

BY-LAWS
OF
GLOBAL SUSTAINABLE TOURISM COUNCIL
Adopted by the Board on September 24, 2010,
Amended by the Board November 3, 2011
Second Amendment by the Board December 18, 2014

ARTICLE I. NAME

Section 1. Name.

The name of the corporation is Global Sustainable Tourism Council. (“GSTC” or the “Corporation”). GSTC is a nonprofit corporation organized and existing under the laws of the District of Columbia.

ARTICLE II. PURPOSE

Section 1. Purpose.

GSTC is organized, and shall be operated, exclusively for educational, scientific and charitable purposes as may qualify it for tax exempt status under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). More specifically, the mission of GSTC is to promote sustainability in tourism by (i) fostering the increased knowledge and understanding of sustainable tourism practices, (ii) promoting the adoption of universal sustainable tourism principles and (iii) building demand for sustainable travel.

Section 2. Corporate Activities.

The Corporation shall have unlimited powers to engage in and do any lawful act concerning any lawful activity for which nonprofit corporations may be incorporated. The Corporation shall undertake such acts as it deems necessary to fulfill its purposes and objectives. The Corporation shall comply with the laws, rules and regulations set forth and promulgated by the District of Columbia. In particular the activities to be conducted to meet the Corporation's objectives include but are not exclusive to:

1. Harnessing the potential of tourism as a driver of conservation, preservation of destinations and socio-economic benefits for all stakeholders;
2. Recognizing and promoting the growing importance of protecting Earth's resources, particularly with regard to the tourism industry;
3. Fostering public and private tourism sector awareness about the importance of sustainable tourism;
4. Developing knowledge-sharing, communications and educational tools and disseminating existing tools that can help the tourism industry work towards improved sustainability performance;
5. Helping businesses identify self-assessment, verification and certification services that can assist in the initiation and advancement of sustainability efforts;
6. Developing baseline criteria and performance indicators for all relevant sectors of the tourism industry, including leading public consultation on those criteria and indicators, in accordance with internationally accepted best practices and guidelines, including in particular those of the International Social and Environmental Accreditation and Labeling Alliance ("ISEAL");
7. Managing, updating and promoting the Global Sustainable Tourism Criteria;

8. Developing the procedural criteria that certification programs must meet in order to be accredited, including initial assessment and continuous auditing to ensure compliance, transparency, dispute settlement procedures and other characteristics;
9. Accrediting certification programs that meet or exceed both baseline criteria and indicators and procedural criteria;
10. Fostering business-to-business solutions that will facilitate wider market access for sustainable tourism products, with a focus on those that have been certified under a GSTC- accredited program;
11. Communicating and promoting to the industry and consumers sustainable businesses, with a focus on those that have been accredited under a GSTC-accredited program; and
12. Conducting any and all lawful activities, which may be useful in accomplishing the foregoing purposes.

ARTICLE III. MEMBERSHIP

Section 1. Definition of Members.

Members of the Corporation shall be stakeholders in tourism, including (but not limited to): public authorities and intergovernmental organizations; the private sector, including tourism-related businesses; service providers and associations; certification schemes; non-governmental organizations (“NGOs”); media and communications groups; and consumer associations. Members of the Corporation shall also include any individuals interested in furthering the purpose of the Corporation, as long as they are not affiliated with any organization. Organizational members shall designate a representative who shall be responsible for the liaison between the organization and GSTC, and shall represent the organization at the Membership Council.

Section 2. Member Categories.

Members shall be categorized in the following groups:

1. Travel & Tourism Industry – Businesses with travel and tourism related operations, including tour operators, accommodation providers, restaurants, tourism attractions, travel agencies, travel guides, transport companies.
2. Supporting Businesses – Businesses that relate to, promote, supply or provide services to the travel and tourism industry, these include, but are not exclusive to, consulting firms, media, communication companies, building and construction businesses, insurance companies, and others. This category encompasses all businesses that do not directly provide travel and tourism services.
3. Certification Bodies – Organizations that provide sustainable tourism certification services (have the authorization to provide written assurance and logo provision to certify that a tourism product, service, company, process or management system conforms to specific requirements).
4. Travel and Trade Associations – Membership organizations dedicated to promoting tourism, including associations for travel professionals and entrepreneurs involved in the travel and tourism industry.
5. Individuals – Individual consultants, experts or professionals with a vested interest in the tourism industry, and knowledge of the sustainable tourism sector, who are otherwise not affiliated with an organization.
6. Consumer representatives – Representatives of or consultants to consumer-based research, consumer-protection, or advocacy organizations.
7. Destination communities – Individuals, consultants, or organizations representing the interests of communities impacted by touristic activities in and around visited destinations, including disadvantaged and otherwise disempowered segments of communities.

Section 3. Membership Requirements.

All members must:

1. Commit publicly to the mission and objectives of GSTC;
2. Provide written evidence that they support and publicly promote GSTC as an organization, its aims, activities, principles and criteria;
3. Do not execute activities in such a way that compromises the reputation of the GSTC or has a negative impact on GSTC;
4. Demonstrate commitment to the adoption of the international standards developed by GSTC as applicable and start integration of the criteria to its policies within 12 months;
5. Aim to use GSTC in procurement and supply chain practices, except for the UN bodies, which have their own procurement rules and practices and are bound to abide by UN procurement standards;
6. Not have any conflict with GSTC;
7. Pay their dues for any year by the first day of the calendar year; intergovernmental organizations will be exempt from this membership requirement;
8. Follow the guidelines for display and use of the logo of GSTC;
9. Remain in good standing, not have been expelled from GSTC within two years of application, and not be currently promulgating statements opposing GSTC;
10. Adhere to the World Tourism Organization (UNWTO) Global Code of Ethics;
11. Provide accurate and objective information to its constituency regarding its sustainability practices;
12. Membership requirements will be applied to UN bodies insofar possible, taking into account their particular nature as International Organizations with their own Law, governing bodies, rules and policies. In addition, GSTC and its affiliates will not use the name, emblem, acronym or flag of UNWTO and UNEP in connection with its business or otherwise without

express prior written authorization of UNWTO and UNEP and upon the terms and conditions established by UNWTO and UNEP.

Section 4. Category Specific Membership Requirements.

The following are the specific requirements for particular categories of members.

Travel & tourism industry members must:

1. Have a genuine commitment to continuous improvement on their environmental, social and cultural performance, including active approval and continued commitment at senior management level as demonstrated by a letter of intent signed by a CEO or equivalent decision-maker;
2. Demonstrate existence of a corporate policy towards sustainable tourism or commit to establishing a policy, aligned with GSTC, within 12 months of joining GSTC, or be certified by a GSTC-accredited body;
3. Hold appropriate license/registration to operate.

Certification programs, bodies, and standard owners must:

1. If the owner of a standard, apply for or achieve Recognition of the standard within 12 months;
2. If a certification program or body, apply for or achieve Approval or Accreditation within 12 months;
3. If Recognition, Approval, or Accreditation is not achieved, demonstrate significant progress towards correcting non-conformities within 12 months after denial and re-apply;
4. Comply with the provisions concerning the use or display of the GSTC name and trademarks;
5. Non-compliance with the above will result in the loss of membership.

Public authorities must:

1. Have a commitment to adopt GSTC international criteria, within 24 months, in avenues that promote sustainability measures (i.e., as education- and awareness-raising tools; as a voluntary standard; as a means to embed GSTC in government-owned certification programs or grading systems);
2. Encourage local industry to improve sustainable performance of operations; and
3. Incorporate sustainable product offering in marketing efforts.

Intergovernmental organizations should, where possible:

1. Demonstrate a commitment to disseminate information about sustainable tourism and actively promote sustainable tourism criteria; and
2. Establish procurement policies using GSTC criteria when possible.

NGOs must:

1. Demonstrate commitment to participate actively to disseminate information about sustainable tourism and promote relevant criteria and research on positive actions to their own member/partner base;
2. Demonstrate interest or proven experience in tourism activities; and
3. Hold a certificate of incorporation/registration document, articles of incorporation or other documents showing proof of nonprofit status, granted by the government where the nonprofit is located.

Academia must:

1. Apply for membership through a nationally accredited public or private academic or research institution¹;
2. Agree to utilize or adapt the GSTC educational modules/programs to promote awareness and use of sustainable tourism principles;
3. Adhere to best practices and ensure that academic members within the institution meet member obligations;
4. Demonstrate the ability to advance the objectives of GSTC through its education network.

Individuals must:

1. Be an individual professional managing or engaged in the promotion of sustainable
2. tourism;
3. Hold, or have held, a position of responsibility in the tourism industry; and
4. Demonstrate a record of significant contributions in tourism activities.

Section 5. Membership Application.

All applications for GSTC membership must be submitted in writing to the Secretariat and will be reviewed and vetted in the first instance by the Secretariat and in a second instance, if required, by the Membership Committee.

The Secretariat and Membership Committee shall use the following protocol in evaluating membership applications:

¹ Only nationally accredited public or private academic or research institutions may be considered for GSTC membership. The qualified institution may apply for membership, even though it will likely be prompted to do so by a single division (i.e., tourism program) within the academic institution.

1. Membership applications will be reviewed by the Secretariat as they are received. If necessary, the Secretariat will request additional information from the applicant.
2. The Secretariat will assess whether (i) the organization is bona fide; (ii) if there are any extant social, environmental or legal grievances; and (iii) if the candidate genuinely supports GSTC and its activities.
3. In the case the applicant does not comply with Section 5.2 of these By-Laws, the Secretariat will present the case to the Membership Committee for review.
4. The Membership Committee will review and request necessary information to make a final recommendation.
5. If the application is rejected, the Secretariat will inform the applicant with a response detailing the reasons and an invitation to reapply, once those issues have been addressed.
6. If the application is approved, the Secretariat will communicate the approval to the applicant, provide such applicant with the rules and regulations, indicate the applicable fee and invite such applicant to participate actively with GSTC.
7. After the applicant has paid the dues to the Secretariat, the Secretariat will activate the benefits for members including access to member only sections of the website and other benefits.

Section 6. Admitted Members.

Once admitted to membership each new member shall ensure that an announcement of its admission is circulated to its own membership, in compliance with GSTC policy, with a view to disseminating the objectives of GSTC and following the guidelines provided by GSTC. Members shall promptly inform the GSTC Chief Executive Officer of any important change in the information supplied in support of their application for membership, which may affect their eligibility for membership or the category to which they should belong.

Section 7. Rights of Members.

Members of the Corporation shall have the following rights:

1. The right to attend the Membership Council meetings;
2. The right to bring matters or other business to the attention of GSTC for consideration at the Membership Council meeting, in accordance with the notice of provisions established in the current By-Laws;
3. The right to have access to Board and senior officials of GSTC;
4. The right to provide input to the Membership Council consultation processes;
5. The right to nominate or second a person for election to the Board of Directors of GSTC;
6. The right to vote for the Board of Directors. Each member has the right to one vote. Voting members must be in good standing and must have paid the annual dues;
7. The right to request participation in a working group if they have the appropriate qualifications;
8. Access to the member only section of the website; and
9. Access to education and training tools at no cost or at a reduced cost.

Section 8. Benefits of Members.

GSTC aims to provide its members with access to a broad set of services and opportunities that will help strengthen their services and practices towards offering a more sustainable product. Members will be able to contribute towards the creation and review of sustainable tourism standards, benefit from or contribute to the market access opportunities GSTC intends to build and attest that certification provides a measurable tool to gauge the move towards sustainable patterns of production and consumption.

GSTC values and requires its members' input in shaping the work of GSTC and will provide them with the following benefits:

Empowerment through participation: Members will have the ability to be involved in key decision-making processes that will shape the work of the GSTC program and the sustainable tourism sector standards. These include:

1. Participation in public consultation for the development of international standards and key decision-making processes; and
2. Direct internal organizational access to Board members and senior officers.

Fostering partnerships amongst a network of sustainable tourism professionals and stakeholders at the local, regional and national level, including:

1. Quality Networking Opportunities – Members will be able to attend customized council meetings that bring common stakeholders to the table (i.e., Tourism business, public authorities, NGOs, National Tourism Organizations, academia, etc.) to meet and exchange ideas on how their involvement in the GSTC has impacted their work and specific sector;
2. Exclusive access to a member online platform for exchange of information and business opportunities;
3. GSTC will work as a broker to increase the visibility of member organizations and their compliance with GSTC criteria and their contributions and services through raising market and media awareness; and
4. Access to UN partners.

Facilitating access to tools and educational resources: Members will have exclusive access to:

1. Procedures and tools for implementing or applying GSTC criteria;

2. An extensive digital library of information on sustainable tourism;
3. General educational material based on the GSTC criteria to support tourism businesses seeking to become more sustainable, seeking to apply the GSTC criteria or looking for certification;
4. Educational material on accreditation to support certification programs in the process of achieving accreditation from GSTC;
5. Material for traveler education for customer interfacing staff to inform about sustainable option and practice; and
6. Educational training activities made available through GSTC partner trainers to build the capacity of member organizations to improve their sustainability efforts.

Fostering market access opportunities: Members will be able to:

1. Have their GSTC accredited and verified tourism product recognized through a GSTC solution that provides these products access to various distribution channels;
2. Have access to assessment and measurement opportunities for small businesses that may not have the resources to seek certification;
3. Establish relationships with distributing companies, travel agencies, tourism boards, associations and others to actively promote GSTC-accredited products; and
4. Gain visibility by promoting their organizational logo on the GSTC website.

Section 9. News and Information.

GSTC will showcase sustainable tourism best practices that adhere to the GSTC criteria and will provide up-to-date news and information. The GSTC online web platform will give access to a

membership area with newsfeeds, social networking and domestic and international reach to GSTC members.

Section 10. Membership Dues.

Members shall be charged dues in advance every two years. The dues should cover the costs of servicing the GSTC membership without discriminating against organizations with limited income. The Board shall periodically review, update and publish the schedule of membership dues. Dues should be paid when joining, and prorated accordingly. Renewals should be paid in January of the second year following last payment. Membership renewal is automatic. Members who wish to step down will need to follow the requirements in Section 11. Intergovernmental organizations will not pay dues.

Section 11. Resignation.

Any member may resign by filing a written resignation with GSTC; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of the resignation. Resignation needs to be presented in written form three months prior to the next payment. Failure to do so will result in automatic renewal and payment requirements.

Section 12. Destitution of Members.

If a member engages in activities contrary to the interests of GSTC or no longer meets the membership criteria, a destitution process may be initiated by the Board or by recommendation of an individual member (supported by a minimum of two other members).

Any proposed destitution or suspension of a member must be presented to the Board in writing accompanied by a justification. The Board will consider the matter and if the complaint is substantial it shall request the member to present within four months a written explanation of the reasons why, in its opinion, suspension or destitution is not justified. After examining the arguments presented by the member, or in the absence of such arguments, the Board shall inform the member whether it proposes to invite the Membership Council to vote on the suspension or destitution of the member. If within two months of the notification of this proposal the member does not inform the Chief Executive Officer in writing of its opposition, the member will be considered to have withdrawn from the membership of GSTC. If the member does oppose the proposal, the Board shall submit the proposal together with the arguments of the member to a postal ballot of the Membership Council, which will be final.

Section 13. Withdrawal, Reinstitution and Challenging Membership.

The rights of a member shall be automatically suspended when the dues of that member are nine months in arrears. If the dues are one year in arrears, the member is considered to have withdrawn from GSTC. If a former member who is considered to have withdrawn from membership seeks readmission to membership, all dues outstanding at the time of withdrawal must be paid first. After this has been done, the member may be readmitted at the discretion of the Board without having to complete application procedures for new members.

The Board will allow the opportunity for existing members to challenge the membership of fellow members on grounds of their noncompliance with GSTC's By-Laws and Operational Manual. Challenges must be supported by written documentation and endorsed by at least two GSTC members. In the case of a challenge the final decision will be taken by a vote of the Membership Council. The Membership Council will be presented with the challenge and

supporting documentation and through an online voting procedure will decide. Abstention will be considered in favor of the applicant.

ARTICLE IV. MEMBERSHIP COUNCIL.

Section 1. Composition.

GSTC shall be constituted as a nonprofit organization. Its Membership Council shall be composed of individual members or duly designated delegates of member organizations.

Section 2. Responsibilities.

The Membership Council will serve as a consultative body. The Membership Council's decision-making responsibilities will normally be restricted to electing members of the Board.

Section 3. Membership Council Meetings.

Members will hold:

1. Annual General Meeting: The Corporation shall hold an annual meeting at a time and place determined by the Board of Directors. The time shall be set at least six months in advance. The Annual General Meeting shall consider and approve all matters which are required by law to be dealt with at such a meeting. For other business to be properly brought before an Annual General Meeting, the member must have given timely notice thereof to the Chief Executive Officer or the Board.
2. Special Meetings: Special meetings of the members may be called by the Board of Directors. Special meetings must be called if requested by one-third of the voting members. The Board shall designate the time and place of a special meeting.

3. Notice: Notice shall be given at least three months before an annual meeting and 15 days before a special meeting. Notice may be given on the GSTC member only web section or GSTC publication. To be timely, a member's notice must be received at the Corporation's principal executive office not less than 14 days prior to the date of the Annual General Meeting. A member's notice to the Chief Executive Officer shall set forth: (i) a brief description of the business such member desires to be brought before the Annual General Meeting and the reasons for conducting such business at the Annual General Meeting; and (ii) the name and record address of the member proposing such business. Notwithstanding anything in these By-Laws to the contrary, no matter or other business brought to the attention of the Corporation by a member shall be conducted at the Annual General Meeting.
4. Quorum: The quorum for an annual or special meeting or minimum percentage of participation for a mail/e-mail ballot shall be one-third of the members entitled to vote.

Section 4. Leadership.

The Membership Council meetings will be chaired by the Chairperson of the GSTC Board. The Membership Council will adopt its own rules of procedure, which will be proposed by the Board.

Non-member participation: Non-members may attend the Ordinary Assembly as observers at the discretion of the Board and by invitation only.

Ballots shall be held each year to elect Board members (see Board member election). The Board may organize additional ballots at its discretion.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Powers and number.

The business and affairs of GSTC shall be managed by the Board of Directors (the “Board”). In addition to the powers and authorities by these By-Laws, the Board shall have the maximum power and authority now or hereafter provided or permitted under the laws of Washington, D.C., acting as a Board.

Section 2. Composition.

The composition of the Board of Directors will include:

1. Twelve (12) “at large” seats that will be selected through an open nomination and election by the Membership Council. Balance will be sought between category, geographical representation and gender. The geographical regions are detailed in the Operational Manual.
2. Up to five (5) additional seats “appointed” from within or outside the Membership Council, assigned by the Board to outstanding individuals and organizations that will further the mission and vision of GSTC, through their contributions and access to prominent networks or visibility. In assigning these seats, balance will be sought between category, geographical representation and gender. In addition to the above, World Tourism Organization (UNWTO) and United Nations Environment Programme (UNEP) will be permanent members of the Board. Other United Nations (“UN”) agencies and affiliates that are members of GSTC may be invited to serve on the Board in the same capacity. Notwithstanding the foregoing, none of these UN bodies or their representatives shall be responsible for any action or decision taken by the Board of directors or any other GSTC body. No liability of any nature shall be passed to UN bodies or their representatives. Nothing in or relating to these by-laws will be construed as establishing a

joint venture, agency, exclusive arrangement, or other similar relationship implying any joint liability between UNWTO, UNEP and other UN agencies or affiliates and GSTC.

3. The officials, representatives, employees or subcontractors of either Party shall not be considered in any respect as being the employees or agents of the other Party.

The members of the Board of Directors will serve on the Board for three years on a staggered basis. Board members shall be limited to serving two consecutive terms. Following the election period, Directors may reapply for a position on the Board.

The Board of Directors will communicate amongst themselves and with the GSTC staff occasionally via e-mail and teleconferences (bi-monthly to quarterly).

The number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of two-thirds of the entire Board and no decrease shall shorten the term of any incumbent Director nor shall any decrease reduce the number of directors to less than three.

Section 3. Functions.

The Board is responsible for governance oversight of the Corporation's mandate, program of work, and operations (including staffing, budget and administrative affairs). Responsibilities of the Board include, but are not limited to:

1. Approving and revising the mandate of GSTC;
2. Approving and revising the branding of GSTC;
3. Creating and approving changes to the strategic plans and yearly action plans;
4. Approving the annual budget and establishing operational policies and procedures to ensure that the adopted budget is followed;

5. Overseeing, advising and approving changes to the membership structure, working groups and roles and responsibilities of the Membership Council;
6. Setting the annual membership dues of the Corporation;
7. Revising the By-Laws, in compliance with Article XIX of these By-Laws.
8. Maintaining good corporate governance, including a continuing review of the financial and legal affairs, internal controls and audit affairs of GSTC;
9. Oversight of the GSTC Chief Executive Officer;
10. Receiving and reviewing reports from the working group Chairpersons;
11. Deciding on issues and approving policies that would change or affect the mandate of the council;
12. Serving as spokespersons for GSTC at events and to the media;
13. Receiving and addressing appeals for the GSTC Accreditation Program, serving as the impartiality committee for the GSTC Accreditation Program, and reviewing and approving the recommendations on the GSTC Accreditation Program by the GSTC Accreditation Board that would change or affect the mandate of the entire council;
14. Acting as a filter and consensus-builder to the larger sustainable tourism community;
15. Demonstrating public support for GSTC as a tool to mainstream sustainability practices in the tourism sector;
16. Disseminating the GSTC and tools developed for relevant networks and stakeholders to encourage wider participation and adoption;
17. Maintaining the credibility of the Board of Directors; and
18. Maintaining balance of representation of the GSTC Membership Council (for sector, geographic representation, etc.).
19. Give final approval to new and revised standards and criteria, jointly with the International Standards Development Working Group.

Section 4. Eligibility and Conditions.

All members of GSTC in good standing and compliant with the requirements for membership may be elected to the Board. Board members will serve as individuals, endorsed by their organizations, but not as their representatives, except for representatives of UN Bodies, which by virtue of their status as International Civil Servants are only bound to serve the interests of their Organizations. Board members who are duly designated representatives of member organizations may not be substituted or replaced by another person, not even of the same organization. If a Director leaves a GSTC member organization and becomes affiliated with another organization in the same category, the Director may remain a member of the Board if both organizations agree to this in writing. In consideration of the statutes and structures governing membership by UN bodies, it is the prerogative of those UN bodies to designate an individual who satisfies the requirements of Board membership to act and vote on behalf of the Board. The UN bodies will ensure continuity and consistency in this representation, and to the extent possible ensure that one staff member regularly serves in this role. Representatives of UN bodies enjoy the privileges and immunities inherent to their status as International Civil Servants, Nothing in or relating to these by-laws shall be deemed to represent a waiver of the Privileges and Immunities of UN bodies or their representatives.

Directors shall seek to take decisions which benefit the association as a whole and represent the views and concerns of the category which they represent in Board deliberations rather than simply reflect the views of the organization with which they are affiliated or their personal points of view, with the exception of representatives of UN bodies, which by virtue of their status as International Civil Servants are only bound to serve the interests of their Organizations. If the member becomes affiliated with an organization in another category he/she must resign from the Board. Since the Board has amongst its responsibilities reviewing appeals from certifications,

such organizations that may represent their interests are precluded from serving on the Board. However, there is value in having a representative from the certification community involved. Therefore, a certification representative, elected by the certification body members of the GSTC, will be invited to attend board meetings as an observer. Observers may be asked to leave during decision-making votes. The elected position would serve for one (1) year. Consultants or individuals representing consulting firms shall be precluded from offering paid services to GSTC while serving on the Board. GSTC staff members are precluded to serve on the Board.

Section 5. Election and Term of Office.

The initial members of the Board (the “Directors”) shall be the persons named in the Articles of Incorporation and shall serve until the first, second or third annual meeting of the Board (as forth below), at which time their successor shall be elected and qualified.

All Directors shall be over eighteen years of age, nominated and seconded by individuals or by persons who represent organizations that are members of the Corporation. All such nominated persons shall stand for election to the Board. The Directors will serve on the Board for three years on a staggered basis, with the possibility of one consecutive reelection. The Directors shall be divided into three (3) groups as nearly equal in number as possible, and shall be known as Class I, Class II, and Class III. Initially, the directors of Class I shall serve for a term of one (1) year (Shannon Stowell, Richard Edwards, Herve Houdre, Leilani Latimer), those of Class II for a term of two (2) years (Anna Spenceley, Seleni Matus, Fabian Roman, Ronald Sanabria), and those of Class III for a term of three (3) years (Kelly Bricker, Janice Lichtenwaladt, Herbert Hamele and Mei Zhang), commencing on the date of election, and each Director shall hold office until his or her successor is elected and qualified, or until his or her death, resignation or removal. Members in Class I, Class II and Class III are eligible for reelection. At each subsequent annual meeting of Directors, the successors of those Directors whose term then

expires shall be elected to serve for a term of three (3) years and until their successors are elected and qualified, or until their death, resignation or removal.

Section 6. Appointed Board Members.

All Directors shall be over eighteen years of age, nominated and seconded by any elected Director. The Director shall be appointed with a two-thirds majority vote. The appointed Directors will serve on the Board for one year, with the possibility to two consecutive terms. This selection will not preclude appointed Directors to run in the election process for future terms.

Section 7. Leave of Absence.

A Director may, at the direction of the Board of Directors, take a leave of absence of up to one year, said leave not to be charged against the member's term of office.

Section 8. Resignation.

Any Director may resign from office at any time by delivering a resignation in writing to the Chairperson. A resignation takes effect when received or at a specified date and shall not require acceptance.

Section 9. Removal.

The Board, by vote of a two-thirds majority of the entire Board, may remove any Director with or without cause at any regular meeting or special meeting of the Board called for that purpose; provided that at least one week's notice of the proposed action shall have been given to the entire

Board of Directors then in office. A Director shall cease to hold office and be removed in the event that said Director fails to attend in person or by other communication three meetings of the Board in one year, such cessation to occur at the conclusion of the third meeting missed. If a Board member acts against the interest of GSTC, he or she may be removed, if no improvements are noted after receiving a written warning from the Chairperson of the Board. Destitution requires a majority vote by the Board.

Section 10. Newly Created Directorships and Vacancies.

Newly created Directorships and vacancies among the Directors for any reason may be filled by a two-thirds majority vote of the Directors then in office, and the Directors so elected shall serve until the next annual meeting of Directors.

Section 11. Regular Meetings.

Regular meetings of the Board will be held quarterly on the first Wednesday of that month, unless agreed otherwise by the Board. If quorum (pursuant to Section 14 of this Article and the other terms of these By-Laws) is not present at such time, the meeting shall be immediately adjourned and the meeting shall be reconvened the following Wednesday if quorum pursuant to Section 14 of this Article and the other terms of these By-Laws is attained.

Section 12. Annual Meetings.

The Board shall meet in person at least once a year at such times and at such places as the Board of Directors shall designate in the notice of the meeting. In person participation is required. Annual meetings do not constitute one of the regular meetings required to be held at least annually.

Section 13. Special Meetings.

Special meetings of the Board may be called by the Chairperson or any two Directors.

Section 14. Presence at Meeting by Telephone.

Where any one or more Directors are unable to attend a meeting in person, any one or more Directors or any committee of the Board may participate in a meeting of the Board or of such committee by means of a conference telephone or similar equipment allowing all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting and resolutions adopted by the quorum are binding, even if the Director was not present at the time of voting.

Section 15. Quorum and Action.

Unless otherwise required by law, one-third of the Board's total membership shall constitute a quorum for the transaction of the business at any meeting of the Board. When a quorum is present at a meeting, all actions shall be approved by consensus of those present in person or by phone, unless otherwise required by these By-Laws or by law. Any action that may be taken at a meeting of the Board may be taken without holding a meeting if a consent, in writing, setting forth the action taken, is signed by all of the Directors.

Consensus is defined in accordance with ISEAL Code of Good Practice for Setting Social and Environmental Standards & ISO/IEC Guide 2.1996 which states: "Consensus constitutes general agreement, characterized by the absence of sustained opposition to substantial issues by and an important part of the concerned interests and by a process seeking to take into account the views

of interested parties, particularly those directly affected, and to reconcile any conflicting arguments.” Consensus need not imply unanimity. In case a vote is required, it should be by simple majority (50% +1) of Directors present unless otherwise specified in other articles or sections of these By-Laws.

Section 16. Action by Written Consent.

Should action be required between Board meetings, or to follow up Board decisions, they may be taken by the Board without a meeting by written consent. Action by written consent requires a 7 working day period of notice and will require response by 2/3's of the Directors. Action by written consent shall be resolved by simple majority unless otherwise stated by the By-laws. Such written consent shall be filled with the minutes of the proceedings of the Board.

Section 17. Notice of Meeting.

Notice of the time and place of the meeting, and in the case of a special meeting, the purpose for which and by or at whose direction such special meeting is called, shall be sent by the Secretary via first-class mail, e-mail, or facsimile to such Director's usual residence or usual place of business, at least fourteen days before the meeting, or via telephone at least one day before the meeting. Any Director may waive such notice in writing before or after the meeting, or by attending the meeting without protesting the lack of notice prior to or at the commencement of the meeting.

Section 18. Compensation.

The Directors shall serve without compensation; nor shall they work in any capacity for GSTC while simultaneously serving on the Board. Directors may, however, subject to the available

funds of GSTC, be reimbursed for reasonable expenses, such as transportation, long distance phone calls and copying undertaken on behalf of GSTC.

ARTICLE VI. OFFICERS, EMPLOYEES, AGENTS

Section 1. Officers.

Officers of the Corporation shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, the Chief Executive Officer, and such other officers with such titles as the Board may authorize or appoint. The Board shall elect all Officers of the Corporation from amongst the Directors, with the exception of the Chief Executive Officer. The same person may not serve as the Corporation's Chief Executive Officer and Secretary.

Section 2. Authorities and Duties.

Officers shall have such duties and powers as normally are associated with their titles, except as the Board may otherwise specify, and meet the requirements established under Article IV.

The officers of the Corporation who occupy staff positions shall have the authority and shall exercise the powers and perform the duties specified by the Chief Executive Officer, the Board of Directors or these By-Laws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Section 3. Election and Term of Office.

Except as provided for the Chairperson, the officers of the Corporation shall be elected, for a term commencing on election, by the Corporation's Directors at the annual meeting of the Board of Directors. Officers shall be selected from the slate of officer nominees presented to the Board.

Each officer shall hold office for a term of two (2) years or until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.

Section 4. Additional Officers.

The Board may appoint additional officers as it shall deem necessary, who shall hold office for such term and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 5. Vacancies.

A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the board of directors.

Section 6. Resignation and Removal.

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the Chairperson, Vice-Chairperson, or the Secretary. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Except as hereinafter provided for the Chairperson, any officer or agent may be removed, with or without cause, by a majority vote of the directors present and voting at a meeting called for such purpose or at a regular meeting of the board, or by a committee appointed by the board for such purpose whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Election or appointment of an officer or agent shall not in itself create contract rights. The Chairperson may be removed for cause by a two-thirds vote of the entire board of directors at a meeting called for such purpose or at a regular meeting of the board. Any notice of a meeting at which action is to be taken to remove an officer shall include notice of such action.

Section 7. Employees, Consultants, and Other Agents.

The board of directors may appoint agents, consultants, accountants and attorneys who shall have such authority and perform such duties as may be prescribed by the board. The board may remove or terminate any agent, consultant, accountant, or attorney at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 8. Chairperson.

At its organizational meeting and thereafter at each third annual meeting of the Board, the Board of Directors shall elect, from among those who are, or are to be, Directors of the Corporation, a Chairperson of the corporation. The term of office is of 3 years. When present, the Chairperson shall preside over all regular and special meetings of the Board of Directors of the Corporation, and shall perform all other duties incident to the office required by the By-Laws or from time to time assigned to him or her by the Board of Directors. Subject to the supervision and control of the Board of Directors, the powers and duties of the Chairperson shall be those usually appertaining to the office of Chairperson and whatever other powers or duties as are prescribed by these By-Laws or by the board of directors. The Chairperson shall publicly represent the Corporation.

Section 9. Vice-Chairperson.

Elected by the board of directors from among those who are, or are to be, Directors of the Corporation, the Vice-Chairperson of the Board shall assist the Chairperson, as requested, in the performance of his or her duties and shall have such other functions as these By-Laws may provide or as the Board of Directors or Chairperson may assign from time to time. In addition to the foregoing, the Vice-Chairperson shall possess the powers and perform the duties incumbent upon the Chairperson during his or her absence or disability.

Section 10. Secretary.

The Board of Directors shall elect a Secretary who shall attend the meetings of the directors and shall record the proceedings of the Corporation and of the board of directors. He or she shall provide for notification of the Directors of the Corporation of their respective meetings in accordance with these By-Laws of the Corporation, shall record the minutes of such activities, shall be the custodian of the corporate records and seal, and shall perform such other duties as may be required by these By-Laws or as may be assigned by the Board of Directors or the Chief Executive Officer with the concurrence of the Board.

Section 11. Vice-Secretary.

If one or more shall be elected, the Vice Secretary, in the absence of the Secretary, shall have the authority and duties vested in the Secretary. He or she shall perform such duties as may be assigned to him or her by the Secretary, the Board of Directors or the Chairperson. The Vice Secretary position shall be optional and elected at the Board's discretion.

Section 12. Treasurer.

The Board of Directors shall elect a Treasurer who shall be

the Financial Director of the Corporation and shall receive and deposit in a bank or banks to be approved by the Board of Directors all the monies of the Corporation and keep an accurate account thereof. He or she shall make disbursements subject to such regulations as may be determined from time to time by the board of directors, shall monitor the financial operations of the Corporation, and shall make reports of the finances of the Corporation annually and whenever requested by the Board of Directors, Chairperson or Chief Executive Officer. The Treasurer will provide reports at regular Board meetings which will include, as a minimum, the amount at hand at the beginning of the period in question, amounts received since the close of the previous period in question, amounts paid since the close of the previous period, and balance on hand. He or she shall perform such other duties as may be required by these By-Laws or as may be assigned by the Board of Directors, Chairperson or Chief Executive Officer. At the end of his or her term of office, the Treasurer shall deliver to his or her successor all books, monies, and other property of the Corporation then in his or her possession. The Board of Directors may require the Treasurer to give such security as it may direct for the faithful performance of his or her duties.

Section 13. Vice-Treasurer.

If one or more shall be elected, the Vice Treasurer, in the absence of the Treasurer, shall have all the authority and duties vested in the Treasurer. He or she shall perform such duties as may be assigned to him or her by the Treasurer, the Board of Directors or the Chairperson. The Vice Treasurer position shall be optional and elected at the Board's discretion.

Section 14. Chief Executive Officer.

The Chief Executive Officer shall be appointed by the Board. The Chief Executive Officer will serve under a contract. The Chief Executive Officer shall be an ex-officio member of the Board but without voting privileges. The Chief Executive Officer shall have executive authority for the

management of the business and affairs of the Corporation, subject to the control of the Board. The Chief Executive Officer may sign and execute, in the name of the Corporation, any instrument authorized by the Board, except when the signing or execution thereof shall have been expressly delegated by the Board to some other officer or agent of the Corporation. The Chief Executive Officer shall have the discretion to prescribe the duties of other employees of the Corporation in a manner not inconsistent with the provisions of these By-Laws and the direction of the Board. The Chief Executive Officer may attend and speak at all meetings of the Board except when matters of the Chief Executive Officer's own employment are under consideration or when good cause exists. It shall be his or her duty to approve the expenditure of the monies appropriated by the board of directors in accordance with the budget approved by the board of directors. The Chief Executive Officer shall make an annual report and periodic reports to the Chairperson and Board of Directors concerning the programs of the Corporation. The Chief Executive Officer shall have the general powers and duties of supervision and management usually vested in the Secretariat of the Corporation, and he or she shall comply with all orders from the Board of Directors. All officers and employees of the Corporation, except the Chairperson and Vice-Chairperson, shall report, and be responsible, to the Chief Executive Officer. He or she shall perform such other duties as may be determined from time to time by the Board of Directors. The Chief Executive Officer will be regulated by Article VI.

Section 15. Compensation.

Except for the Chief Executive Officer, the Officers will serve without compensation and will not be permitted to work in any capacity for GSTC and simultaneously serve as Officers.

ARTICLE VII. COMMITTEES

Section 1. Committees of the Board.

The Board of Directors may designate one or more standing or special committees to direct the business of the Corporation. The Board of Directors may also designate one or more committees of the Corporation. Each such committee may exercise the authority granted to it by the board's enabling resolution.

Section 2. Executive Committee.

The Board will elect an Executive Committee to exercise some or all of the Board's powers between Board meetings (except powers specifically reserved to the Board by law or by these By-Laws). The Executive Committee will be comprised of the Officers of the Corporation and regulated by Article 5 of these By-Laws. In the absence of a limiting Board resolution, between Board meetings the Executive Committee shall exercise all of the Board's authority permitted by law, except that the Executive Committee shall not have the authority to:

1. Adopt, amend or repeal the By-Laws or Articles of Incorporation of the Corporation;
2. Purchase, lease or sell real estate or borrow money on behalf of the Corporation;
3. Remove an Officer or Director;
4. Fill a vacancy on the Board;
5. Appoint or remove the Chief Executive Officer;
6. Approve the annual budget of the Corporation;
7. Make amendments to the annual budget exceeding \$100,000. If amendments are made they need to be communicated to the board immediately. In such cases where a decision is required that will affect the income of the Corporation the Executive Committee may be authorized to proceed but will need to communicate to the Board within five days of the change; or

8. Enter into a partnership agreement or other joint venture with another organization on behalf of the Corporation.

A quorum for the purpose of holding and acting at any meeting of the Executive Committee shall be a simple majority of the members thereof. Decisions of the Executive Committee shall be promptly reported to the Board, and the Board retains the right to nullify any decision of the Executive Committee.

Section 3. Election Committee.

The Election Committee shall be elected by the Membership Council. The Election Committee will be composed of five members. Four of the members shall be from the Membership Council constituency and the fifth member will be GSTC's Chief Executive Officer, who will support the activities of the Election Committee.

Members shall serve on the Election Committee for terms of three years, after which point elections will be held. Election Committee members are eligible for reelection for up to three periods. If a member of the Election Committee resigns in the middle of the three-year term, the Board shall select an interim member to serve as a replacement for the duration of the Election Committee cycle.

The Election Committee shall have the authority to:

1. Receive the nomination applications;
2. Inform potential candidates of the requirements for being a fully engaged and contributing Board Director;
3. Communicate with candidates and verify information provided on Board applications and credentials;

4. Meet or assemble by phone or otherwise to discuss interested and/or potential candidates and whether that they fulfill the criteria for selection;
5. Review the Board structure and ensure that it will strive for representation of diverse stakeholders of the Membership Council, making adjustments if necessary during the appointment identification process;
6. Select the candidates;
7. Announce the final candidates to the Board;
8. Oversee the voting process by the Membership Council for the selection of the Board of Directors; and
9. Announce the new Board Members to the Membership Council.

Section 4. Other Committees of GSTC.

The Board may create committees in addition to standing committees to be committees of GSTC. Any such committees created by the Board shall be appointed by the Chairperson and elected by the Board. Such committees may consist of Directors and others. These committees shall have only the powers specifically delegated to them by the Board.

ARTICLE VIII. GLOBAL AMBASSADORS

Section 1. Overview.

The Global Ambassadors will be a group of outstanding and visible individuals, from within or outside the Membership Council, leaders in their fields, that will help further the mission and vision of the GSTC, through their financial contributions, access to networks, or public visibility.

Section 2. Objectives.

The objectives of the Global Ambassadors are to provide the Board and GSTC strategic guidance and financial resources to accomplish the mission, vision and objectives of GSTC. They will also help position the GSTC within business and to the general public.

Section 3. Responsibilities.

The Global Ambassadors do not create policy but serve as an important resource to guide the mission, vision and objectives of the organization. If they bring particular expertise they may be called upon to reflect upon particular decisions or to provide guidance to the Board, Secretariat or Working Groups.

Section 4. Size and Composition.

The Global Ambassadors will not have a size limit. Global Advisors will serve for a period of two years, with the possibility of serving subsequent terms, based on decision of the Board.

Section 5. Meetings.

The meetings will be regulated by the By-Laws and Operation Manual of GSTC. It is expected that the Global Ambassadors attend the in-person Board meeting and any other Board meetings by invitation of the Board.

ARTICLE IX. CHIEF EXECUTIVE OFFICER AND SECRETARIAT

Section 1. Chief Executive Officer Responsibilities.

The Secretariat is headed by the Board-appointed Chief Executive Officer. He or she shall be the chief executive of GSTC. The Chief Executive Officer, under direct supervision of the Board of Directors, will be responsible for performing the day-to-day work of GSTC. Reporting to the Board of Directors, this position will have a specific focus on strategic planning, communications, managing staff, and the operations and administrative affairs of GSTC. In particular the Chief Executive Officer will be responsible for:

1. The finances, accounting and administration of GSTC. The Chief Executive Officer will submit each year to the Board for approval the audited accounts together with a report on the activities of the organization over the previous year.
2. Ensuring that the legal requirements for business operation are met in all countries where GSTC is operating; and
3. Submitting each year to the Board for approval an annual budget and workplan based on estimates of income and expenditure and, keeping the Board informed of unforeseen expenses and significant variations from projected income.

Section 2. Staff.

The Chief Executive Officer shall appoint the staff of the Secretariat in accordance with staff rules formulated by the Chief Executive Officer and approved by the Board. The staff shall be selected on as wide a geographical basis as possible and there shall be no discrimination on gender, ethnic or religious grounds.

Section 3. Performance.

In the performance of their duties the Chief Executive Officer and the staff shall not receive instructions from any authority external to GSTC. They shall refrain from any activities incompatible with their position as staff members. The staff will complete an annual performance that will be reviewed by the Chief Executive Officer and the Chief Executive Officer's by the Executive Committee. This performance evaluation will affect compensation.

ARTICLE X. WORKING GROUPS

Section 1. Working Groups.

The overall shape and direction of the activities of the Corporation will be organized around working groups empowered to develop programs of work to meet the organization's overall objectives. These include, but are not exclusive to:

1. Education and training working group;
2. Market access working group;
3. Destinations working group; and
4. International standards development working group. (This working group will also provide input to the accreditation program of GSTC.)

Section 2. Composition.

The working groups will be opened to and composed of members and are designed to provide members an opportunity to be involved in areas of their special interest. A balance should exist to represent all member categories as defined by the membership section. Category, geographical and gender balance will be sought in selecting the members. In particular, the International

Standards Development Working Group shall include a balanced representation of the principal stakeholder groups that may be affected by a standard. A quorum for the purpose of holding and acting at any meeting of such a working group shall be a simple majority of the members and the participation of either the Chairperson or the Vice-Chairperson. The Committees should not exceed a size of ten.

Section 3. Members.

Working group members shall be active members of the Corporation and have written authorization from the organization they represent to dedicate time to the working group. Members should have expertise in the working group they have chosen to participate in. All members must sign and return a confidentiality agreement to the GSTC Secretariat.

Section 4. Leadership.

The Chair of the working group shall be a member of the Board, elected by its peers to serve as Chair. The Chair is responsible for directing the working group to ensure that all the work gets completed in the most efficient and effective way. A Vice-Chairperson, elected by the working group, will serve in the absence of the Chair and ensure continuity to work programs of each of the groups. The working group will also elect a Secretary to convene and confirm meetings, take minutes and circulate and report back to the Secretariat. The Chair and Vice-Chair will each serve a term of two years with the possibility of serving one more term. The Chair and Vice-Chair are not empowered to represent the Corporation to the media, unless cleared by the Board and advised by the Communications working group. Chair and Vice-Chair maintain confidentiality of all discussions relating to services, products, projects, and planning of the association and must ensure that all working group members do the same. Chair and Vice-Chair

will liaise with other working groups. The working groups may elect to have a separate Liaison and will vote to nominate that person.

Section 5. Responsibilities.

The working groups are advisory in nature and will lend expertise and support to the Corporation, its Board and Secretariat, to achieve the Corporation's purpose. Notwithstanding the foregoing, the International Standards Development Working Group shall give final approval to new and revised standards and criteria jointly with the Board. The working groups will focus on projects or issues that apply to members and augment GSTC's operations. The working groups will provide a recommended yearly action plan for GSTC, based on the mission and strategic plan of the Corporation. The action plan will be subject to Board approval. The working group members are required to avoid all conflicts of interest and anti-competitive behavior, and must avoid solicitations for sponsorships. The work and products created by the working groups are appropriately labeled as GSTC, and are not co-branded unless approved by the Board. All White Papers and statements of policy must be approved by the Board prior to being released.

Section 6. Funding.

Each year, prior to the budget cycle, the working groups present a work plan, with allocated budget, to the Board. This plan will guide the funding allocated to the working group for its implementation. Travel expenses will be reserved by the Chair and will be allocated if they are available. Chair may designate another person to represent them.

Section 7. Meetings.

Working groups will convene once a month virtually. A quorum for the purpose of holding and acting at any meeting of such a committee shall be a simple majority of the members and the participation of either the Chair or the Vice-Chair is required.

Section 8. Term.

Each member of the working group shall serve for two years. The Secretariat will maintain a list of prospective members based on interest expressed by members, recommendation by other members or by the Board. In case there are no interested parties the Board will search amongst the membership and make its own recommendation for members, or request exiting member, to serve an additional term.

Section 9. Other Working Groups.

The Board from time to time may establish additional working groups that will enable the Corporation to achieve its purpose.

ARTICLE XI. ACCREDITATION PROGRAM

Section 1. Process.

GSTC will (1) **Recognize** sustainable tourism standards intended for conformity assessment, including certification, and other uses; (2) **Approve** certification programs procedures and processes; and (3) **Validate** the accreditation of certification bodies (CBs); through three processes:

1. **Standard Recognition:** GSTC shall determine whether a standard is equivalent to the GSTC Criteria and the associated GSTC benchmarking criteria; upon which it will be declared a “**GSTC-Recognized Standard**”;
2. **Certification Program Approval:** GSTC shall review the procedures, processes, and internal structure of certification programs (as defined in ISO/IEC 17000:2005, definition 2.7) that use a GSTC-Recognized Standard, to ensure the impartiality and competence of the program. Upon approval, the certification program will be declared a “**GSTC-Approved Certification Program**”; and
3. **Accreditation of Certification Bodies:** GSTC will endorse, train, and establish agreements with competent international and national accreditation bodies. An endorsed accreditation body will determine the competence of a CB to certify that tourism businesses or activities comply with a GSTC-Recognized standard, upon which the CB will be awarded “**GSTC Accreditation**” with respect to that standard.

Section 2. The Panel.

The GSTC Accreditation Panel (“the Panel”) will operate the recognition, approval and accreditation program under the umbrella of GSTC. The Panel will:

1. Establish the requirements for recognizing standards, approving certification programs, and validating the accreditation of conformity assessment bodies, through Manuals for Recognition, Approval, and Accreditation; guidance documents, and other documentation of procedures;
2. Determine whether a contractor is qualified to review a standard’s conformity with the GSTC Criteria; review certification program procedures and processes; or award accreditation;
3. Declare standards to be “GSTC-Recognized”;

4. Declare certification programs to be “GSTC-Approved”;
5. Validate and provide surveillance of accreditation body declarations of “GSTC-Accredited certification bodies”;

The Panel shall operate independently of the GSTC Board and executive staff. While appointed by the GSTC Board, the members of The Panel shall disregard any instructions from the Board or executive staff that they feel may jeopardize their independence and impartiality.

The GSTC Board shall have the discretion to accept or reject any of the Panel’s recommendations or decisions. If GSTC rejects one of the Panel’s recommendations or decisions, it is obligated to provide an explanation for doing so to the Panel. The Panel may choose to raise the matter at the next annual Membership Council Meeting.

The Panel shall have no involvement with the day-to-day administrative operations of GSTC and none of the responsibilities, legal obligations or liabilities associated with being a Director. GSTC shall indemnify all Panel members against any claims made against them.

Individual panel members may review recognition and approval applications. Panel members reviewing will not be part of the panel that provides final decisions regarding the application. Panel members must demonstrate that there is no real or perceived conflict of interest when reviewing applications.

Section 3. Composition.

The Panel shall have no less than five (5) members. The members should represent a balance of interests with no single interest predominating. Members will be invited by GSTC’s Board and need not necessarily belong to GSTC Membership Council. Members should demonstrate an

understanding of and experience with the principles of sustainable tourism and conformity assessment. The Panel chair will be named by the GSTC Board, and the vice-chair will be elected by the Panel members.

Section 4. Decisions.

A quorum of three (3) Panel members is required to make decisions. Every attempt should be made to make decisions by consensus. In the absence of consensus, decisions shall be made by a two-thirds majority of members voting. Silence will be construed as approval, unless the member explicitly abstains.

The Panel may delegate decisions to a rotating sub-panel of three members. The rotation shall include all members according to a pre-established roster. A member who does not participate shall be replaced by the next member on the roster.

Section 5. Conflict of Interest.

Panel members may not serve as GSTC Board members or employees; however the chair of the Panel may serve as a non-voting member of the GSTC Board. Panel members may not be direct employees of an accreditation body, certification program, or conformity assessment body that seeks recognition, approval, endorsement, or accreditation from the GSTC, however members may offer advice or consultancy to such entities, provided that they recuse themselves from any decisions related to that entity for at least 24 months since their last activity. In the event of a real or perceived conflict of interest, a member of the panel shall recuse him or herself from decisions related to the potential conflict of interest. Under this Section, a conflict of interest is defined as voicing an opinion, voting or making a decision affecting organizations or activities in which a panel member has a continuing, recent past or forthcoming interest.

Section 6. Terms and Conditions.

The Panel members shall serve two-year terms and will meet in person or via e-mail and teleconferences. Meetings will be convened by the chair, by email, with at least two weeks of anticipation. Written minutes of each meeting shall be taken and approved by the Panel members at the following meeting. All non-confidential information shall be made available to GSTC members. Honoraria, to be determined by the GSTC Board, may be paid to Panel members per decision or per meeting or both.

Section 7. Appeal of Accreditation Panel Decisions.

The Panel decisions may be appealed to an Appeals Panel appointed by the GSTC Board.

ARTICLE XII. FINANCE AND AUDITING

Section 1. Contracts, Checks, and Documents.

The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of GSTC and shall determine who shall be authorized on GSTC's behalf to sign checks, drafts or other orders from the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2. Investments.

The funds of GSTC may be retained in whole or in part in cash or may be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

Section 3. Fiscal Year.

The fiscal year for all business transactions of GSTC shall be January 1 through December 31.

Section 4. Audits.

There shall be an annual audit of GSTC by an independent certified public accountant. The independent auditor shall be selected by the Treasurer and approved by the Board.

Section 5. Annual Report.

The Board shall cause a report of the activities of the Corporation to be prepared annually and sent to such persons as the Board shall determine.

Section 6.

Notwithstanding anything to the contrary set forth herein, the Board of Directors may designate any of its duties under this Article XII.

ARTICLE XIII. OFFICE, BOOKS AND RECORDS, AND OFFICIAL LANGUAGE

Section 1. Office.

The principal office of this Corporation shall be located at 1615 M Street, Washington, DC 20026. Notwithstanding the foregoing, the Corporation may establish other offices, as the board of directors may designate or as the affairs of the Corporation may require from time to time.

Section 2. Books and Records.

The Corporation shall keep an original or duplicate record of the proceedings of the Directors, the original copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or duplicate Board register, giving the names of the Directors, and showing their respective addresses. The Corporation shall also keep appropriate, complete and accurate books or records of account that shall be reviewed on an annual basis. The records provided for herein shall be kept at either the registered office of the Corporation or at its principal place of business, wherever situated.

Section 3. Official Language.

The official language of the Corporation shall be English. Other languages may be added at a later stage.

ARTICLE XIV. LIABILITY AND INDEMNIFICATION

Section 1. Liability.

To the fullest extent permitted by law, no Officer or Director shall be personally liable to the Corporation or any third party for monetary damages for breach of fiduciary duty. Nothing herein, however, shall limit the liability of any Officer or Director to the Corporation for gross negligence or misconduct, which shall be defined as any (a) act or omission in bad faith, or which constitutes a knowing violation of law, or (b) any transaction from which the Officer or Director derived a fraudulent or otherwise improper personal or business benefit.

Section 2. Indemnification.

The Corporation shall indemnify and/or insure, to the maximum extent allowed by law, each former and current Officer and Director for expenses and costs (including reasonable attorney's fees) actually and necessarily incurred in connection with any claim asserted by reason of said person or said persons being or having been an Officer, Director, or corporate employee, except in relation to matters involving such person's actual gross negligence or misconduct as defined in the section on liability.

Section 3. Insurance.

GSTC shall have the power to purchase and maintain insurance to indemnify GSTC for any obligation that it incurs as a result of its indemnification of Directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE XV. DISSOLUTION

Section 1. Dissolution.

The dissolution of GSTC may only be resolved by the Membership Council, on the basis of a recommendation by the Board, which will be submitted for a Board vote by the Membership Council.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payments of necessary expenses and satisfaction of all liabilities thereof, be distributed to another organization exempt under Section 501(c)(3) of the Internal Revenue Code or to the

Federal government, or state or local government for a public purpose, based on the recommendations of the Board.

ARTICLE XVI. CONFLICT OF INTEREST

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect GSTC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of GSTC, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable international state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations and UN bodies.

Section 2. Definitions.

1. Interested Person: Any director, principal officer, or member of a committee with Board--delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
3. An ownership or investment interest in any entity with which GSTC has a transaction or arrangement;
4. A compensation arrangement with GSTC or with any entity or individual with which GSTC has a transaction or arrangement; or
5. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GSTC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not

insubstantial. A financial interest is not necessarily a conflict of interest. Under Section III, subsection 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Section 3. Procedures.

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest: An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
4. The Chairperson of the Board or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
5. After exercising due diligence, the Board or committee shall determine whether GSTC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
6. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall

determine by a majority vote of the disinterested directors whether the transaction or arrangement is in GSTC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

7. Violations of the Conflicts of Interest Policy: If the Board or committee has reasonable cause to believe a Director or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the Director or committee member of the basis for such belief and afford the Director or committee member an opportunity to explain the alleged failure to disclose.
8. If, after hearing the Director's or committee member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Director or committee member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings.

The minutes of the Board and all committees with Board-delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

The Chief Executive Officer is the only member of the Board entitled to direct compensation for services rendered to GSTC. The Chief Executive Officer is precluded from voting on matters pertaining to his or her compensation. GSTC will not permit any official of a UN body to receive a direct or indirect profit from these by-laws or from any subsequent GSTC activity.

GSTC accepts that the participation of UN bodies in the Board of Directors of GSTC shall not result in any expectation from GSTC of any involvement in the internal decision making process of UN Bodies and that GSTC shall not be given an undue competitive advantage in any procurement exercise conducted by UN Bodies.

Section 6. Annual Statements.

Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement that affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands that GSTC is charitable, and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews.

To ensure GSTC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to GSTC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Outside Experts.

When conducting the periodic reviews as provided for in Section 7, GSTC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XVII. NON-DISCRIMINATION

Section 1. Non-Discrimination.

In all of its dealings, neither GSTC nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual orientation, or mental or physical handicap.

ARTICLE XVIII. COMPLIANCE WITH LAW

Section 1. Compliance with Law.

The Corporation's Officers are authorized and directed to take all steps necessary to assure that the Corporation operates and transacts its affairs in full compliance with all applicable provisions of law.

ARTICLE XIX. AMENDMENTS

Section 1. Amendments.

The Board may amend or repeal these By-Laws in whole or in part by:

1. Effecting a vote two-thirds of its total membership in person at a meeting of the Board or;
2. By two-thirds of its total membership executing a written resolution confirming the amendment or repeal of the By-Laws which resolution shall set out the proposed amendments in full.

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