



## **ARTICLES OF ASSOCIATION AND BY-LAWS**

**Approval by the 54th General Assembly of ICCA,  
Buenos Aires, Argentina, November 1, 2015.**

**Note:** As ICCA is a registered Association in the Netherlands, the Articles of Association, as given here are a translation of the authentic Dutch version. These Articles cannot be amended without the execution of a notarial deed.

## **ARTICLE 1 - NAME AND REGISTERED OFFICE**

1. The name of the Association is: International Congress and Convention Association. The short name of the Association is: ICCA.
2. The Association has its registered office in Amsterdam and will be governed by Dutch law.

## **ARTICLE 2 - OBJECT**

1. The Association's object is to contribute, in the widest sense, in a lawful way and by all lawful means, to the world-wide development of all types of international meetings, such as conferences, congresses and conventions as well as exhibitions.
2. In pursuing its purposes the Association shall support the business interests of its members:
  - a. by directly creating business and educational opportunities and tools;
  - b. by setting up networks which enable business relationship and the exchange of knowledge and experience to occur between members; and
  - c. indirectly by championing the importance of international meetings in terms of both economic impact and as a powerful force for global scientific and social advancement.

## **ARTICLE 3 - BY-LAWS**

The General Assembly shall establish By-laws. The By-laws shall not contain any provisions that contravene Dutch law or these Articles.

## **ARTICLE 4 - REPRESENTATION**

1. The Board of Directors has the power to collectively represent the Association. This power to represent the Association, in and out of court, is also vested in two of the following members of the Board of Directors acting jointly: the President, the Chief Executive Officer and the Treasurer.
2. The Board of Directors may delegate its power of representation for specific matters and with explicit instructions to such person(s) as it may deem appropriate.

## **ARTICLE 5 - MEMBERSHIP**

1. Eligible for membership shall be legal entities (not natural persons other than in the case of Honorary Members) whose business is the

organisation and promotion of international meetings, conventions and/or exhibitions.

2. Each member organisation must be a clearly branded legal entity, and may operate multiple branch offices. Multi-national conglomerate companies, marketing consortia, and associations may not join on behalf of sub-brands or consortium/association members.

3. Members must designate a nominated office in a specified country which will determine their geographical region for all ICCA governance purposes, and this will determine the country under which their organisation will be listed and profiled by ICCA. Additional country profiling will require either a separate membership, or for the member to purchase a marketing package designed for this purpose. The nominated office may only be changed once during any two year period. Members must nominate an authorised representative who will represent the member in all governance matters. The Board of Directors will determine which countries belong in each geographical region.

4. Admission of new members is at the discretion of the Board of Directors. The Board of Directors has the final say in determining the qualification and suitability of an application for ICCA membership.

5. There shall be the following membership Sectors:

- Destination Marketing;
- Meetings Management;
- Meetings Support;
- Transport; and
- Venues.

Membership within the Venues Sector is restricted to individual physical venues, which will be accepted based on their suitability for and/or track record in hosting international meetings.

6. The By-laws may lay down further provisions and criteria in respect of Admission of members and termination of membership and may determine the rules relating to payments of an entrance fee and/or periodic membership fees.

## **ARTICLE 6 - ADMISSION TO MEMBERSHIP**

1. Entities, with the exception of Honorary Members, wishing to join the Association shall submit a written application to the Board of Directors, containing a comprehensive summary of activity in international congresses, conventions and/or exhibitions during the past five years. Newly formed organisations should submit a list of international meetings, conventions and/or exhibitions that have been confirmed for the future. Additional evidence and documents related to the applicant may be required as the Board of Directors sees fit.

2. Upon receipt of a duly submitted and complete application, the Chief Executive Officer shall forward the proposal for admittance to membership to the other members of the Board of Directors who will have the right to accept or object to these proposals. If no objections are received by the Chief Executive Officer within fourteen days after dispatch of the proposals, the application will be accepted.
3. In the event of an objection by one or more members of the Board of Directors, the application will be referred to the Board of Directors to decide on the matter by simple majority vote. The President shall determine whether this vote takes place electronically or be deferred to the next Board meeting.
4. Membership shall become effective upon receipt of the Entrance Fees and the current year's Membership Fee payment.
5. When a new member joins ICCA in the course of its financial year, the value of the Membership Fee for that year will be calculated pro rata for the remainder of the year from the date when the membership becomes effective.

#### **ARTICLE 7 - TERMINATION OF MEMBERSHIP**

1. Membership in ICCA is automatically renewed each year, but will terminate in the following circumstances:
  - a. Resignation, submitted by registered letter to the Chief Executive Officer, by no later than the thirty-first day of December of the current year, provided the member has paid their Membership Fees and other monies due to ICCA. The resignation takes effect from the first day of January of the next year.
  - b. Termination of the membership by the Board of Directors, in case of dissolution, bankruptcy, or discontinuance of existence of a member entity.
  - c. Exclusion.
2. Any member which injures ICCA in an unreasonable manner, or refuses to accept a formal ICCA decision or to adhere to ICCA's Articles of Association may be excluded from membership on the recommendations of the President and with the approval of the Board of Directors. The exclusion will take effect from the date of the Board of Directors' decision. All exclusions will be notified to the next General Assembly following the date of exclusion, where the President shall advise members of the decision of the Board of Directors.

3. The President shall immediately notify excluded members about the decision of the Board of Directors and the reasons for the decision. Excluded members may formally appeal within thirty days of being informed, by sending the Board of Directors factual evidence in defence of their position. This information shall be circulated to all Board of Directors members, and a further vote shall be conducted, after which the decision of the Board of Directors shall be final with no further possibility to appeal.

4. The Board of Directors will be responsible for determining the rules that specify under what conditions an excluded member may be considered for readmission to the Association.

#### **ARTICLE 8 - CHANGE OF CONTROL**

In the event of a change of control over a member entity it shall be the responsibility of the member to notify the Chief Executive Officer who will inform the Board of Directors. The Board of Directors shall have the right to approve or disapprove continued membership of the member, and in the case of disapproving continued membership will issue a formal Notice of Termination. Should the member wish to appeal against the decision of the Board of Directors, they may do so by notifying the Board of Directors and shall have the right to personally state their case at the next Board of Directors meeting. The Board of Directors shall then vote on the issue, with no further right of appeal.

#### **ARTICLE 9 - HONORARY MEMBERSHIP**

1. The Board of Directors has the power to confer Honorary Membership on individuals who have demonstrated outstanding service to the industry and ICCA. Honorary Members are persons of outstanding value to ICCA.

2. The number of Honorary Members is unlimited and they may be proposed by any member to the Board of Directors for its approval.

3. Honorary Members who are not working for a member entity will not be charged a membership fee. For those Honorary Members who are employed by an ICCA member entity, this entity will still be charged the normal membership fees.

#### **ARTICLE 10 - MEETINGS OF THE GENERAL ASSEMBLY**

1. The General Assembly shall convene at least once a year, preferably between the fifteenth day of October and the fifteenth day of November, but in no event later than the thirtieth day of November, the precise date to be set by the Board of Directors.

2. The General Assembly shall be held at a site determined by the Board of Directors. The Board of Directors shall announce the proposed venue for each General Assembly at least two years in advance. The venue and dates

may be altered by resolution of the Board of Directors if a change in circumstances renders this necessary or desirable.

3. Agenda, reports, and resolutions to be considered by the General Assembly shall be dispatched to all members at least two weeks before the date when it is scheduled to take place.
4. Any member may propose an agenda resolution, which shall be considered at the next General Assembly, provided the proposal is received by the Chief Executive Officer at least three months before the General Assembly is scheduled to take place. Amendments directly relevant to such resolutions may be submitted from the floor of the General Assembly.
5. The General Assembly shall adopt only such resolutions as have been duly placed on the agenda of the General Assembly.
6. Every member is authorized to attend the General Assembly and shall have one vote. Should a member not have paid their current year membership fees prior to the date of the General Assembly, the Board of Directors may vote to suspend their membership for the duration of the General Assembly.
7. Proxy voting is not permitted and voting by electronic absentee ballot is only permitted where these Articles specifically allow this.
8. Unless otherwise specified in these Articles, resolutions of the General Assembly shall be by simple majority of the votes cast.
9. The Board of Directors may call extraordinary meetings of the General Assembly. The Board of Directors shall call an extraordinary meeting of the General Assembly in the event it is asked to do so in writing by as many members as may together exercise at least one tenth of the total voting rights of the Association.

#### **ARTICLE 11- POWERS OF THE GENERAL ASSEMBLY**

1. The General Assembly shall exercise broad policy control over the Association.
2. The General Assembly shall:
  - a. determine the Association's financial statements;
  - b. set the amount of Entrance Fees;
  - c. set the amount of annual Membership Fees;
  - d. approve the next calendar year's budget.
3. The General Assembly has the sole authority to:
  - a. amend these Articles;
  - b. amend the By-laws;

c. restrict or extend the investment or expenditure authority of the Board of Directors.

## **ARTICLE 12 - THE BOARD OF DIRECTORS**

1. The Association shall be governed by a Board of Directors, consisting of representatives (natural persons) of the members.
2. The Board of Directors shall consist of no less than seven and no more than nineteen members. Except where otherwise provided in these Articles:
  - their term of office shall last two years, commencing on their election date;
  - members shall automatically cease to be a member of the Board of Directors upon ceasing to be the nominated representative of a member.
3. The Board of Directors shall consist of:
  - a. President.
  - b. Immediate Past President.
  - c. Members duly elected by their respective Sector: those Sectors with less than one hundred and fifty members shall elect one of their members to the Board; those Sectors with one hundred and fifty or more members shall elect two of their members to the Board. The number of members in a Sector for determining if there should be one or two positions shall be calculated as the total per Sector in the membership roster on the first day of January of the year when an election takes place. The method for determining who is elected shall be the candidate with the largest number of votes received including electronic absentee ballots (or the two largest numbers of votes received including electronic absentee ballots where two positions for a Sector are elected in the same ballot). Plus live General Assembly votes.
  - d. Members duly elected by their geographical region: there will be one member from any Sector elected from within each of the six following regions: Africa, Asia Pacific, Europe, Latin America & Caribbean, Middle East and North America. The method for determining who is elected shall be the candidate with the largest number of votes received by electronic absentee ballots, plus live General Assembly votes.
4. Members elected as Sector or geographical region representatives shall be elected for a two-year term. No individual may serve as a Board

representative for a Sector or geographical region for more than three consecutive two-year terms.

5. The President shall serve as the Chairman of the Board of Directors and as Chairman of the General Assembly.

6. The President shall designate a First, Second and Third Vice President from amongst the elected members of the Board of Directors and subject to the approval of the Board of Directors, one of whom may also be designated as the Association's Treasurer.

7. Within limitations which may be set by the General Assembly, the Board of Directors may delegate to the President the authority to conclude day-to-day business of the Association including authorising variations to previously approved budgets to take into account new business opportunities and threats of a changing business environment.

8. The President may delegate his/her power to one of the Vice Presidents, to the Treasurer, or to another member of the Board of Directors whenever allowed by the law, by the By-laws, or by a decision of the General Assembly, but without the right of re-delegation.

9. In the absence or incapacity of the President, the First Vice President shall serve in his/her place, and in his/her absence or incapacity, the other Vice Presidents shall replace the President in order of precedence. If the office of President becomes vacant, the First Vice President shall become Acting President until a new President is elected at the next General Assembly.

10. The Board of Directors shall be authorised to resolve to enter into agreements to acquire, dispose of and encumber registered property, as well as to enter into agreements whereby the Association binds itself as surety or joint and several debtor, warrants performance by a third party or provides security for a debt of an other person.

11. Within limitations which may be set by the General Assembly, the Board of Directors shall have full power and authority to take all action necessary or appropriate to the achievement of the aims and purposes of the Association, unless those powers are specifically granted to other bodies of the Association in these Articles or By-laws.

12. The elected members of the Board of Directors and the Immediate Past President shall appoint for a period of their choosing, a Chief Executive Officer. The Chief Executive Officer will become an ex-officio non-voting member of the Board of Directors for so long as he/she is employed as Chief Executive Officer. The Board of Directors may delegate to the Chief Executive Officer such portion of its authority as it deems fit.

13. The Board of Directors may make its own procedural rules within the



restrictions, if any, set by the By-laws. Resolutions of the Board of Directors shall only be adopted at a meeting at which more than half the number of the board members is present.

14. The person who most recently was President shall be a member of the Board of Directors from the moment he/she ceases to be the President, with the title of Immediate Past President, providing they remain employed by any ICCA member company. His/her term of office shall last initially two years and up to a maximum of four years directly related to the term served by the succeeding President.

15. Unless otherwise specified in these Articles, decisions of the Board of Directors shall be by simple majority of the votes cast. In a tie vote, the President shall have a deciding vote.

16. A member of the Board of Directors who resigns or ceases for any reason to be the ICCA representative of a member during their term of office may be replaced on the Board of Directors.

17. A member of the Board of Directors who fails to regularly attend Board meetings or who acts in a manner that seriously damages the interests of ICCA may, following a Board of Directors vote, be required to submit themselves to a referendum of the Sector or geographical region that originally elected them, and will be removed from the Board should a minimum of two-thirds of those entitled vote in favour of such a resolution.

18. In the event of a Board of Directors member being removed for the reasons specified in paragraphs 16 or 17, the Board of Directors may at its discretion co-opt a replacement to the Board to serve until the next General Assembly. If the vacancy regards a member elected by a Sector, their replacement shall be from that Sector; if the vacancy regards a member elected by a geographical region, their replacement shall be from any Sector from within that region. Honorary Members may not be co-opted as Board members.

19. The Board of Directors shall meet at least twice a year. Meetings of the Board of Directors may be called either by the President, or by a majority of Board members acting jointly.

20. Notices of meetings of the Board shall be communicated by email.

### **ARTICLE 13 - NOMINATIONS AND ELECTIONS FOR BOARD OF DIRECTORS**

1. Members seeking election to the Board of Directors shall be nominated and seconded in writing by members who must have paid their current year's membership fees at the time of nominating.

2. The President shall be elected - as a member of the Board of Directors and in his/her capacity as President - by the General Assembly for a two-year term. He/she shall be elected by receiving the largest number of votes by electronic absentee ballots plus live General Assembly ballot. He/she may be impeached by the General Assembly by a two-thirds majority vote, from electronic absentee ballots plus live General Assembly ballot. No individual may serve as President for more than two such two-year terms consecutively.

3. To qualify to stand for election as President, a candidate must be an elected member of the current Board of Directors or have served a minimum two years as a member of the Board of Directors within the previous five years. A candidate for President must submit in writing a statement of intent to remain with their organisation for the duration of their term as President. Where the candidate is not the majority shareholder of the member organisation, a written statement must be submitted by a senior executive of the member organisation stating the intent of that organisation to retain the candidate in employment and further acknowledging the organisation's understanding of the duties and responsibilities inherent in the position of President of ICCA.

4. A candidate for the Board of Directors must be at the time of the election, and remain during their term, the authorised representative of the member organisation in the appropriate Sector or geographical region. The candidate must be present at the General Assembly at which the election is held or have in the view of the majority of the then current Board of Directors reasonable grounds for being absent from the General Assembly.

5. Candidates may stand as a representative of a Sector or geographical region but not both. Candidates seeking to represent a Sector must be nominated and seconded in writing and elected by members of the Sector they wish to represent. Candidates standing for their geographical region must be nominated and seconded in writing and elected by members from that geographical region.

6. Where there are more candidates seeking to be elected than vacancies exist, the candidate or candidates with the largest number of votes including electronic absentee ballots will be elected.

7. Nominations for the Presidency and for other positions on the Board of Directors must reach the Chief Executive Officer at least two months before the General Assembly.

8. A list of candidates for the Presidency and for other positions on the Board of Directors shall be emailed to all members with an electronic absentee ballot no later than forty-five days before the General Assembly.

9. To be counted as valid, electronic absentee ballots must be received by the Chief Executive Officer at least ten days before the General Assembly,

or may be accepted from a person duly registered and in attendance at the General Assembly who for any reason expects to be absent at the time of the voting.

10. At any time there should be no more than one representative on the Board of Directors from any single member.

#### **ARTICLE 14 - MANAGEMENT & FINANCE COMMITTEE**

1. The President shall appoint a Management & Finance Committee from the members of the Board of Directors and subject to the approval of the Board of Directors. This Committee will consist of: President, First Vice President, Second Vice President, Third Vice President, Treasurer, Immediate Past President and Chief Executive Officer. The Treasurer may be the same person as one of the Vice Presidents.

2. The role of the Management & Finance Committee shall be to oversee the financial affairs of the Association based on approval from the Board of Directors.

3. The Board of Directors can delegate to the Management & Finance Committee to take executive decisions on behalf of the Board of Directors.

4. The Management & Finance Committee shall meet at least four times each year. Meetings may be called either by the President or by two Management & Finance Committee members acting jointly. Notice of the Meetings of the Management & Finance Committee shall be communicated by email.

#### **ARTICLE 15 - AMENDMENT OF ARTICLES**

1. Decisions to amend these Articles can be taken only by at least a two-thirds vote of the members present at a General Assembly.

2. Those who call a General Assembly to handle a proposal for amendment of these Articles must, at least five days before the meeting, provide a copy of such a proposal which includes the literal text of the proposed amendment, at an appropriate place for the members to review until the end of the day on which the meeting is held.

3. Amendment of these Articles does not take effect until after it is embodied in a notarial deed. Each board member or a person authorised by the General Assembly is authorised to execute such a deed.

#### **ARTICLE 16 - DISSOLUTION**

1. Decisions to dissolve the Association can be taken only by at least a two-thirds vote of the members present at a General Assembly. If the

Association is dissolved, any balance of assets on liquidation will be subject to the disposition of the General Assembly.

2. An Administrator will be nominated by the Board of Directors as part of the dissolution process to ensure the wishes of the General Assembly are adhered to and that all legal obligations relating to dissolution are fulfilled.

#### **ARTICLE 17 - FINANCIAL YEAR**

The financial year of the Association shall run from the first day of January to the thirty-first day of December.

#### **ARTICLE 18 - FINAL CONDITION**

The General Assembly holds all authority that is not conferred by law or these Articles on other bodies.

## **BY-LAWS**

### **BY-LAW 1 – RESPONSIBILITY OF MEMBERS**

Each member is responsible for the following:

1. To promote and support ICCA and its activities and events.
2. To hold as privileged and confidential all communications from ICCA including those derived from its database which are designated confidential.
3. To keep ICCA informed about international meetings which the member is involved in hosting, organising or supplying services to, and to respond promptly to requests by ICCA to supply such information.
4. To promote fellow ICCA members where appropriate for the provision of services for the handling of international meetings,
5. To pay promptly all ICCA dues, fees, assessments and invoices for services rendered, and to accept conditions that ICCA may set out restricting access to specified services or events should payments not be received in a timely manner.
6. To advise the Chief Executive Officer who will be the member's nominated representative and to keep ICCA regularly updated regarding all other relevant contacts and information about the member and its services.
7. To accept all approved General Assembly resolutions, and any decisions reached by any ad hoc Ethics and Grievance Committee that may be set up by the Board of Directors to address important concerns.

### **BY-LAW 2 – MEMBERSHIP FEES**

1. An Entrance Fee shall be paid by all members when they first join the Association with the exception of Honorary Members.
2. An annual Membership Fee shall be paid by all members with the exception of Honorary Members.
3. The amount of the Fees shall be as recommended by the Board of Directors and established by a simple majority of those present and voting at the General Assembly.

### **BY-LAW 3 – CHAPTERS; NATIONAL, REGIONAL AND LOCAL COMMITTEES**

1. Chapters representing multi-country areas, and national, regional and local Committees may only be formed in accordance with guidelines that shall be determined by the Board of Directors.

#### **BY-LAW 4- CHIEF EXECUTIVE OFFICER**

1. The Chief Executive Officer shall be authorised, within limits set by the Board of Directors, to handle the daily management of the Association. Furthermore, the Chief Executive Officer shall be responsible for keeping the minutes of the meetings of the Board of Directors, the Management & Finance Committee, and the General Assembly, shall maintain the membership records, dispatch notices and ballots to members and the Board of Directors, and tabulate votes received pursuant to absentee ballots and referendums.
2. The Board of Directors or their nominated representatives shall annually appraise the performance of the Chief Executive Officer.

#### **BY-LAW 5 - STRATEGIC POLICY**

1. The Board of Directors shall regularly review policy with regard to the strategic financial reserves of the Association, ensuring that these are adequate to safeguard the Association from identified risk and/or to dissolve the Association in good order should this be mandated by the General Assembly.
2. The Board of Directors shall periodically agree a Strategic Plan for the Association, and regularly review the performance of the Association in relation to the plan's objectives.

#### **BY-LAW 6 - FINANCIAL YEAR**

1. The financial year of the Association begins on January 1st and closes on December 31st of the same year.
2. The annual financial statement shall be audited by independent certified auditors.

#### **BY-LAW 7 - LANGUAGE**

1. The language employed at meetings shall be English plus other language(s) if deemed appropriate by the Board of Directors; official communications and minutes of the meetings shall be in English.

#### **BY-LAW 8 - EFFECTIVE DATE OF AMENDMENTS**

An amendment to these By-laws shall take effect upon the adjournment of the General Assembly which adopts it, unless otherwise specified in the adopting resolution.