

# THE UNION OF INTERNATIONAL MOUNTAIN LEADER ASSOCIATIONS

## UIMLA



### Statutes

[www.uimla.org](http://www.uimla.org)

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<b>Author</b>	<b>Executive Bureau</b>
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<b>Agreed by</b>	<b>General Assembly</b>

## **SECTION I: NAME – REGISTERED OFFICE – OBJECTIVES**

### **Name of the association**

#### Art 1

The association is called the “Union of International Mountain Leader Associations” (hereinafter the “Association”). It can be referred to using the acronym “UIMLA”.

### **Registration of the Association**

#### Art 2

1. UIMLA is registered in Switzerland.
2. UIMLA is a not-for-profit organization.
3. The Association is subject to Swiss Law, namely article 60 to 79 of the Swiss Civil Code, insofar as they are not modified by the present Statutes. The registered office of the Association is:  
Tourist Office of Villars-sur-Ollon  
Avenue centrale 140  
1884 Villars-sur-Ollon  
Canton of Vaud  
Switzerland

### **Object of the Association**

#### Art 3

UIMLA’s object is as follows:

1. Promote and facilitate the **recognition** of the qualification of the International Mountain Leaders.
2. To facilitate the **mobility** of the International Mountain Leaders and the ability to work freely in other countries.
3. Facilitate the **training, assessment and professional development** organised by International Mountain Leader associations in line with the UIMLA Standard.
4. Promote and facilitate the **standardisation** of training of International Mountain Leaders.
5. **Represent and promote** the profession of International Mountain Leaders.
6. Be **recognised worldwide** as the only representative of the profession of the (International) Mountain Leaders.
7. Endorse **sustainable mountain tourism**.
8. Promote **safety** in the mountains and safety of clients.

#### Art 4

The duration of the UIMLA is unlimited.

#### Art 5

UIMLA prohibits any proselytising discussion, either political or religious.

### **Incomes of the Association**

#### Art 6

1. UIMLA’s members contribute to its functioning through the payment of yearly subscriptions.
2. The incomes of the UIMLA are composed of:
  - yearly subscriptions of its members;
  - legacies or gifts;
  - subsidies (from authorities or organisations);

- income from its activities or holdings;
- sale of various products or services;
- any financial resources authorised by Swiss Law.

## **UIMLA Standard**

### **Art 7**

1. The technical reference document of UIMLA is the UIMLA Standard: this is the “Standard for access to and practice of the profession of the International Mountain Leader”.
2. It should be used as a methodological guide for the implementation of UIMLA training, certifications and expertise, while taking into account the specificities of each Full Member or Aspirant Member, and the legal and regulatory particularities of the countries of each Full Member or Aspirant Member.

## **Official languages**

### **Art 8**

The official languages of UIMLA are English and French.

## **Winding up**

### **Art 9**

UIMLA may be dissolved by a vote of the General Assembly with a majority of 2/3 of the votes cast. The General Assembly will decide on the distribution of the funds left, after any outstanding debts are being paid.

## **UIMLA Documentation**

### **Art 10**

1. The 'UIMLA Documentation' specifies the rules, regulations and procedures of UIMLA.
2. The 'UIMLA Documentation' is available at the following link: [uimla.org/member-area/](http://uimla.org/member-area/)
3. Only the General Assembly has the power to amend or revoke the 'UIMLA documentation'.

## **SECTION II: MEMBERSHIP OF THE ASSOCIATION**

### **Country representation**

#### **Art 11**

1. Each Country is represented within UIMLA, by a single association. It must be legally recognized by the national authorities and be representative of the International Mountain Leader (IML) profession, defined as a professional with a thorough knowledge of the mountain environment and with the technical skills and physical capabilities, to lead and educate clients in the mountains, throughout the world.
2. In this sense, the Technical Head will be in charge of checking national registration of each Candidate association.

### **Types of members**

#### **Art 12**

1. The Union of International Mountain Leader Associations is made up of two types of members, jointly referred to as “UIMLA Members”:
  - Full Members;
  - Aspirant Members.
2. Candidate associations are not considered as UIMLA Members.

### **Full Member**

#### **Art 13**

1. A Full Member is a national association which has been approved and validated by the GA and has met the membership criteria below.
2. In order to become a Full Member, an Aspirant Member must:
  - comply with the UIMLA Standard;
  - fulfil the criteria for a Full Member as documented in the UIMLA Membership Policy & Procedures;
  - be admitted as a Full Member, following a vote of the GA.
3. Rights of a Full Member:
  - retrospectively award the UIMLA IML license (UIMLA carnet with a UIMLA annual sticker) to any IML members who met the UIMLA Standard at the time of their assessment;
  - organize UIMLA IML training and assessments;
  - use the UIMLA logo, in line with the UIMLA Logo Policy;
  - have their UIMLA IML members use the UIMLA logo in line with the UIMLA Logo Policy;
  - attend GA meetings;
  - right to vote during GA meetings or a vote by consultation.
4. Duties of a Full Member:
  - comply with the statutes and any obligations resulting from decisions or documents approved by the GA;
  - contribute to UIMLA’s object;
  - timely payment of yearly fees;
  - ensure that their UIMLA IML members do not provide activities outside the scope of the UIMLA Standard while referring to UIMLA;

- arrange regular Continued Professional Development (CPD) Training that meets the requirements of the UIMLA as documented in the UIMLA CPD Policy;
- ensure that their UIMLA IML members remain current and competent in their profession as International Mountain Leaders in line with the UIMLA Standard;
- before giving to an IML the recognition of UIMLA and the relevant rights and advantages, the member association must ensure its IML member complies with the UIMLA Standard;
- before a licence of an UIMLA IML member of the Full Member's association is renewed, verify that the UIMLA IML member meets all requirements for renewing the licence as documented in the UIMLA Membership Policy & Procedures;
- act upon known infringements to the UIMLA Code of Conduct, the UIMLA Logo Policy or the UIMLA Standard by its UIMLA IML members;
- inform the Executive Board about illegitimate use of the UIMLA logo and take necessary steps to guide the Executive Board into putting an end to such infringements.

## **Aspirant Member**

### **Art 14**

1. An Aspirant Member is an association which has been approved and validated by the GA and has met the aspirant membership criteria below.
2. In order to become an Aspirant Member, a Candidate association must:
  - be a representative association of the IML profession within the country;
  - have started a process of structuring of its qualification to comply with the requirements of the UIMLA Standard;
  - be legally recognized within its country;
  - fulfil the criteria for an Aspirant Member as documented in the UIMLA Membership Policy & Procedures;
  - have been a Candidate association for at least twelve (12) months;
  - be admitted by the GA as an Aspirant Member.
3. Rights of an Aspirant Member:
  - use the UIMLA logo on their website and internal correspondence, in line with the rules and restrictions for Aspirant Members as documented in the UIMLA Logo Policy;
  - attend GA meetings with a consultative voice only.
4. Duties of an Aspirant Member:
  - comply with the statutes and any obligations resulting from 'UIMLA Documentation';
  - timely payment of yearly fees.

## **Candidate association**

### **Art 15**

1. A Candidate association is an association which has been approved and validated by the Executive Board and has met the criteria below.
2. To become a Candidate association, the interested party must:
  - be taking the first steps to official recognition by UIMLA of its qualification and its status;
  - be a representative association of the mountain leader profession within its country;
  - have an official legal entity status within its country;
  - follow the procedure detailed in the UIMLA Membership Policy & Procedures document for a Candidate association;

- be accepted by the Executive Board.
3. Rights of a Candidate association:
    - attend GA meetings with a consultative voice, only if invited by the Executive Board.
  4. Duties of a Candidate association:
    - it will not use the name, logo or any other part of the UIMLA "communication pack" as detailed in the UIMLA Logo Policy;
    - endorsement of the statutes and any obligations resulting from decisions or documents approved by the GA.

### **Member association autonomy**

#### **Art 16**

1. The UIMLA has no right to interfere in the UIMLA Members' management of their internal business in their own country.
2. It prohibits any interference in the internal association rules of the UIMLA Members, in so far as they are not contrary with:
  - UIMLA statutes;
  - any other 'UIMLA Documentation', particularly the UIMLA Standard and the UIMLA Logo Policy.

### **Membership termination**

#### **Art 17**

1. Association membership is removed in case of:
  - formal resignation, sent to the UIMLA Executive Board, through registered mail, providing one (1) month prior notice.
  - by application of Art. 18 of the statutes.
2. The resignation or exclusion of a UIMLA Member withdraws any right and benefits it can get from UIMLA.

#### **Art 18**

1. The following (non-exhaustive) could be justification for exclusion from UIMLA:
  - non-payment for two consecutive years of the agreed subscription fees;
  - repeated non-compliance with requests from General Assemblies;
  - repeated non-compliance with the statutes, 'UIMLA Documentation' and, more generally, of any obligations resulting from decisions or documents approved during the General Assemblies;
  - repeated major infringements of the UIMLA Code of Conduct or of the IML profession;
  - loss of status of IML association in local country;
  - dissolution.
2. In all cases, the decision to exclude a UIMLA Member must be taken by the General Assembly with a majority of 2/3 of the votes cast, after having heard the representatives of the association in question.

#### **Art 19**

When possible, the reinstatement of an excluded member association is done, after a request by the excluded member association, by a vote by the General Assembly with a majority of 2/3 of the votes cast.

## **SECTION III: BODIES OF THE ASSOCIATION**

Art 20 The bodies of UIMLA are:

- A. The General Assembly,
- B. The Executive Board,
- C. The Technical Committee.

### **A: General Assembly**

#### ***Introduction***

Art 21

The General Assembly (GA) is the supreme governing body of UIMLA that meets at least once a year.

Art 22

1. The GA is composed of delegates, appointed by the Full Members (hereinafter the “Delegates”).
2. Delegates are mandated by Full Members to represent them and vote on their behalf.
3. Aspirant Members may appoint representatives (hereinafter the “Representatives”) for the purpose of attending the GA meeting. However, said Representatives will only have a consultative voice and may not take part in the vote.
4. The Executive Board should be kept up to date with the names of the Delegates and the Representatives.

#### ***GA meetings***

Art 23

1. Annual General Meeting (AGM) is the yearly event where the GA meets;
2. Ordinary General Meeting (OGM) is an optional event where the GA meets; if this is organised, then it is usually midway between two AGM's;
3. Extraordinary General Meeting (EGM) is an extraordinary event where the GA meets;
4. AGM, OGM and EGM are collectively referred to as 'GA meetings'; any one of them may be referred to as 'GA meeting'.

#### ***Calling an AGM or an OGM***

Art 24

1. When calling an AGM or OGM, the Executive Board will send out the convocation and agenda to the UIMLA Members at least thirty (30) days in advance through email.
2. The AGM or OGM will be held at UIMLA’s registered office, or at any other venue set out in the convocation.
3. The agenda is prepared by the Executive Board and the Executive Board will consider any items received in writing from a Full Member before the date of the GA meeting.

Art 25

An Ordinary General Meeting or Extraordinary General Meeting can be organised upon request of the Executive Board or upon request of 1/5 of UIMLA Members.

## Art 26

At minimum, the following points are present in the agenda:

- minutes of the previous GA meeting;
- report of activities and financial statement (AGM);
- the budget (AGM);
- subscription fee (AGM).

The following points may be presented in the agenda as required (not limitative):

- working groups reports;
- organisation of election;
- assessment reports and promotion of Candidate associations;
- use of the currently available funds;
- accept/decline gifts, legacies and subsidies;
- purchase of goods and services;
- sales of goods and services;
- create working groups;
- appoint and dismiss the agents and employees of UIMLA.

## ***Calling an EGM***

### Art 27

1. At the request of the Executive Board or 1/5 of the Full Members, an EGM can be convened.
2. At least ten (10) days notice must be given to call an EGM, through email.

## ***Quorum***

### Art 28

In order for a GA meeting to be valid, 1/2 of the Full Members must participate.

## ***Representation***

### Art 29

1. Delegates are appointed by the Full Members.
2. Delegates must be members of the association which appointed them and they must be an UIMLA IML.
3. Each Full Member is entitled to send 2 Delegates to a GA meeting. Each Aspirant Member is entitled to send 2 Representatives to a GA meeting.
4. However, no matter how many Delegates a Full Member has, the voting rules for the GA remain one vote per Full Member.

## ***Powers and voting***

### Art 30

UIMLA is managed by the GA.



### Art 31

Matters on which only the GA can decide:

- general direction of UIMLA;
- admission of Aspirant Members and Full Members;
- association-/IML fees;
- election and dismissal of members of the Executive Board;
- changing the registry location of UIMLA;
- changes to the statutes and other 'UIMLA Documentation';
- major deviations from these documents;
- amendment of the present statutes;
- approval of minutes of GA meetings;
- approval of the Executive Board Report of Activities;
- approval of the financial statements;
- approval of the yearly budget;
- not budgeted expenditures by the Executive Board exceeding 10% of the yearly budget per expenditure or exceeding a total of 20% of the yearly budget in a year;
- appointing persons considered experts to participate in the management of UIMLA, upon proposal of the Executive Board;
- membership of UIMLA in other organisations;
- dissolution of UIMLA;
- items put on the agenda of a GA Meeting;
- items which are not on the agenda but are raised by Full Members during the Meeting.

### Art 32

The GA can decide to create a working group and define its Terms of Reference.

### Art 33

Voting rules

1. Each Full Member has a single vote in all matters.
2. When Full Members abstain from voting, their presence is included in the calculation of the quorum.
3. Calculation of majorities shall be on votes cast and shall not include absence or abstention.
4. If a Full Member has not paid the subscription fee for the current calendar year within the invoice payment term plus a grace period announced in the reminder(s), then the Full Member can only participate in the GA meeting with a consultative voice.

### Art 34

1. The decisions of the GA are final and carried by a simple majority of the votes cast, where 'simple majority' is defined as more than half of the total number of votes cast.
2. In case of tie, there shall be no decision.
3. However, the following requires a majority of 2/3 of the votes cast:
  - modification to the statutes;
  - admission of Aspirant Members and Full Members;
  - dismissal of a member of the Executive Board;
  - exclusion of a UIMLA Member or reinstatement of an excluded member
  - dissolution of UIMLA.

### Art 35

Online GA meetings

1. By decision of the Executive Board, GA meetings can be held online via videoconference, when communication with the Delegates and Representatives, and voting are assured by

- technical means of communication (electronic platforms, emails etc). Such an event is referred to as an “online GA meeting”.
2. The Executive Board shall inform the Members of its decision to hold the Meeting online directly in the convocation, or, in case of urgency, at the latest five (5) days before the Meeting.
  3. The Executive Board shall determine the best means to ensure validity of the online GA meeting (verification of the identity of the Delegates and Representatives, quorum, majority, authentication of the votes, etc.) and the whole process is under the control and the responsibility of the Executive Board.
  4. A physical GA meeting may be broadcasted so that Delegates and Representatives can watch the GA meeting online. Delegates may vote using electronic means.

#### Art 36

##### Vote by consultation

1. The Executive Board can send proposals, by email or courier, to the Full Members and invite them to state whether they consent to it within at least (10) days.
2. The Executive Board determines how the votes shall be exercised, i.e. in writing, by email or through any type of electronic form. It ensures the authentication and the verification of the identity.
3. For such a vote by consultation to be valid, at least 2/3 of the Full Members must have voted.
4. The rules on majority provided for under these Statutes apply. The consent of the Full Members is equivalent to a resolution of the GA meeting if the relevant majority is reached. Silence shall not amount to acceptance.
5. The Executive Board is not entitled to send proposals – and the Full Members are not entitled to vote by consultation - in the following circumstances:
  - for the election of a member of the Executive Board;
  - to validate the admission of Aspirant Members and Full Members;
  - to set the amount of the association-/IML fees;
  - to modify any rules concerning the voting rights;
  - to dissolve UIMLA.

#### Art 37

The GA votes either by a show of hands, by an electronic voting system presented by the Executive Board, or by a vote by consultation.

#### ***Organisation of the GA meeting***

##### Art 38

1. The discussions and decisions of the GA are recorded in the minutes and ratified by the signature of the President and the Secretary.
2. The minutes of the GA meeting are made available to all members for review within 2 months and voted on at the next GA meeting.

#### Art 39

Candidate associations can be invited for the full or partial duration of a GA meeting as an observer at the discretion of the Executive Board, without a right to vote.

#### Art 40

The practical aspects of organising a GA meeting are set in the UIMLA Guidelines for GA meetings.

## **B: Executive Board**

### Art 41

1. The Executive Board of UIMLA must at least consist of a President, a Vice-President, a Secretary, a Treasurer and a Technical Head.
2. It is a duty of every member of the Executive Board to actively contribute to the goals of UIMLA and specifically to the duties resulting from decisions by the GA.
3. The decisions of the Executive Board are taken by simple majority vote. In case of a tie, the President shall have a casting vote.
4. The Executive Board has the authority to manage UIMLA, within the limits of UIMLA's social goal, take any initiative required and take any decisions for the smooth running of UIMLA, within the limits of the powers granted to UIMLA GA<sup>1</sup>. This includes:
  - to undertake administrative duties and tasks;
  - to decide on creation and dissolution and the tasks of Working Groups and to supervise and coordinate their work;
  - to ensure conformity of financial statements;
  - to control finances;
  - to assign and dismiss assessors and mentors to the Technical Committee;
  - to co-ordinate and decide on the status of Candidate association for interested parties;
  - to invite anyone who could provide assistance regarding a specific theme during the discussions of the Executive Board to participate in the meeting; however, the Executive Board should search first and foremost amongst the members of the UIMLA Members having the required competences
  - to start legal actions on behalf of UIMLA when necessary .
5. The Executive Board meets upon calling of its President, at least once a year, at the registered office of UIMLA, or at any other venue set out in the convocation. The convocations and agenda will be sent to the members of the Executive Board, at least thirty (30) days in advance, through email. In case of a video-meeting or telephonic meeting the notice period is seven (7) days.
6. Decisions of the Executive Board may also be taken by circular vote, provided that an absolute majority of the Executive Board members votes in favour of a resolution within the deadline set by the President, and provided that no Executive Board member objects and requires that an Executive Board meeting (possibly to be held telephonically or electronically) takes place.
7. The quorum for the meeting of the Executive Board to be valid is at least 51%. Any member can appoint a delegate to represent them. All decisions of the Executive Board must be taken by a simple majority of the members present or represented.

<sup>1</sup> Matters that require explicit approval of the GA are listed in art. 31

### ***Election of the Executive Board***

#### Art 42

1. When elections are planned for the GA meeting, vacancies will be mentioned in the convocation of the meeting.
2. The submission of applications, and motivation, will be made in writing to the Secretary of UIMLA at the latest fifteen (15) days before the GA meeting and they will be forwarded to the GA after closing the application period.
3. Prospective candidates may present themselves in a team. The members are elected position by position.
4. The Executive Board is mandated for four (4) years. Its members can be mandated for a maximum of two consecutive 4-year terms, after which they cannot be immediately re-elected.

5. The members of the Executive Board are elected from UIMLA IML members of the Full Members. During their term, they cannot be Delegates nor be in a leadership position of a Full Member. They are only eligible (or re-eligible) if they are (or were originally) nominated by a Full Member.
6. An outgoing member of the Executive Board will assist his/her successor during one (1) year on an as-needed basis.
7. In case of death or dismissal of a member of the Executive Board by the General Assembly, one of the members of the Executive Board, takes responsibility in the interim. An election for the vacancy will be organised as soon as possible at the discretion of the Executive Board. Such an election should take place no later than the following AGM. The new member of the Executive Board is elected for the duration of the remaining mandate held jointly by all members of the Executive Board.
8. Any member of the Executive Board may resign at any time. In this case, the replacement process is similar to the one described hereinabove in Art. 42.7.
9. In case any member of the Executive Board continuously or repeatedly does not comply with the statutes, he or she can be dismissed. For this a  $\frac{2}{3}$  majority in the GA is required.

### ***President***

#### **Art 43**

1. The President is responsible for the proper functioning of UIMLA.
2. The President is the primary, but not exclusive, member of the Executive Board to represent UIMLA in all activities in accordance with its social goals, all civil acts and in law, as is necessary.
3. The President convenes the General Assembly and chairs the debates.

### ***Vice-President***

#### **Art 44**

1. The Vice-President assists the President in the proper functioning of UIMLA.
2. In the absence of the President, the Vice-president assumes his/her responsibilities.

### ***Secretary***

#### **Art 45**

1. The Secretary is responsible for the administration of UIMLA and is the custodian of statutes and all 'UIMLA Documentation'.
2. The Secretary manages correspondence and can sign on order of the President and writes the official minutes of the meetings.

### ***Treasurer***

#### **Art 46**

1. The Treasurer is responsible for UIMLA bank accounts, oversees the collection of subscriptions and other claims, pays expenses claims and invoices, balances the expenditure and draws up the accounts of the fiscal year that will be submitted to the GA.
2. The bookkeeping made by the Treasurer includes:
  - A profit and loss accounts;
  - A balance sheet;
3. The Treasurer will proceed with payments on order of the respective budget-holders on the Executive Board. Nonetheless, the Treasurer shall consult another member of the Executive Board in case of doubt.
4. No one should decide about payments made to himself/herself; in such cases authorisation is required from the President or Secretary.

## ***Technical Head***

Art 47

The Technical Head

1. represents the Technical Committee in the Executive Board;
2. prepares proposals for admitting interested parties as Candidate Associations, for the Executive Board to approve;
3. prepares proposals for assigning or dismissing assessors, for the Executive Board to decide on;
4. discusses assessment reports with the Executive Board before they are sent to the GA.

## **C: Technical Committee**

Art 48

The Technical Committee (TC) is responsible for mentoring Candidate members, mentoring and assessing Aspirant Members and for (re-)assessing Full Members. The TC is headed by the Technical Head, who is a member of the Executive Board.

The TC members are assigned by the Executive Board.

How to become a member of the TC:

- candidates who fulfil the requirements as stated in the Technical Assessor Profile may apply for a position as mentor and/or assessor;
- members can be accepted only if there is a need for expansion or change of members of the TC; this is at the discretion of the TH in conjunction with the Executive Board;
- The Technical Head advises the Executive Board, and the Executive Board decides about admitting the candidate to the TC.
- Candidates must have the support of their association.

Rights of the TC:

- advise the GA and the Executive Board about matters related to training, assessments, re-assessments, CPD, UIMLA Standard, technical guidelines and quality assurance.

Duties of the TC:

- act as a mentor for Candidate associations and Aspirant Members;
- perform assessments and reassessments and report about this in a timely fashion;
- maintain and produce documents on (standards and guidelines related to) training, assessments and CPD.

## **SECTION IV: REGISTERED BRANDS**

### Art 49

UIMLA owns the following intellectual items

- brand: UIMLA,
- logo/model: the UIMLA logo,

duly registered with

- the Institut National de la Propriété Industrielle (INPI) in France (nr 3420310),
- the Institut Fédéral de la Propriété Intellectuelle (IPI) in Switzerland (brand: nr.773695; logo/model: nr.773696),
- the European Union Intellectual Property Office in Spain (brand: nr.1661510; logo/model: 1679930).

### Art 50

1. Only UIMLA, its Full Members, its Aspirant Members and their UIMLA IML members, can use, on an individual basis, the UIMLA intellectual items as defined in Art.49, without modifications or additional inscriptions.
2. Their uses are defined in the UIMLA Logo Policy.
3. The UIMLA Members are fully responsible for the use of UIMLA's intellectual property rights by their members and can be held liable if the conditions of use are infringed.

### Art 51

The use by groups or companies of UIMLA IML's or individual UIMLA IML's of the registered brand or logo/model is subject to the authorization by a Full Member and under the supervision of the Full Member.