association on behalf of the sponsor and/or partner.
- Project managing the partnerships agreed between the sponsors and/or partners and the Association Committee Group and members.
- All payments to Sponsorship and/or Partnership Executive shall be upon receipt of invoice to be paid by bank transfers.
- To generate business via sponsorship for VBRATA and their members.
- To legally represent VBRATA and their members in government representation, lobbying and liaisons.

With the above nominations in place, none of VBRATA committee Group and members in general shall have any financial responsibilities regarding VBRATA or its appointed representation agencies named in this constitution.

The companies nominated as VBRATA EUROPE Commercial Divisions shall be entitled to become Affiliate Members and shall be entitled to one vote in respect of each and any ballot or decision put before an Annual General Meeting or Extraordinary General Meeting of the Association.

To terminate any of the above agreement a written notice must be served with 180 day-notice and must be voted by a minimum of 50 per cent of the UK Committee Group Members.

8. ANNUAL SUBSCRIPTION

- The annual subscription levels for Full Members will be free of charge for European based tour operators and airlines.
- Affiliate Members and Associate Members shall be set by VBRATA EUROPE Commercial Divisions and informed to the Committee Group during the Committee Group meetings and can be changed at any time.
- VBRATA EUROPE Commercial Divisions shall also annually set a one-off Joining Fee for all new members irrespective of the category of their membership.
- Destinations of the Year and Brazilian Destinations Highlight, Partners and Sponsors can only join the Association upon agreement and payment of a commercial proposal to generate business and to increase number of tourist to Brazil.
- Any member who has failed to pay their annual subscription for the current year by the time of the Annual General Meeting shall be deemed to have resigned from the Association.
- Any lapsed member who subsequently re-applies for membership shall be subjected to a surcharge; the exact amount to be at the discretion of VBRATA EUROPE Commercial Divisions or the Committee Group .

9. TERMINATION OF MEMBERSHIP

- Resignations by individual members must be made in writing to VBRATA EUROPE Commercial Divisions and informed to the relevant Committee Group and become effective on the date the letter is accepted by the Committee Group. The subscription for the year in which the resignation takes place is not refundable.



- The Committee Group and VBRATA EUROPE Commercial Divisions have the power to terminate the membership of any member for non-payment of its annual subscription or for any other reason where it believes the continued membership of an individual tourist Committee Group or organisation is against the best interests of the Association.

10. ALTERATIONS TO THE CONSTITUTION

- Amendments or additions to the Constitution can only be made at a Committee Group meeting or specially-convened Extraordinary General Meetings. Any such changes would require a quorum of no fewer than 50 per cent of the subscribed membership and a three-quarters majority in any vote.

11. DISSOLUTION OF THE ASSOCIATION

- Any proposal to dissolve the Association shall be subject to a vote at a Committee Group Meeting or specially-convened Extraordinary General Meeting. Any such meeting would require a quorum of no fewer than 50 per cent of the subscribed membership to be in attendance and a three-quarters majority in any vote.
- Members shall receive written notice of any such proposal at least 21 days in advance.
- Any proposal to hold a meeting to discuss the dissolution of the Association shall require no fewer than 50 per cent of Full and Affiliate members submitting written requests to the Committee Group.
- In the event of dissolution, any assets the Association might have shall be forwarded to a relevant charitable organisation to be decided by the outgoing Committee Group and subject to a majority vote.

12. GOVERNING LAW

- This constitution is created in England and governed by English Laws, where official not-for-profit associations do not require to be registered with Companies House in England and Wales and this constitution agreement is the official formation of the VBRATA EUROPE - Visit Brazil Travel and Cultural Association in Europe.
- This Constitutional Agreement is recognised in the United Kingdom (England, Wales, Scotland, Northern Ireland) and in all countries part of the European Union and it is governed by the Laws of England and the English Courts shall have exclusive jurisdiction in any possible disputes.

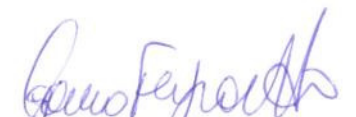

 Glaucio Fuzinato
 Chairman of the First VBRATA EUROPE Meeting

Date: 11/09/2011

**LIST OF MEMBERS PRESENT AT THE FIRST CONSTITUTION MEETING OF VBRATA
EUROPE IN LONDON ON WEDNESDAY 07 SEPTEMBER 2011 AT 3.45 PM IN LONDON,
UNITED KINGDOM AND THEY RESPECTIVE NOMINATIONS:**

NAME & SIGNATURE

POSITION ELECTED AT VBRATA EUROPE



Glauco Luiz Fuzinatto

VBRATA EUROPE CHAIRMAN/PRESIDENT



Liane Galina

VICE-CHAIRPERSON / VICE-PRESIDENT




Fabio Marcelo Fuzinatto

EXECUTIVE SECRETARY



Alex Ribeiro

SPONSORSHIP MANAGER



Queli Cristina de Oliveira Santos

COMMITTEE GROUP MEMBER



Archie Carmichael

COMMITTEE GROUP MEMBER



Rosemary Holt

COMMITTEE GROUP MEMBER



Ricardo Trazzi Martins

COMMITTEE GROUP MEMBER