

Statutes - SGIDHO Association

Name, registered seat, and purpose

1. The association known under the name SGIDHO (Sporting Goods Industry Data Harmonization Organization) is headquartered in Berne, pursuant to Art. 60 ff. of the Swiss Civil Code.
2. Its purpose is to promote, develop, manage, and distribute SGIDHO product data standards for sporting goods. It is a cost-covering and non-profit organization.
The association may mortgage and acquire property, as well as participate in commercial companies. The association operates an office at its headquarters.

Funding

3. The means to realise the purpose of the association originate from:
 - a) Annual contributions from the Gold, Silver, and Bronze Members. The annual fee is specified by the Board;
 - b) Proceeds from the development, distribution, and operation of the SGIDHO product data standards for sports equipment;
 - c) Other contributions of any kind.Member leaving the association shall have no claim to the association's assets.

Membership

4. There are three categories of Members: Gold, Silver and Bronze.
5. Gold and Silver Members may be associations from the sporting goods industry or related sectors. Gold and Silver Members are entitled to vote. They are entitled to use the SGIDHO product data standards, including updates, for no additional fee.
6. Bronze Members may be natural or legal persons from the sporting goods industry or related sectors. They have no voting rights. They receive an individual license to use the SGIDHO product data standards, including updates.
7. The Members shall protect the association's rights to the product data standards that have been developed.

8. The Board takes all decisions concerning the admission and the category (Gold, Silver, or Bronze) of a Member. The membership application must be sent to the office in writing or by email.
9. A Member may declare their resignation from the association to the Board in writing or by email. This is possible per end of calendar year, with a three month notice period.
The Board decides exclusively on the exclusion of a Member after allowing the relevant Member 10 days time to respond to the ruling in writing or by email. No reason must be given for an exclusion.
10. Personal liability of Members is excluded. The liability of the association is restricted to the association's assets.

Organizational bodies

11. The bodies of the association are:
 - a) The General Assembly
 - b) The Board

The General Assembly

12. The General Assembly consists of Gold, Silver and Bronze Members. Gold and Silver Members have voting rights (see No. 15 below). Bronze Members have the right to attend the General Assembly; they have no right to call a meeting, to add an item to the agenda, to address the assembly, or to vote.
13. Only the General Assembly is authorized to,
 - a) elect the Board for a term of 2 years;
 - b) approve the annual financial statement;
 - c) adopt regulations;
 - d) alter the statutes and dissolve the association. Both are possible only if two thirds of voting Members are in agreement. Abstentions are excluded from the calculation.
14. The President or, if he is unable, a Board Member specified by the Board shall chair the Annual General Meeting. The decisions taken shall be recorded.
15. Each Gold Member has three votes and each Silver Member has one vote. Gold and Silver Members may authorise a representative to cast their vote for them. Bronze Members have no voting rights.

The General Assembly passes resolutions by means of a simple majority of the votes cast. The President shall have the deciding vote in case of a tie. Abstentions are excluded from the calculation.

16. The General Assembly may only decide on resolutions that have been preannounced, as required by the statutes.
17. The General Assembly normally votes once a year on the resolutions that have been pre-announced by the Board. In general, the General Assembly communicates its decisions by means of circular email. The General Assembly must conduct its meeting in person if so requested by a Gold or Silver Member (see No. 19 below).
18. The Board advises the Members about the meeting by email at least 45 days in advance and calls on the Gold and Silver Members to submit their proposed items for the agenda. Bronze Members may not submit agenda items.

Proposals from Gold or Silver Members must be received by the Board in writing or by email no later than 30 days before the General Assembly and shall be announced to the General Assembly as a resolution for that same year. Items received after the deadline will be handled and voted on by the General Assembly the following year.
19. The Board will communicate the resolutions to be decided upon to the General Assembly via email, and requests that the Gold and Silver Members accept or decline by email within the following 20 days (voting period). During the same time period, Gold and Silver Members may also file a request in writing or by email that the General Assembly meets in person.
20. The decisions taken by means of circular email are binding unless a Gold or Silver Member requests within the time limit that the General Assembly should take place in person.
21. Should a Gold or Silver Member request before the deadline that the General Assembly Members meet in person, the Board shall issue an invitation to the Members at least 10 days before the meeting, and ensure that it takes place within 30 days after the voting period ends (see No. 19 above). At this meeting, the Gold and Silver Members present shall discuss and decide on the pre-announced resolution items.
22. The Board may call an extraordinary General Assembly, either based on its own decision or upon the request of one fifth of the Gold and Silver Members, and must send the invitation and resolution items in writing or via email. In order to calculate the one fifth share, each Gold and Silver Member shall be considered independent of their respective number of votes. This meeting should, in principle, be conducted in person but may also be held by way of circular emails. In such a case, the above-mentioned provisions apply.

The Board

23. The Board consists of at least two Gold or Silver Members who are elected for a term of 2 years at the General Assembly. Bronze Members cannot be elected to the Board.
The president is elected by the General Assembly. The Board, however, is self-constituting.
24. Following an order from the President, the Board advises and takes decisions either at board meetings or by means of circular email. The Board shall take decisions based on a simple majority of the voters and the President shall cast the deciding vote in case of a tie.
25. The Board manages the affairs of the Association, represents it externally and carries out all transactions; apart from those assigned to the General Assembly. The legally binding signature of the club requires the joint signature of two Members.
The Board may establish an office and authorise it to perform particular duties.

Dissolution of the association

26. In case of dissolution of the association, the association's assets must be transferred to one or more natural or legal persons who promote the training of professionals in the field of retail sporting goods within Europe.

Final provisions

27. These statutes are governed solely by Swiss law, place of jurisdiction is Bern.
28. The present statutes were adopted at the General Assembly on 1 September 2016, replacing those dated 8 July 2007 and enter into force immediately.

Statutes approved at the General Assembly of 1 September 2016