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Non-Profit Association . Fidraco SA, Rue Agasse 54, CH-1208 Geneva, Switzerland

## ARTICLES OF CONSTITUTION OF THE WORLD TRAILS NETWORK

### WORLD TRAILS NETWORK STATUTES

Version 4.1 amended for and adopted at the Annual General Assembly of 29 September 2022.

#### I. NAME, REGISTERED OFFICE, DURATION AND MODIFICATION OF STATUTES

##### **Article 1: Name**

The World Trails Network (WTN) is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

##### **Article 2: Registered Offices**

The Association has its registered offices located in the State of Geneva at: c/o Fidraco SA, Rue Agasse 54, CH-1208 Geneva, Switzerland. The Association may also open branch offices elsewhere.

##### **Article 3: Supervisory Authority**

The Association is subject to the supervision of the Swiss Federal Department of the Interior.

##### **Article 4: Duration**

The Association shall be of unlimited duration.

##### **Article 5: Dissolution**

5.1 The Association may only be dissolved if for any reason whatsoever it is no longer possible to fulfil its Purposes.

5.2 The International Board resolves the dissolution of the Association on the basis of a written motion to be submitted to all the Members three months before the resolution is considered by the International Board. A majority of two-thirds of all the Members is required for such a resolution to be adopted and will be subject to the Swiss Supervisory Authority.

5.3 Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit, in whole or in part, in any way.

### **Article 6: Modification of Statutes**

Decisions concerning the amendment of the Statutes must be approved by a two-third majority of the Members at the Annual General Meeting.

## **II. AIMS AND PURPOSES OF THE ASSOCIATION AND RESOURCES**

### **Article 7: Aims**

The Association shall pursue the following aims:

1. To develop and support a globally active network of diverse, high quality, environmentally sustainable trails that work in their own regions to further the interests of the trails industry for the benefit of all inhabitants of earth.
  
2. To foster global collaboration and networking among trails that serve to connect people with landscapes and cultures around the world. This is achieved through application of the principles of caring for the environment; sustainable development practices; a commitment to quality trail experiences; connections with communities; accuracy of information; promoting active lifestyles in the outdoors and nature; and through sharing the common values of the world's trails, benefiting the general public.

The Association pursues its aims through the following objectives:

- Provide a platform for global networking;
- Host and coordinate the World Trails Conference;
- Establish Regional Hubs or Country Specific Offices;
- Develop the global trails market through promotion and cross-marketing, including:
  - o International Friendship Trails program
  - o Peer-to-peer trails advocacy
  - o Youth engagement
  - o Volunteer programs
  - o Trail Atlas
- To promote awareness of the need for the conservation and development of trails and to assist in designing, producing and making available suitable material for educational purposes, knowledge exchange, research and sharing of best practice, for campaigns, exhibitions and the media to assist the growth and development of trails throughout the world;
- To advocate for environmentally, socially and culturally sustainable trail development;
- Mentoring program - linking specialists, expertise, fostering personal and professional exchanges, including research and the networking of specialists in trails, students and others, especially from developing countries, and to promote and participate in conferences, seminars, lectures, meetings and discussions in furtherance of the sustainable development and conservation of trails worldwide;

- To develop worldwide moral and financial support for the conservation, development and support of trails through the creation of a World Trails Fund to finance and support sustainable trails development and trails projects by collecting and disbursing funds;
- To appoint representatives and establish affiliated, associated or subsidiary organizations in any part of the world and to cooperate with, and support, other organizations in the field of trails, and to engage in and encourage any lawful, financial, commercial and other activities conducive to the aims.

### **Article 8: Resources**

The Association's resources are derived from:

- Donations and legacies
- Sponsorship
- Public subsidies
- Grants
- Membership fees
- Earned income from merchandise and license agreements
- Any other resources authorized by the law.

The funds shall be used in accordance with the Association's networking, educational, social and environmental aims.

### **III. ORGANIZATION**

**The Association shall include the following organs:**

- a) Members
- b) International Board
- c) Auditor (Finance Committee)
- d) Regional Hubs and Country Specific Offices
- e) The Advisory Committee
- f) Task Teams

### **Article 9: Members**

The membership is open to the below categories anywhere in the world:

- Trails and their organizations
- Associations and clubs relevant to trails
- Organizations and government bodies relevant to trails, including tourism, regional and economic development, environmental protection, health and wellbeing
- Businesses relevant to trails
- Academia
- Individuals, groups, organizations or businesses who have an interest in trails.

The Association comprises:

- Founding members - voting rights as long as they remain active members.
- Organization members - voting rights.
- Honorary/Patron members - voting rights.
- Individual members - no voting rights.

Membership ceases:

- a) on death;
- b) by exclusion ordered by the International Board, for just cause, with a right of appeal to the membership. Appeals must be lodged within 30 days of the International Boards decision being notified; or
- c) for non-payment of dues.

Members have no personal liability for the Association and its assets.

#### **Article 10: International Board**

10.1 The International Board is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's day-to-day affairs. The International Board meets as often as the Association's business requires.

10.2 The International Board is composed of at least five, and no more than fifteen, members elected by the membership, including the Chair comprising persons of high-standing and special competence in fields useful to the Association. Each member's term of office shall last for four (4) years and be renewable three times to a lifetime maximum of twelve (12) years. In the event of a mid-term vacancy the International Board will co-opt a new member for the remainder of the year, and to be up for election at the next Annual General Meeting. Each Board member shall serve WTN in their personal capacities and not as representatives of their respective States or organisations. Members of the Board, including Officers and Directors, hold terms of four (4) years. These terms are staggered, so each year approximately one-third of the Board is elected.

10.3 The International Board will appoint a Chair, who will chair the meetings of the International Board. The Board will also appoint a Vice-Chair, a Secretary and Treasurer.

10.4 The International Board may vote on a Resolution to remove a Board Member. A majority of three-quarters of the whole International Board without the Board Member concerned shall be required for the Resolution to be adopted. The Board Member in question has the right to be heard, but shall have no right to vote on the Resolution.

10.5 The International Board is responsible for the conduct, administration and representation of the Association, and defines its Mission and policies.

10.6 The functions of the International Board are:

- to take the appropriate measures to achieve the goals of the Association;
- to convene the Annual and Special General Meetings;
- to take decisions with regard to admission of new members as well as the resignation and possible expulsion of members; and
- to ensure that Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.

10.7 The International Board is responsible for establishing the management structure of the Association, including the appointment of the CEO when needed.

10.8 The International Board may delegate to Board Committees, Advisory Committee, Task Teams, to the CEO and to other bodies or individuals such functions and responsibilities as it sees fit.

10.9 The International Board meets normally four (4) times per year. More than 3 consecutive missed meetings, without justification, are grounds for removal of a Board member.

10.10 The Association is legally bound by the individual signature of the Chair and Vice-Chair.

10.11 Board Members may not derive any financial benefit for their services as Board Members.

10.12 Persons regularly employed and remunerated by the Association do not qualify for membership of the International Board. The paid employees of the Association have only a consultative contribution on the International Board.

10.13 All Chairs of Regional Hubs, Country Offices and the Advisory Committee are Ex-Officio members of the International Board.

10.14 The International Board members work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs. Potential attendance fees cannot exceed those paid for official commissions. For activities beyond the usual function, each International Board member is eligible for appropriate compensation.

### **Article 11: The Auditor**

The financial year shall begin on 1 January and ends on 31 December of each year.

The membership at the Annual General Meeting ratifies an Auditor who will audit the Association's accounts every year. The auditors shall ensure compliance with the Statutes and the purposes of the Association.

The Association may engage in a business enterprise with the same or similar purpose, or set up new companies, so long as they conform to its charitable aims.

### **Article 12: Regional Hubs and Country Specific Offices**

12.1 The Association encourages the establishment of, and itself may establish Regional Hubs or Country Specific Offices around the world in any country to support and further local networking and coordination and objectives of the Association. These Regional Hubs or Country Specific Offices can be established locally and are independent organizations working within the aims and objectives of the World Trails Network.

12.2 Regional Hubs or Country Specific Offices enter into an agreement with the WTN Association to conduct its operations and manage its finances in a manner acceptable to the Association.

12.3 The International Board may also enter into association with other bodies by agreements which govern the methods of cooperation between them.

12.4 The International Board has the final authority to close any office of the WTN and terminate any agreement that has been entered into regarding use of the brand in any territory.

### **Article 13: The Advisory Committee**

13.1 The Advisory Committee consists of the Chairs of the Task Teams.

13.2 The International Board in consultation with the Advisory Committee, appoints a chair for the Advisory Committee

13.3 All Advisory Committee members must be members of the WTN.

13.4 The Advisory Committee meets on a monthly basis to provide updates on the activities of the Task Teams.

### **Article 14: Task Teams**

14.1 The focus of Task Teams are determined by the Board, and may be altered from time to time to best align with the purpose and aims of the WTN.

14.2 All Task Team members must be members of the WTN.

14.3 Task Teams meet regularly and generate information and reports to support and contribute to the knowledge base of trails and the WTN.

14.4 Task Teams report on their activities regularly to the Advisory Committee and Annually at the Annual General Meeting.

### **Article 15: Annual General Meeting**

15.1 The role of the Annual General Meeting is to provide a forum for all members, including Regional Hubs and Country Specific Offices, to receive an update from the Board and to provide their input to the Board and the WTN.

15.2 The Annual General Meeting is open to of all the members and shall be held once each year. A special General Meeting may also held when necessary, at the request of the International Board or at least of one-fifth of the members. The International Board shall inform the members in writing of the date of the Annual General Meeting at least six weeks in advance. The notification, including the proposed agenda, shall be sent by email to each member at least 10 days prior to the date of the meeting.

15.3 The Annual General Meeting shall be considered valid with a minimum of five members present.

15.4 Decisions of the Annual General Meeting shall be taken by consensus. If not possible the decision will be taken by a majority vote of the members present and / or those members present via virtual meeting online. In case of deadlock, the Chair shall have the casting vote.

15.5 Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present.

15.6 The agenda of the Annual General Meeting of the General Assembly must include:

- Approval of the Minutes of the previous General Assembly
- The International Board's Annual Activity Report
- The report of the Treasurer and of the Auditor
- Reports from the Task Teams
- The setting of membership fees
- Election of the International Board members and Auditor
- Miscellaneous business

### **Article 16: Language**

16.1 The official language of the Association is English.

16.2 Regional Hubs or Country Specific Offices are likely to operate under different languages and are to be determined by each Regional Hub or Country Specific Office.

### **Article 17: By-Laws**

The membership adopts By-Laws governing the organization, administration, representation and activities of the Association.

The present Statutes detailed above have been duly approved by the Constituent **General Assembly of January 2015 at Jeju Island, Korea**, modified at the **General Assembly of October 2016 at Tottori, Japan**, and updated at the **General Assembly of 15 February 2018**, and updated and approved at the **General Assembly of 18 June 2020**. The Statutes were further updated and approved at the Annual **General Assembly of 29 September 2022**.

For the Association

Jackie Randle  
Chair



Julian Gray  
Vice-Chair



The activities of the World Trails Network including current members and associates, aims and projects are listed at: [www.worldtrailsnetwork.org](http://www.worldtrailsnetwork.org)