



BY-LAWS OF THE WORLD TRAILS NETWORK

Article 1: International Board Resolutions

1.1 A meeting of the International Board can take place by interactive electronic means. A meeting is only valid provided a quorum is participating, consisting of a majority of the whole International Board. No Board Member may be represented by another person, nor vote by proxy.

1.2 After consultation with the WTN Membership, resolutions to change the Purposes or to dissolve the Association require a majority of three-quarters of the whole International Board to be adopted. Any changes to the Purposes/Aims should differ as little as possible from those listed in Article 7 of the statutes.

1.3 In the absence of a regular Board meeting, Board Members may vote on Resolutions that have been circulated in writing or by other means, unless at least three Board Members request a meeting.

1.4 The International Board may appoint Committees to advise it on any aspect of the Purposes of the Association, or to accomplish specific functions and responsibilities as defined by the By-Laws, or by Resolutions of the International Board. Each Committee shall be chaired by a Board Member.

1.5 Audited accounts of income and expenditure and a balance sheet of assets and liabilities as of the end of each financial year shall be submitted to the International Board within 3 months, following the end of such financial year.

1.6 The International Board may accept and hold in Switzerland or in any other country, donations of funds, including legacies, for its Purposes in general, or restricted directly to any of its Purposes or activities.

1.7 In the event that funds become available to the Association in a country other than Switzerland, the International Board may authorize a suitable organization in that country to hold such funds on behalf of the Association and at its disposal.

1.8 The International Board may accept donations for the purpose of building up capital or for endowment funds, the capital of which shall remain permanently invested with only the income being available for disbursement.

1.9 The International Board may accept donations in kind and may resolve whether or not to realize such assets.

1.10 Donations may be subject to conditions, provided the fulfilment of the conditions is not contrary to the Purposes of the Association.

1.11 The International Board may resolve to set aside any part of the unrestricted funds as additional capital or reserves, and has the power at any time to revoke such a Resolution in whole or in part.

1.12 The International Board is responsible for the investment of all capital funds with the advice of the Treasurer and such professional investment advisors as the Treasurer and the International Board may wish to consult.

1.13 The International Board is responsible for the distribution of funds available in accordance with the Purposes of the Association and with the advice of appropriate technical and scientific experts drawn from within the Regional Hubs or Country Specific Offices and/or from outside.

1.14 No party shall have a claim to any contribution from the funds of the Association, and the International Board shall ensure that the funds are spent only for the purposes for which they were allocated.

1.15 The International Board shall endeavour to cover the cost of the administration of the Association with income from its capital and endowment funds, through grants, fundraising campaigns, membership dues and donations.

Article 2: Emergency Provisions

In case of extraordinary political or military circumstances, the Board Member residing in Switzerland, in consultation with the Chair, or in his/her absence, with the Vice-Chair, the Treasurer or two other Board Members, may, in the interests of conserving the assets of the Association, transfer such assets to another Swiss or foreign institution of similar charitable character (Stiftung, Foundation, Société de Bienfaisance, Trust, Charitable Corporation, etc.) with the same or a similar purpose, under the Decree of the Swiss Federal Council of 12 April 1957 concerning the measures for the protection of legal entities.

Article 3: Nominations

3.1 The Chair will call for volunteers, from the membership, who will not be eligible for election, to form a Nominations Committee.

3.2 The Nominations Committee will consist of 3 -5 members, who will appoint a chairperson to oversee the Nominations Committee.

3.3 The Nominating Committee will propose to the membership, after broad consultation, members for the International Board to be elected at the Annual General Meeting.

3.4 Votes are by a show of hands/voice over phone or online proxy form. Voting can also take place by secret ballot, if at least five members request it.

Article 4: Regional Hubs or Country Specific Offices

4.1 The Board will ensure the alignment of the Regional Hubs or Country Specific Offices to the WTN global objectives in both programmatic and operational matters, such a meeting global fundraising targets and supporting WTN initiatives;

4.2 Hubs are encouraged to discuss and share best practices and ideas between chairpersons and boards of Regional Hubs or Country Specific Offices;

4.3 Hubs provide advice to the International Board on major issues, either at its request or on its own initiative, such issues may include:

4.3.1. improving the network's functioning;

4.3.2. Strengthening best practice of the International Board on matters of transparency and accountability;

4.4 Chairs of Hubs should represent the opinions and needs of the Regional Hubs or Country Specific Offices to the International Board;

4.5 Chairs of Hubs provide peer support to Regional Hubs or Country Specific Offices and associates facing difficulty in meeting their aims and advise the International Board on measures to be taken in case of non-compliance of Regional Hubs or Country Specific Offices to their obligations within the WTN network.

Article 5: Role of Executive Board Members

5.1 The Chair is responsible for:

1. Calling the meetings of the WTN membership, held once a year,
2. Establishing the agenda of the board and membership meetings,
3. Reviewing WTN documents,
4. Oversight of the activities of the working groups / task teams

5.2 The Vice-Chair will assume the responsibilities of the Chair in his/her absence.

5.3 The Secretary shall prepare and circulate the required working documents of the WTN and will take the minutes of the meetings.

5.4 The Treasurer shall oversee the financial transactions of the WTN. in conjunction with the Chair, the Treasurer will create the annual budget, and work with the approved auditor to create the annual financial report.

Article 6: Approval and Changes of By-laws

6.1 Changes to the Bylaws require a majority vote of support by the membership, at the Annual General Meeting, to be adopted.

6.2 By-laws Approved at the Annual General Meeting 19 February 2018.

By-law changes approved by the members at the Annual General Meeting on 18 June 2020.