

STATUTES

Swiss Tourism Experts

26. June 2020

Preamble

Tourism is a motor of economic development worldwide and is thus gaining in importance in global politics. More than 100 years of experience in tourism in Switzerland have also led to the development of high-performance tourist centers but have also contributed to the survival of peripheral regions. The success model of tourism in Switzerland is essentially based on the following guiding principles:

- a) Forward-looking entrepreneurship that manifests itself as “social entrepreneurship” and “ecological entrepreneurship”.
- b) Cultural diversity as a value and basis for joint development.
- c) Cross-sectoral cooperation combined with national, international and multilateral financing instruments.
- d) Comprehensive governance approach that implements a participatory dialogue of all stakeholders at all levels.
- e) Constant innovation at all levels.

Swiss Tourism Experts uses these principles and as a cooperation of consultants and their institutions brings Swiss tourism know-how into worldwide consulting on tourism development, education in tourism as well as practical implementation. Swiss Tourism Experts is actively committed to aligning tourism with principles of sustainable development and is committed to a high level of quality and excellence.

In this approach, tourism can make relevant contributions to the realization of the UN's 17 Sustainable Development Goals, which more than 150 countries have committed to implement within the framework of the Agenda 2020.

Section 1: Swiss Tourism Experts, organization, goals, activities

Art. 1: Swiss Tourism Experts and legal form

Swiss Tourism Experts is an association under Swiss law.

Art. 2: Seat

The registered office is at the location of the branch office.

Art. 3: Languages

Swiss Tourism Experts has as official languages German, French and English.

English can be used to simplify internal and external communication and to publish selected documents.

Art. 4: Financial year

The financial year is the calendar year.

Art. 5: Objectives

Swiss Tourism Experts aims to disseminate and make available Swiss tourism know-how worldwide to strengthen responsible and competitive tourism development. The geographical field of activity of Swiss Tourism Experts primarily covers areas outside the DACH (German speaking Europe) area.

In order to achieve this, the activities of Swiss Tourism Experts aim at synergy effects for the acquisition activities of the members by a common external appearance and by cooperation as well as the bundling of competences and experiences towards (potential) clients.

Art. 6: Fields of activity

Swiss Tourism Experts deals in a solution-oriented manner with, in particular, but not exclusively:

- a) The consulting of tourism stakeholders, destinations, tourism service providers, as well as administrative and political responsible person.
- b) The development of tourism strategies for businesses, destinations, regions and countries (governments).
- c) The elaboration and implementation of tourism development projects (products, destinations, value chains, ...)
- d) The development of cooperation between tourism and other sectors (e.g. agriculture, culture, sports, ...)
- e) Tourism education projects (development of curricula and materials, further education of teachers and trainers, ...). Development of schools and educational institutions, development of tourism education strategies of a country/region/destination/company.
- f) The exchange of knowledge and experience among the network members.

Art. 7: Measures

- a) Systematic analysis of calls for tenders in the fields of activity and forwarding them to the network of members.
- b) Participation in tenders with national and international, private and public sponsors.
- c) Participation in the implementation of joint projects of the members.
- d) Measures to increase the awareness of national and international organizations (e.g. participation in events, newsletters, etc.)
- e) Development of a common corporate identity (logo, website, etc.)

- f) Measures for networking, knowledge building and exchange of experience between members.

Section 2: Membership

Art. 8: Types of membership

- a) Members of Swiss Tourism Experts can be individuals and organizations/institutions.
- b) There are no restrictions on the current geographical residence of members. In order to fulfill the promise of Swiss Tourism Experts, the relation to Switzerland by the members is a condition.
- c) There is no right to exclusivity regarding the professional competence of individual members.
- d) The executive board has the authority to accept new members or to reject them without giving reasons.
- e) The members pay an annual membership fee, which is determined at the general assembly upon application by the board.
- f) Swiss Tourism Experts maintains a publicly accessible list of all members within the framework of the legal regulations.

Art. 9: Membership fees

The members pay as annual minimum contribution the membership fee decided by the general assembly.

The general assembly can stagger the membership fees e.g. according to the size of the members.

The contribution is due at the end of March for the current year. In case of arrears, the association board can decide to exclude a member. In case of arrears of 1 year and more, the member loses his or her right to vote.

The association is only liable with its assets. A liability of the members beyond the membership fee is excluded.

Art. 10: End of membership

Membership ends by dissolution or death of the member as well as by declaration of resignation at the end of the calendar year if it is submitted in writing by September 30th at the least.

In case of repeated and/or serious violation of these statutes, the board of the association may decide by simple majority to exclude a member. The member concerned must be heard before the decision is made; the member may request an assessment by the assembly of delegates, which will then make the final decision

Section 3: Organization

Art. 11: The bodies of the association

The bodies of Swiss Tourism Experts are:

- a) The general assembly
- b) The board of the association
- c) The auditor

Art. 12: The general assembly

The general assembly takes place in the last quarter of the calendar year.

- a) The general assembly is the highest body of Swiss Tourism Experts. It consists of the representatives of the members and meets at least once a year. It is to be convened by the chairperson of the board of the association at least six weeks in advance by e-mail, announcing the agenda.
- b) The general assembly has a quorum if it has been duly convened.
- c) In the event of a tie, the chairperson of the general assembly shall have a casting vote.
- d) The general assembly is chaired by the chairperson of the board. If prevented, the deputy of the chairperson of the board of the association will lead the general assembly.
- e) Participation in the general assembly can be physical or 'digital'.
- f) Each member has one vote. Voting by proxy is not permitted.
- g) Each member organization designates one person to represent the member organization and vote on its behalf. A maximum of two persons from each organization may participate in the general assembly.
- h) Additions to the agenda can be requested by any member and must be requested in writing to the chairperson of the board of the association at least one week in advance. Further additions can be decided at the general assembly if their urgency is recognized by a two-thirds majority of the members present.
- i) The board of the association may invite guests without voting rights.
- j) Extraordinary general assemblies are to be called if at least 20% of the members request it.

Minutes of resolutions must be drawn up for each general assembly.

Art. 13: Duties of the general assembly

Elects for a term of office of 2 years:

- The chairperson of the board of the association
- Three (3) additional members of the board of the association
- The auditor

Decides

- The office of the association
- The membership fees for the coming year
- The amount of the mediation commission for contract brokering to members

Passes

- The annual report of the board of the association
- The accounts for the past financial year and discharge of the board of the association
- The annual planning for the following year of the board of the association
- The budget for the current fiscal year

Art. 14: The board of the association

The board consists of

- The chairperson
 - The deputy of the chairperson
 - 2 additional members
 - A representation of the office of the association
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- a) Members of the board must also be members or representatives of member organizations of Swiss Tourism Experts.
 - b) The office of the association is a full member of the board.
 - c) With the exception of the office of the association, all members of the association board can be elected for a maximum of 3 terms of office (6 years). The office has no limitation on the term of office.
 - d) The association board constitutes itself and elects the vice-chairperson and possible further departmental responsibilities.
 - e) The board may invite guests without voting rights.
 - f) The association board meets at least three times a year and is convened by the chairperson at least one week in advance in writing by e-mail, announcing the agenda.
 - g) Participation in the board meetings can be physical or 'digital'. All present (physical or digital) board members are entitled to vote.
 - h) The association board has a quorum if it has been duly convened and if at least 50% of the members of the board are present.
 - i) The board passes their resolutions by a simple majority of the votes cast, unless the statutes say otherwise.
 - j) The association board may also pass resolutions by circular letter.
 - k) The chairperson has no casting vote and no veto right.
 - l) Minutes shall be taken of each meeting of the association board and shall be passed at the next meeting.

Art. 15: Tasks of the board

The association board:

- a) Is concerned that the activities of Swiss Tourism Experts serve the purpose of the association.
- b) Conducts active public relations work for Swiss Tourism Experts.
- c) Actively strives to make Swiss Tourism Experts known to potential investors and clients.
- d) Plans the fiscal year by means of an annual program and ensures its implementation.
- e) Reports on the past fiscal year and discloses the accounts to the members.

The association board has a quorum if it has been duly convened and if at least 50% of the members of the board are present.

They pass their resolutions by a simple majority of the votes cast, unless these statutes say otherwise.

The board and the chairperson may also pass circular resolutions.

The chairperson has no veto rights and no casting vote.

The board manages Swiss Tourism Experts in accordance with the statutes and the resolutions of the general assembly.

In urgent cases, the executive committee exercises power of decision that are usually reserved for the general assembly. These decisions are to be submitted to the general assembly for approval at the next meeting. If the urgency requires it, the chairperson can also make decisions without convening the executive committee, which must be submitted to the executive committee for approval without delay.

The board supervises management and monitors the administration of finances.

The board may sign declarations and announcements on behalf of Swiss Tourism Experts if they are in accordance with the objectives of Swiss Tourism Experts.

Art. 16: Duties of the chairperson

The chairperson manages Swiss Tourism Experts in accordance with the statutes, the resolutions of the general assembly and the executive committee. If he/she is prevented from doing so, the chairperson is represented by the deputy chairperson.

The chairperson is responsible for:

- a) The timely invitation to the meetings of the board and the general assemblies.
- b) The agenda for the corresponding meetings.
- c) Holds the chair at meetings.
- d) Represents the association towards all 'stakeholders' and is responsible for the perception of Swiss Tourism Experts.
- e) Has no veto right and no casting vote in the board of the association.

Art. 17: The auditor

The auditor checks the keeping of the accounts of Swiss Tourism Experts and reports to the general assembly.

The auditor is elected by the general assembly for 2 years. The maximum term of office is 6 years (three terms of office).

Art, 18: Prevention

If the chairperson of the board is prevented from performing his or her duties, the deputy chairperson shall take over the chair for the remaining term of office. The board elects a new deputy.

If the deputy chairperson of the board is prevented from performing his or her duties, the board shall elect a new deputy from its own ranks for the remaining term of office.

If a further member of the board is prevented from attending, the position remains vacant for the remaining term of office.

If the auditor is prevented from performing their duties, the board shall elect a new auditor from among the members of Swiss Tourism Experts for the remaining term of office.

Art. 19: Compensation

No compensation is provided for the association board or for auditing.

Art. 20: The association office

The association office handles the current business on the basis of the rules of procedure. It relieves the chairperson of the board and the association board of administrative tasks.

The association office is appointed by the general assembly every two years.

The association office is compensated annually with a lump sum, which is determined every 2 years by the general assembly on the proposal of the board.

Art. 21: Financial competencies

The financial competencies of the office, the board and the general assembly is determined by the general assembly.

Art. 22: Right of signature

The board is authorized to sign on behalf of Swiss Tourism Experts with two signatures.

Section 4: Amendment and interpretation of the statutes**Art. 23: Amendments to the articles of the association**

The Swiss law on associations applies to amendments to the statutes.

Art. 24: Interpretation of the articles of association

The language of the statutes at the seat of the association is the legal language.

Section 5: Dissolution and liquidation

Art. 25: Dissolution

The dissolution of Swiss Tourism Experts requires a resolution of the general assembly with a two-thirds majority of the member votes present. A corresponding motion cannot be resolved as an addition to the agenda.

Art. 26: Liquidation

At the same time as the decision on dissolution, a decision must be made on the liquidation of any existing assets. Any assets will be distributed equally among the members.

Art. 27: Place of jurisdiction

The place of jurisdiction for the settlement of disputes with Swiss Tourism Experts is the registered office of the association office.

Section 6: Becomes effective

These statutes become effective on 26 June 2020.