



## **The Sustainable Mountain Alliance**

### **Statutes**

#### **Article 1: Name and Place**

The Sustainable Mountain Alliance (hereafter referred to as 'SMA') exists as an association, as defined by article 60ff of the Swiss Civil Code. The place of jurisdiction is Lausanne, Switzerland.

#### **Article 2: Duration**

SMA is created for an indeterminate duration.

#### **Article 3: Purpose**

- I. SMA is a non-profit organisation whose vision is to facilitate the transition to sustainable sports and tourism in the mountain environment.
- II. The SMA's mission is to provide a collaborative platform that identifies and supports inspirational, innovative solutions and a regenerative economy in the mountains, the most sensitive environment to climate change.
- III. To this end, the SMA undertakes the following activities:
  - a) It creates and maintains a think-tank converting science to advocacy tools and guidance, supported by internationally renowned experts and tasked to analyse challenges and recommendations in the area of sustainable mountain sport and tourism.
  - b) It initiates, organises, coordinates and sustains – in close collaboration with partners and interested stakeholders – projects and initiatives of benefit to its members and partners.
  - c) It offers to partners and interested stakeholders – its expertise in the analysis of the overall challenges facing alpine sport and tourism, setting up strategic action plans, formulating concrete recommendations and the systematic monitoring and support to innovation and good practice in the area of sustainable sport and tourism.
  - d) It organises capacity-building and educational activities, seminars, conferences and expert meetings.

#### **Article 4: Membership**

- I. *Criteria:* Members of SMA are organisations or physical persons that endorse the vision and mission of the SMA. All members contribute an agreed membership fee annually.
- II. *Admission:* The SMA Board endorses (or not) applications for membership (Swiss Civil Code Art. 65.1) and ensures that the official list of members is reviewed, kept updated and is made available publicly.
- III. *Membership ceases:*
  - a. By written resignation to the SMA Board, with no refund of Membership

- Fees possible;
- b. For non-payment of agreed dues for more than one year, with at least two prior notices received during the year;
  - c. By exclusion ordered by the SMA General Assembly, if a two-thirds ( $\frac{2}{3}$ ) majority decides that a member no longer meets the membership criteria;
  - d. On dissolution of the member organisation;
  - e. On death of an individual member.

## **Article 5: Organs**

The governing bodies of SMA include:

- I. the General Assembly;
- II. the Board;
- III. Committees.

- I. The General Assembly (hereafter the 'GA')*
  - a. Is the supreme governing body of SMA. It is composed of all members in good standing.
  - b. Elects the President, the Vice-President(s), and the Board. The General Assembly is presided over by the President or, in his/her absence, by a minimum of one of the Vice-Presidents.
  - c. Approves accounts and the annual budget.
  - d. Reaches its decisions by a simple majority vote of members present or represented by proxy. Voting may be conducted online if necessary. Every member attending the GA is entitled to one (1) single vote.
  - e. Abstentions are not counted when determining the total number of votes. Votes are by a show of hands or by secret ballot, if at least five (5) members request a ballot. To count the votes, the GA appoints two scrutineers at the start of the meeting.
  - f. Is convened at least once per year by the Board or at the request of at least twenty percent (20%) of the members. Members shall be informed in writing of the date and venue of the GA at least six (6) weeks in advance. The General Assembly may be conducted virtually. The agenda and the minutes of the previous meeting are sent to members by the Board at least two (2) weeks before the meeting.
  - g. Must be held no later than six (6) months after the end of each accounting year to endorse the minutes of the previous GA, to hear and approve the annual reports and the balance sheet, to discuss projects presented, and to vote on resolutions brought by the Board and the Committees.
  - h. The agenda of the GA must include:
    - Approval of the minutes of the previous GA;
    - Membership;
    - The Association's annual activity report;



- The report of the Treasurer and of the setting of membership fees;
  - Approval of the budget;
  - Approval of reports and accounts;
  - Election of the Board;
  - Miscellaneous business.
- i. Is authorised to license the name the Sustainable Mountain Alliance and “SMA” and the SMA logo.

## *II. The Board*

- a. Is composed of one (1) President, one (1) Vice President, one (1) Treasurer and members of the Board.
- b. Is supported by the SMA Executive Office and the Committees.
- c. Shall convene at least three (3) times annually.
- d. In case of equal votes, the President will have a casting vote.
- e. Directs and represents SMA in accordance with its Statutes. It is authorised to carry out all acts that advance the purposes of the Association.
- f. Determines the annual Membership Fees for SMA Members.
- g. Has a President who is elected by the General Assembly to chair meetings of the Board.
- h. Shall ensure that the Board is diverse, non-discriminatory and equitable, notably by electing at least one-third women as members.
- i. Includes members who are elected to the Board by the General Assembly for three (3) years and are eligible for re-election for a maximum of three (3) terms.
- j. All members of the Board work on a voluntary basis. Expenses incurred by their activities will be reimbursed upon prior approval by the Executive Office and subject to conformity with the SMA Code of Conduct.
- k. Proposes candidates to the General Assembly for the election or reappointment of the SMA President, Vice President and Treasurer.
- j. Proposes modifications to the Statutes.
- k. Shall appoint all executives necessary to run the organisation.
- l. Supervises and evaluates on a regular basis the SMA Executive Office and Committees, who have no voting power. The SMA Executive Office leads the operative processes and transactions of the Association; Executive Office tasks, rights and duties are outlined in an employment contract between SMA and the respective staff member.

## *III. Advisory Committees*

- a. May be established to support the work of the SMA.
- b. Are composed of recognised experts in their field.

### **Article 6: Signing Powers**

For financial agreements above CHF1,000, the SMA is legally bound by the signature of the head of the Executive Office and at least two (2) other members of the Board.

### **Article 7: Liability**

- I. All financial commitments and liabilities of SMA are guaranteed by the current assets only.
- II. No member of the Board or SMA Executive Office shall be held personally liable for any debts of the organisation.

### **Article 8: Finances**

- I. SMA shall obtain its resources through:
  - Membership fees;
  - Donations, grants and trusts;
  - Events, conferences, and delegate fees;
  - Value-in-Kind.
- II. The fiscal year shall begin on January 1st and end on December 31st and may be adjusted upon proposal of the Board and validation by the General Assembly.

### **Article 9: Modification of Statutes and Language**

- I. These Statutes and any by-laws may be modified at any time by the General Assembly upon recommendation of the Board. Modifications require a majority vote.
- II. The official language of the SMA is English.

### **Article 10: Dissolution**

- I. The dissolution of SMA may be decided upon by the General Assembly only. A two-thirds (2/3) majority shall be required for such a decision to be effective.
- II. In the case of dissolution, or departure from Switzerland, any remaining funds after payment of all the debts of SMA shall be allotted to a Swiss non-profit organisation, exempt of taxes and pursuing similar goals as those of the Association. Under no circumstances may the assets (financial or otherwise) return to the founding members or physical persons affiliated with SMA, nor be used for their benefit in whole or in part in any way.

The SMA Statutes were adopted in the SMA General Assembly Meeting:

Date: 21 March 2025

Place: virtual