



## Bylaws of the European Outdoor Conservation Association (Version 3.0)

### I Name and Business Seat

#### Article 1

The Association was formed pursuant to Art. 60 ff of the Swiss Civil Code and shall be known as “**European Outdoor Conservation Association**”. The Association shall be in existence for an unlimited time.

#### Article 2

The Association shall have its business seat in Zug, Switzerland.

### II Objective and Purpose

#### Article 3

The Association is a not-for-profit organization, whose purpose is to solicit resources from the outdoor industry for the benefit of non-profit or charitable organizations, which promote or implement conservation projects as well as for promoting public awareness of the need to protect the environment. This objective shall be met by specific activities, which shall include the following:

- Promoting the education of outdoor athletes and the population at large to recognize the necessity of conservation;
- Promoting awareness among outdoor athletes and the population at large to recognize that the environment is threatened by pollution, industrial use, overuse etc., which makes conservation a necessity;
- Procuring resources by awarding membership in the Association, with the objective of investing such resources in not-for-profit projects that are consistent with the mission of the Association;
- Encouraging companies and individuals within the outdoor industry to provide the Association with the required resources to meet its objectives;
- Observing all regulations that are relevant for the Association as a not-for-profit organization;
- Fulfilling additional future tasks that are consistent with the mission of the Association.

During the initial stages, the objective of the Association shall be to establish an organizational structure that allows for implementing and funding its general goals.

### III Membership

#### Article 4

Membership in the Association shall be limited to legal entities of the European outdoor industry, which are willing to recognize and promote the objectives of the Association. Membership applications shall be sent to the President. The Board of Directors shall review new membership applications.

#### Article 5

Membership fees shall be guided by the sales volume of members, using the following graduated scale:

Sales in Euros:	Membership fee:
€0-3 million	€ 550
€3-10 million	€1,100
€10-20 million	€2,200
€20-30 million	€3,300
€30-40 million	€4,400
€40-50 million	€5,500
Over €50 million	€6,600

The membership fee shall be payable during the year of joining the Association and annually thereafter.

The Annual Meeting of Association Members shall set the membership fees annually; fees may not exceed €8,000 per year.

#### Article 6

Membership shall terminate when:

- a) A member leaves the Association;
- b) A member is expelled from the Association;
- c) The Association is dissolved.

Members wishing to leave the Association shall announce their intention by sending written notice, by mail, to the Association office, observing a 3-month notice period before the end of a calendar year.

Reasons for expulsion may include dishonorable conduct or actions that run counter to the interests of the Association. The Board of Directors shall be authorized to expel any member. Prior to an expulsion, members have the right to a hearing before the Board of Directors.

Members shall be notified of expulsion in writing, with immediate effect. Members shall have the right to appeal an expulsion before the Annual Meeting of Association Members.

## IV Governing Bodies of the Association

### Article 7

The governing bodies of the Association shall be

- a) The Annual Meeting of Association Members;
- b) The Board of Directors;
- c) The Executive Director;
- d) The Statutory Auditing Committee.

### a) Annual Meeting of Association Members

### Article 8

A regular meeting of Association members shall be held once a year. The Board of Directors shall determine the time and place of this meeting with consideration for other Association activities. The Board of Directors shall issue a written invitation to attend the Annual Meeting of Association Members with advance notice of at least 20 days, and including an agenda.

Motions from the membership shall be submitted to the Board of Directors at least 10 days prior to the date of the membership meeting.

### Article 9

Extraordinary meetings of the membership shall be held

- At the invitation of the Board of Directors;
- Upon written request of at least one fifth of Association members;
- Upon request of the Statutory Auditing Committee.

Invitations to such meetings shall be issued in writing, accompanied by an agenda, at least 20 days prior to the meeting.

### Article 10

The Annual Meeting of Association Members shall have the following responsibilities:

- a) Approval of the annual report of the Board of Directors;
- b) Approval of the annual accounts, the balance sheet and profit and loss calculation as well as the report of the Statutory Auditing Committee;
- c) Annual budget and determination of membership fees;
- d) Election of the President, the Board of Directors, and the Statutory Auditing Committee;
- e) Voting on motions by the Board of Directors and the membership;
- f) Approval of the fund allocation;
- g) Bylaw amendments;
- h) Dissolution of the Association.

### Article 11

Voting on resolutions of the Annual Meeting of Association Membership shall be conducted by open ballot, with a simple majority prevailing.

The majority of members in attendance may request secret balloting.

The President shall have the right to decide a tied vote.

Each legal entity shall be considered a member and shall have one vote when attending the membership meeting.

Members who are involved in a legal transaction, a legal dispute, or a motion to exonerate between a member and the Association shall not be authorized to vote on said issues.

### b) Board of Directors

### Article 12

The Board of Directors shall consist of at least 3 members, who are appointed for a term of 2 years by the Annual Meeting of Association Members. With the exception of the President, the Directors shall be free to assign responsibilities within the Board.

The Board of Directors shall have a quorum if at least 50% of Board members, including the President and/or Vice President, are present. Meetings shall be held at the request of the President or of a Board member. The President shall have the right to decide a tied vote. Each Board member shall have one vote.

Inasmuch as Board members resign during their elected term, the Board of Directors shall be free to replace them at its discretion. Such replacements must be approved at the next meeting of association members.

#### **Article 13**

The Board of Directors shall consist of no more than 8 members, with the following responsibilities:

- a) President;
- b) Vice President;
- c) Secretary;
- d) Treasurer;
- e) Directors

#### **Article 14**

The Board of Directors shall make independent decisions within the scope of its tasks and authorizations. In particular, the Board of Directors shall have the following obligations and authorizations:

- a) Preparation and implementation of regular and extraordinary meetings of Association members;
- b) Development of bylaws, motions, and regulations;
- c) Execution of tasks, including the allocation and monitoring of payments from the budget approved by the Annual Meeting of Association Members;
- d) Preparation of the annual budget and determination of calls for donations;
- e) Organization and monitoring of accounting in accordance with the guidelines of the Swiss monitoring agency for charitable fundraising organizations (ZEWO)
- f) Preparation of annual financial accounts and annual reports for submission to the membership and the authorities;
- g) Authorization to establish and operate a business office, provided the funding is assured;
- h) Review of the applications of third-party organizations or entities for the allocation of contributions from the Association assets and review of applicants for compliance with requirements for not-for-profit or charitable organizations;
- i) Acceptance and expulsion of members;
- j) All other tasks that are not the responsibility of the Annual Meeting of Association Members.

#### **Article 15**

The Board of Directors represents the Association to the outside. The President and/or the Vice President shall be authorized to sign in the name and on behalf of the Association either jointly or together with another Board member.

The members of the Board of Directors shall fulfill their duties on a voluntary basis and shall not be entitled to compensation of any kind.

The Board of Directors may delegate certain tasks and responsibilities to the Executive Director.

#### **c) Executive Director**

#### **Article 16**

The Board of Directors shall select an Executive Director, who shall execute the tasks assigned by the Board and who shall serve in the assigned function. The Executive Director shall report to the Board of Directors.

The Executive Director shall be authorized to sign external documents jointly with a second person.

#### **d) Statutory Auditing Committee**

#### **Article 17**

The fiscal year of the Association shall coincide with the calendar year. Annual accounts shall be reconciled at the end of the year, with an inventory of funds.

#### **Article 18**

Article 69b, Sections 1-3 of the Swiss Civil Code (ZGB) notwithstanding, the Annual Meeting of Association Members shall determine, in application of Art. 69b, Section 4 of the ZGB, the number of auditors, which must at least be one. The membership may also elect substitute auditors.

Members of the Board of Directors may not serve as members of the Statutory Auditing Committee.

#### **Article 19**

The Statutory Auditing Committee shall audit the annual fiscal report with all balance sheet items on the basis of the Association accounts and all related documents. The auditing committee then shall submit a written report to the membership about the results of the audit.

