

## **Amended By-laws 2019**

### **ARTICLES**

On 24 May 2000 a non-profit association has been founded in accordance with the Austrian Association Act (Vereinsgesetz), Federal Law Gazette No 233 of 1951, whose constitution is mentioned hereafter.

### **NAME AND REGISTERED OFFICE**

#### **Article 1**

The name of the association is Associations & Conference Forum (AC Forum).

#### **Article 2**

The registered office of AC Forum is in Vienna, Austria.

The registered office of AC Forum shall be transferred to any other location in Austria by decision of the Board.

The Board may decide to establish subsidiary offices in and/or outside of Austria. Subsidiaries shall remain under the responsibility of the Board.

### **AIMS AND OBJECTIVES**

#### **Article 3**

AC Forum shall not have any profit motive. Its purpose shall be:

- to serve as a platform for communication and networking amongst association executives in relation to conference and association management and related activities;
- to enable the exchange of information between members in order to improve the standards of both association management and organisation of conferences and related activities;
- to increase the level of professionalism, in-house knowledge and expertise available within associations and association executives in association and conference management;
- to contribute and work towards better organised associations and conferences;
- to act as a platform to represent the joint interests of members in their dialogue with suppliers, clients, peer groups, regulatory and other bodies, in their field.

#### **Article 4**

In furtherance of the purposes indicated in article 3, AC Forum shall:

organise regular meetings; and/or any means of communication or activities enabling the above.

## **MEMBERSHIP CATEGORIES**

### **Article 5**

Membership shall be open to any organisation legally registered as a non-profit association according to the laws of the country in which it is constituted.

### **Article 6**

AC Forum shall consist of two types of members: full members and provisional members.

#### **Article 6.1**

Full membership shall be open to organisations meeting all of the following criteria:

- the organisation shall be a supranational association representing a particular profession or professional field; it shall not be a trade organisation;
- the organisation shall commit to fully participate in AC Forum activities in Europe through its educational offerings and General Assembly;
- the organisation shall not contract an association or congress management company to manage its organisation; unless this company has been established by the non-profit organisation with the exclusive purpose to serve the aims and objectives of the non-profit organisation according to its article of association;
- the organisation shall organise a conference on a regular basis, e.g. every 2 years with at least 2,000 registered participants;
- the organisation shall have ownership of, and be the initiator of the conference and the programme structure under the executive responsibility of a senior member of staff having substantial responsibility for the day-to-day management of the organisation's conference.

#### **Article 6.2**

Provisional membership shall be open to those organisations that fail to meet all criteria for full membership at the time of application, but have clearly stated the intention to fulfil the criteria for full membership within the next 3 years. Provisional membership shall be granted on an observer basis for a period of 1 year and shall be subject to renewal after such a period. Renewal shall be considered only in cases where sufficient interaction with AC Forum exists, thus making further collaboration useful. Provisional members shall have no voting rights and someone from the organisation shall not be eligible for positions in the Board.

## **APPLICATION FOR MEMBERSHIP**

### **Article 7**

Organisations applying for full or provisional membership shall provide AC Forum with the completed application form signed by the President or an individual legally authorised to sign. Upon invitation by AC Forum they shall present their organisation during the next General Assembly.

### **Article 8**

Decisions on membership shall be made by the General Assembly on recommendation by the Board.

## **RIGHTS AND DUTIES OF MEMBERS**

### **Article 9**

Members shall be entitled to attend all meetings of AC Forum and to make use of its facilities. Activities of AC Forum shall be open exclusively to salaried and contracted staff working directly for the association who are able to speak on its behalf.

### **Article 10**

Full member organisations in good standing may:

- participate in all activities of AC Forum;
- present proposals for discussion at General Assemblies;
- have voting rights via a designated voting delegate who is a staff member;
- have a member of staff stand for election to the Board.

### **Article 11**

Members shall further the interests of AC Forum to the best of their abilities and shall refrain from any action which could damage the reputation and the aims and objectives of AC Forum. Members shall comply with the articles of the By-laws of AC Forum and respect the resolutions of its General Assembly. All members shall pay an annual membership fee determined by the General Assembly.

### **Article 12**

Members must respect that all discussions within AC Forum are confidential and should not be shared outside of the AC Forum members' circle.

## **TERMINATION AND SUSPENSION OF MEMBERSHIP**

### **Article 13**

Every member shall have the right to terminate membership in AC Forum at any time by means of a registered letter to be sent to the address of the Secretary General at the registered office not later than 30 September of each calendar year.

### **Article 14**

Membership shall be terminated in the event of loss of legal capacity of a Member, which shall be deemed to have occurred in the event of insolvency, opening of bankruptcy proceedings, winding-up or deregistration from the respective association / companies' register or if the organisation no longer fulfils the membership criteria according to article 6.1.

### **Article 15**

The Board may suspend a Member who does not pay membership fees within three months of the invoice being issued. This suspension does not affect the obligation to pay the membership fees due. Failure to pay fees by May of the invoice year will lead to a recommendation to the General Assembly that membership is terminated. Membership may be reinstated on payment. Suspended members no longer have the rights of members.

**Article 16**

An organisation's membership may be terminated by the General Assembly in cases of gross breach of the duties of a member, dishonourable behaviour or activities incompatible with the standing of, or detrimental to, the AC Forum.

**Article 17**

Members shall contribute to the aims of the association by regularly attending the Annual Meeting and General Assembly. Not attending 3 consecutive Annual Meetings and General Assemblies shall be a reason for termination of membership, subject to the decision by the General Assembly.

**Article 18**

Members recommended for termination have the right to appeal to the Arbitration Tribunal (Article 21).

**Article 19**

The termination of a member shall be declared by the General Assembly with a two-thirds vote of the members present.

**Article 20**

Members shall have no rights to the assets of AC Forum in the event of termination or suspension of membership.

## **ARBITRATION TRIBUNAL**

**Article 21**

All disputes arising from membership shall be decided by arbitration.

The Arbitration Tribunal shall be composed of five full members appointed by the membership. The Arbitration Tribunal shall render judgment in the presence of all its members by a majority of votes. It shall decide to the best of its knowledge and belief. Its judgments shall be final as far as the internal situation of AC Forum is concerned.

## **GENERAL ASSEMBLY**

**Article 22**

The General Assembly shall be the "members' assembly" according to the Austrian Act on Associations 2002 ("Österreichisches Vereinsgesetz").

**Article 23**

The General Assembly shall be held at least once every year.

**Article 24**

An Extraordinary General Assembly shall be held if:

- it is deemed necessary by the Board; or
- if requested by the ordinary General Assembly; or
- if proposed in writing by at least 10% of the full members.

An Extraordinary General Assembly shall be held no later than three months after the notice/request to call for a meeting.

**Article 25**

Meetings of AC Forum shall be notified by the President and Secretary General.

**Article 26**

All members shall be invited to the General Assembly at least ten weeks before the date of the meeting. The notice shall state the place, date and time of the meeting and the items on the agenda. Meeting papers will be sent to member organisations at least three weeks before the General Assembly.

**Article 27**

Motions from member organisations for consideration at a General Assembly must be submitted to the Secretary General no later than 40 days before the date of the General Assembly. Late motions introducing new business will only be considered if time permits and if not it will be remitted to the Board.

**Article 28**

All members shall be invited to an Extraordinary General Assembly at least six weeks before the date of the meeting. The notice shall state the place, date and time of the meeting and the items on the agenda.

**Article 29**

Only full members in good standing present or represented at the General Assembly shall be permitted to vote. Each full member shall have one vote. Voting by proxy shall be allowed. Any full member present shall hold no more than one proxy. The General Assembly shall have a quorum if half of the full members shall be present or represented.

**Article 30**

The President of AC Forum shall chair the General Assembly. In case the President is unable to take the chair, another member of the Board shall chair the meeting.

**Article 31**

Elections held and resolutions passed in the General Assembly shall require a majority of votes of full members present or represented. Resolutions to amend the constitution or to dissolve AC Forum shall require a two-thirds majority of the votes of the full members present or represented. In case of a tie the Chair shall have the casting vote.

**Article 32**

The General Assembly shall be empowered to:

- a) approve the strategy and determine the policy of AC Forum;
- b) receive the activity report;
- c) approve the financial statements and audited accounts;
- d) approve budget forecasts;

- e) decide on any issue on the agenda;
- f) elect and dismiss the members of the Board at any time;
- g) determine the membership fees;
- h) decide on membership;
- i) amend the By-Laws;
- j) appoint auditors;
- k) dissolve AC Forum.

#### **Article 33**

Where appropriate for the efficient conduct of business decisions may be made, and elections held, between General Assemblies by written resolution and the use of electronic voting. Such decisions will be included in the agenda for the next General Assembly.

## **BOARD**

#### **Article 34**

The Board shall be composed of at least six members. The number of Board members shall not exceed eight. All members shall be elected by the General Assembly with an absolute majority of full members present. The Board shall be composed of a President, President-Elect, Secretary General, Treasurer, Education Officer, and a maximum of three additional members. Any full member organisation can only have one member of staff holding a position in the Board.

#### **Article 35**

The President and President-Elect shall, on behalf of the Board, publish a call for applications for positions on the Board at least 30 days prior to the General Assembly, or when a vacancy arises and it is sensible to appoint part way through a term of office.

Board positions are open to permanent senior staff members from a full member organisation.

The call for applications shall indicate the number of available positions, as determined by the Board and in accordance with article 34.

#### **Article 36**

Only one Board position may be occupied by an individual from a member organisation that is not headquartered in Europe.

#### **Article 37**

The General Assembly shall elect with an absolute majority of full members present the President-Elect. The President-Elect shall automatically become the President after the current President's term.

In exceptional circumstances if there is no President-Elect, then the General Assembly will elect a President.

The General Assembly shall elect the other Board members.

The Board will determine who fills the positions of Treasurer, Secretary General and Education Officer.

**Article 38**

The term of office for members of the Board shall be two years. No individual person shall serve more than 8 consecutive years. Elections will be managed to ensure not all terms of office are due to change at the same time.

Members shall be appointed as follows:

- a) The President shall serve for a period of two years after preferably having previously served at least two years on the Board in the role as President-Elect. The President must be from a member organisation based in Europe.
- b) In the event of the President being unable to carry out his/her duties, these shall be assumed by another member of the Board.
- c) The President-Elect shall be elected for a period of two years, after which he or she will become the President automatically. The President-Elect shall preferably have previously served at least two years on the Board.
- d) Board members are elected for a two year period. The Board determines who takes on the roles of Secretary General, Treasurer and Education Officer
- e) Members of the Board wishing to serve for a further term of office must reapply and stand for election.
- f) In the case of the resignation of an elected member, the Board shall have the right to:
  - call for nominations for an election if time permits; or
  - leave the position vacant pending the next round of elections prior to a General Assembly

**Article 39**

The President calls the Board meetings and confirms the agenda.

Board meetings are chaired by the President, or, in his/her absence, another member of the Board.

**Article 40**

The Board shall form a quorum if at least half of them are present.

The Board shall decide by a majority of votes; in case of a tie the chair shall have the casting vote.

Voting by proxy shall not be allowed.

**Article 41**

Members of the Board can at any time submit their resignation in writing to the Secretary General or, in the case of the Secretary General, to the President.

**Article 42**

The Board shall be responsible for the day-to-day management of AC Forum. It shall perform all functions not allocated to another organ of AC Forum by the By Laws. The Board shall be empowered to:

- a) develop the strategy for AC Forum;
- b) organise regular meetings of the membership;
- c) draft the budget and the report on activities; prepare the annual financial accounts;
- d) prepare the General Assembly;
- e) plan the Annual Meeting;
- f) give notice of General Assemblies and Extraordinary General Assemblies;
- g) administer the assets and financial affairs of AC Forum;
- h) open and administer bank accounts;
- i) manage employees of AC Forum.

**Article 43**

The President shall act as the official representative of AC Forum, but may delegate this to another Board member when necessary/appropriate.

**Article 44**

The President and Secretary General are authorised to jointly sign written notifications and announcements, and in particular legal instruments, on behalf of AC Forum.

**FUNDING**

**Article 45**

AC Forum shall be funded by membership fees and other sources of income as decided by the General Assembly.

**DISSOLUTION**

**Article 46**

Dissolution of AC Forum shall be agreed by at least two-thirds of the full members in an Extraordinary General Assembly that requires a quorum of 50% of the membership convened for this purpose.

**Article 47**

In case of dissolution, the Extraordinary General Assembly shall appoint a liquidator. The last Board of AC Forum shall inform the competent authorities in writing of the dissolution and it is obliged to announce, in accordance with article 28 of the "Vereinsgesetz" (law on associations), the dissolution in

an Austrian newspaper. Any funds held in the name of AC Forum after payment of all debts shall be donated to one or more legally recognised charitable organisations.

## **LANGUAGE**

### **Article 48**

The legal language of AC Forum shall be German and the working language shall be English exclusively.

## **GENERAL CLAUSE**

### **Article 49**

Issues not regulated in these articles are subject to the provisions of the Austrian Association Act (Vereinsgesetz) 2002.