

**ASSOCIATIONS & CONFERENCE FORUM
(KONFERENZFORUM DER VEREINIGUNGEN – AC FORUM)**

STATUTES

ARTICLES

On 24 May 2000 a non-profit association was founded in accordance with the Austrian Associations Act, Federal Law Gazette No. 233/1951, the Statutes of which are listed below:

NAME AND REGISTERED OFFICE

Article 1

The name of the association is Associations & Conference Forum (Konferenzforum der Vereinigungen – AC Forum), hereinafter referred to as “AC Forum”.

Article 2

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

The registered office of AC Forum may 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.

Article 3

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

PURPOSE, GOALS

Article 4

AC Forum shall not have any profit motive. The association is a non-profit organisation aimed at leading in excellence for association management and providing educational and peer networking activities for members.

Its purposes and goals are:

- to lead the way for associations driving innovation and excellence in leadership for impact;
- to provide members with a variety of opportunities to network and exchange experiences in environments that are confidential, trusting and free from commercial influence;
- to utilise the expertise from among its members and from external experts to deliver quality, cost-effective, needs-led education that support association management and innovation;
- to serve as a platform for communication and networking amongst association staff in relation to association management and related activities;
- to enable the exchange of information between members, and to provide educational activities, in order to improve the standards of association management and related activities;

- to increase the level of professionalism, in-house knowledge and expertise available within associations and for association staff in association and conference management;
- to contribute and work towards better organised associations;
- to provide a platform to facilitate members in their dialogue around suppliers, clients, peer groups, regulatory and other bodies in their field.

REALISATION OF THE ASSOCIATION'S GOALS

Article 5

In furtherance of the purposes indicated in Article 4, AC Forum shall carry out the following activities:

- organise regular meetings and/or any means of communication or activities enabling its purposes;
- deliver valuable, meaningful education for its members;
- develop good practice and resources to advance excellence in association leadership;
- demonstrate thought leadership and influence for impact with external stakeholders and partners;
- collaborate with third parties;
- continually strengthen the association as a sustainable, inclusive organisation that matches its ambitions and the needs of members.

Article 6

All activities, funds and assets of AC Forum are dedicated to the non-profit purpose of AC Forum.

AC Forum shall be funded by membership fees and other sources of income as decided by the Board, namely grants and donations, administration of assets (e.g. interest or other capital gains), participation income generated from events and other activities, sponsorship. Fundraising from third parties must be compliant with AC Forum's policies on relationships with external organisations, companies and individuals and on conflict of interest.

MEMBERSHIP

Article 7

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 8

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

- the organisation shall be a supranational, non-profit association representing a particular profession or professional field;
- the organisation shall commit to fully participate in AC Forum activities in Europe through its educational offerings and General Assembly;
- the majority of the organisation's personnel must be salaried staff;
- the organisation shall not contract a third-party entity to wholly manage its organisation unless this entity 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 articles of association. The organisation must have overall responsibility for, and control of, all aspects of the

- management of the association, including financial, and must be responsible for all decision-making relating to the association;
- the organisation shall organise a supranational conference on a regular basis, with at most two years between conferences, and the conference must have at least 1,000 participants;
 - the organisation shall have ownership of, and be the initiator of, the conference;
 - the organisation shall not contract a third-party entity to wholly manage its conference and events unless this entity 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 articles of association. The programme structure must be under the executive responsibility of a senior member of staff having substantial responsibility for the day-to-day management of the organisation's conference. The organisation must have overall responsibility for, and control of, all aspects of the conference or events, including financial, and must be responsible for all decision-making relating to its conference or events.

Article 9

Organisations may apply for membership by submitting credentials establishing their eligibility for membership as stipulated in Article 8, with any supporting documentation required for verification of their eligibility.

Article 10

After having verified that all criteria for membership are fulfilled by an applicant organisation, the Board shall make a recommendation for acceptance to the General Assembly, which will decide on admission to membership. Applicant organisations shall be presented to the next General Assembly. The decisions of the General Assembly regarding membership are final.

Article 11

Member organisations shall be entitled to attend events and activities of AC Forum and to make use of its services and facilities. Activities of AC Forum shall be open exclusively to salaried and contracted staff working directly for the association.

Article 12

Rights of members:

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; the designated voting delegate shall be notified to AC Forum annually before the General Assembly and shall represent the organisation in all voting matters until the next General Assembly.

Article 13

Duties of members:

In order to be in good standing, member organisations must:

- 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;

- attend the General Assembly annually;
- comply with the articles of the Statutes of AC Forum and respect the resolutions of its General Assembly;
- pay an annual membership fee determined by the General Assembly and make payment on-time;
- continue to comply with the membership criteria;
- appoint one current staff member as the primary contact for AC Forum; this person will be the person to receive all communications from AC Forum and ensure information is shared within the organisation, and must ensure that the member organisation responds to communication/ requests from AC Forum;
- maintain an active membership by means of the regular participation in, and contribution to, activities of AC Forum by multiple staff members with diverse roles;
- respect that all discussions within AC Forum are confidential and may not be shared outside of the AC Forum members' circle'
- if the organisation contracts an individual to manage or work for any part of the organisation who represents or who has a financial or employment interest in any other third party in the associations, meetings or related industry that is not a member of AC Forum, the organisation must undertake to ensure that this individual does not participate in any AC Forum activities.

Article 14

The AC Forum Board shall decide on the invoicing procedure each year and determine the time for payment of the membership fees.

Article 15

Organisations, which at the date of implementation of these amended statutes are provisional members in accordance with the provisions of the previous statutes of AC Forum, dated 16 January 2020, shall continue to have provisional membership until the earlier of (a) non-renewal of the current provisional membership term of such organisation, (b) adoption of a resolution of the General Assembly in accordance with Article 10 either that such organisation is admitted or that such organisation is not admitted as member of AC Forum. At the time of application, these organisations had clearly stated the intention to fulfil the criteria for membership within the next three years and were granted provisional membership on an observer basis for a period of 1 year, subject to renewal after such a period. Renewal shall be considered annually only in cases where evident progress is being made towards fulfilling the criteria for membership, and where sufficient interaction with AC Forum exists, thus making further collaboration useful.

Organisations being provisional members shall have no voting rights and delegates from such organisations shall not be eligible to hold positions with AC Forum.

TERMINATION AND SUSPENSION OF MEMBERSHIP

Article 16

Every member organisation shall have the right to terminate its membership of AC Forum at any time by means of an official letter, by post or email, from the designated primary contact of the organisation to the Secretary General at the registered office. The termination will be notified to the next General Assembly. The membership fee, in full or in part, for the calendar year in which the termination has been notified shall not be refunded.

Article 17

Membership shall be terminated in the event of loss of legal capacity of a member organisation, 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.

Article 18

The Board may suspend a member organisation that does not pay its membership fees within three months of the invoice being issued. This suspension does not affect the obligation to pay the membership fees due. Membership may be reinstated on payment. Suspended members no longer have the rights of members.

Article 19

If a member organisation has not paid its membership fees by October of the year to which the membership fee invoice relates, and provided that such member organisation was requested by written notice stating the outstanding amount and requesting to make the payment within a grace period of not less than 14 days, the Board may recommend to the General Assembly that membership is terminated. If the General Assembly approves the termination and the organisation subsequently pays the fees due, its membership will not be reinstated on payment and the organisation will have to reapply for membership.

Article 20

An organisation's membership may be terminated by the General Assembly for good cause. In particular, such good cause shall be cases of failure to attend three consecutive General Assembly meetings, gross breach of the duties of a member, dishonourable behaviour or activities incompatible with the standing of, or detrimental to, AC Forum.

Article 21

An organisation's membership will be suspended if the Board has reason to believe that the organisation no longer fulfils the criteria for membership according to article 8, while an investigation is ongoing by the Board. On completion of the investigation, should the Board not be satisfied of the organisation's eligibility to remain a member of AC Forum, the General Assembly may, on recommendation by the Board, terminate the organisation's membership. Should the outcome of the investigation be that the Board is satisfied that the organisation does fulfil the criteria for membership, its membership may be reinstated.

Article 22

Before suspending a member organisation, the Board shall notify the member organisation with the relevant details in writing at least 30 (thirty) calendar days in advance of the proposed suspension date. During this 30 (thirty)-day period, the member organisation will have the opportunity to remedy the cause and/or present a defence to the Board. At the end of the 30 (thirty)-day period, the Board shall decide if the member organisation's suspension shall be imposed. The Board may also decide if it will recommend to the General Assembly that the member organisation's membership be terminated. The Board shall give reasons for its decision and the Board's decision shall be notified to the member organisation in writing by the Secretary General within 30 (thirty) days of the date of the decision.

Article 23

The Board shall notify a member organisation that it is recommending for termination of membership to the General Assembly with the relevant details in writing at least 30 (thirty) calendar days in advance of the proposed termination date. During this 30 (thirty)-day period, the member organisation will have the opportunity to remedy the cause and/or present a defence to the General Assembly and prior to the vote on the termination of membership. The proposed termination of membership shall be clearly mentioned in the agenda for the General Assembly.

Article 24

The termination of a member organisation's membership shall be declared by the General Assembly with the approval of two-thirds of voting members at a quorate General Assembly. The decisions of the General Assembly regarding membership are final and the General Assembly shall give reasons for its decisions. The termination of membership shall be notified to the member organisation in writing by the Secretary General within 30 (thirty) days of the date of the decision.

Article 25

Member organisations recommended for termination have the right to appeal to the Arbitration Tribunal.

Article 26

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

ORGANS OF THE ASSOCIATION

Article 27

The organs of the association are:

- General Assembly;
- Board;
- Committees;
- Arbitration Tribunal;
- Auditors.

GENERAL ASSEMBLY

Article 28

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

Article 29

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

Article 30

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

Article 31

All member organisations 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 32

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

Article 33

Only member organisations in good standing according to article 13, present or represented at the General Assembly shall be permitted to vote. Each member organisation shall have one vote. Voting by proxy shall be allowed. Any member organisation present shall hold no more than one proxy. The General Assembly shall have a quorum if half of the member organisations in good standing shall be present or represented.

Article 34

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

Article 35

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

Article 36

The General Assembly shall be empowered to:

- approve the strategy of AC Forum;
- receive the activity report;
- approve the financial statements and audited accounts;
- approve budget forecasts;
- decide on any issue on the agenda of a General Assembly meeting;
- elect and dismiss the members of the Board;
- determine the membership fees;
- make decisions on membership;
- amend the Statutes;
- appoint auditors;
- transfer the registered office of AC Forum to a country other than Austria;
- dissolve AC Forum.

Article 37

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. Record of such decisions will be included in the agenda for the next General Assembly.

Article 38

An Extraordinary General Assembly meeting shall be held if it is:

- deemed necessary by the Board; or
- requested by the ordinary General Assembly; or
- proposed in writing, stating the reasons for the request, by at least 10% of the member organisations.

An Extraordinary General Assembly shall be held no later than four weeks after the notice or request to call for a meeting.

All members shall be invited to an Extraordinary General Assembly at least three 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.

BOARD

Article 39

The Board shall be composed of at least six and no more than eight members. The Board shall be composed of a President, a Secretary General, a Treasurer, a person entrusted with the day-to-day management of the association (the "Manager"), a Past-President for the one year immediately following his/her presidency, and a President-Elect for the one year immediately preceding his/her presidency, and such number of further members that the requirement of a minimum of six and a maximum of eight members is met in any case.

Article 40

The President and the Secretary General shall, on behalf of the Board, publish a call for applications for positions on the Board and/or for President-Elect, at least 30 (thirty) 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, other than the position of the Manager, are open to permanent senior staff members from member organisations in good standing. No two Board members may come from any one member organisation. Since Board members act exclusively in the best interests of AC Forum and do not represent the interests of the member organisations to which they are linked, candidates apply as individuals and not as representatives of their member organisation.

The call for applications shall indicate the number of available positions, as determined by the Board and in accordance with article 40.

Article 41

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

Article 42

The General Assembly shall elect with an absolute majority of members present the Board members, except for the Manager, who is appointed by the Board in accordance with Article 43 and the Past-President, who shall automatically become the Past-President following his/her expiry of term of function as President.

The President-Elect shall be elected one year before the incumbent President's term finishes. 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.

Article 43

Board members are elected for a two-year term of office, except for the President-Elect, the Past-President and the Manager. No individual person shall serve more than eight years in total on the Board as a voting member. Elections will be managed to ensure not all terms of office are due to change at the same time. A Board member may hold at most one office at a time.

Members shall be appointed as follows:

- The President shall serve for a period of two years, after having previously served at least one year in the role as President-Elect, unless in the case of exceptional circumstances. The President must be from a member organisation legally registered in Europe. An individual person cannot serve more than one term as President, nor can they stand for re-election to the Board after serving their term as President. Immediately upon finishing his/her term as President, the person will serve a one-year term as Past-President, an ex officio member of the Board acting as advisor to the Board.
- In the event of the President being temporarily unable to carry out his/her duties, these shall be assumed by the Secretary-General.
- The President-Elect shall be elected for a period of one year, after which he or she will become the President automatically. The President-Elect must have previously served at least two years on the Board, unless in the case of exceptional circumstances.
- The Board determines who takes on the roles of Secretary General, Treasurer, Education Officer and any other role.
- Members of the Board wishing to serve for a further term of office must reapply and stand for election.
- In the case of the resignation of an elected Board member, the Board shall have the right to:
 - o hold an election, if the resignation occurs sufficiently in advance of a General Assembly that it is sensible and reasonable to do so; or
 - o leave the position vacant pending the next round of elections prior to a General Assembly; or
 - o co-opt an individual, who is a senior permanent staff member of a member organisation, as a Board member for the remainder of resignee's term, if the Board deems it is sensible and reasonable to do so.
- In the case of extended leave of an elected Board member, the Board shall have the right to co-opt an individual, who is a senior permanent staff member of a member organisation, as a Board member for the duration of the leave period of the elected Board member.

The President together with the other voting Board members shall appoint the Manager, who shall be entrusted with the day-to-day management of the association. The Manager is the general administrative officer and business manager of AC Forum as an employee under contract and be responsible for the daily management thereof in accordance with the administrative policies and procedures of AC Forum determined by the Board.

The period of service on the Board of the Manager shall be unlimited. The President together with the other Board members may dismiss the Manager from the Board at any time.

Article 44

The President calls the meetings of the Board and confirms the agenda.

Board meetings are chaired by the President, or, in his/her absence, by the Secretary General.

Article 45

Each member of the Board shall have one vote, except for the immediate Past-President and the Manager who shall have no voting rights.

The Board shall form a quorum if at least half of the Board members with voting rights 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.

Notes shall be drafted for each meeting of the Board, which shall be approved by the Board members who were present at the meeting and retained on file by the AC Forum office.

Article 46

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 47

The Board shall be responsible for the management of AC Forum. It shall be the 'managing organ' according to the Austrian Associations Act ("Österreichisches Vereinsgesetz") 2002 and it shall perform all functions not allocated to another organ of AC Forum by the Statutes. The Board shall be empowered to:

- develop and implement the strategy for AC Forum;
- organise regular meetings of the membership;
- draft the budget and the report on activities;
- prepare the annual financial accounts;
- prepare the General Assembly;
- plan the Annual Meeting;
- give notice of General Assemblies and Extraordinary General Assemblies;
- recommend organisations for membership to the General Assembly;
- suspend member organisations;

- recommend the termination of member organisations to the General Assembly;
- propose membership fees to the General Assembly;
- administer the assets and financial affairs of AC Forum;
- open and administer bank accounts;
- represent AC Forum externally;
- manage employees of AC Forum.

Article 48

Duties of Board members:

Board members must:

- attend at least 75% of Board meetings and devote sufficient time to prepare for meetings to allow for full and appropriate participation in the Board's decision-making;
- comply with all AC Forum policies;
- declare any conflicts of interest with their role as a Board member;
- fulfil the responsibilities of any office they take up;
- devote sufficient time to any task allocated to them to allow for timely execution of the task.

The roles and responsibilities of Board members are defined in the Board Charter.

While serving on the Board, Board members shall not represent the interests of the member organisations to which they are linked and shall act exclusively in the best interests of AC Forum.

Board members will not be remunerated.

Article 49

The President shall act as the official legal representative of AC Forum, but may delegate this to the Secretary General when necessary/appropriate, or, in the case where the Secretary General is unable to take on the role of official representative of AC Forum, to another Board member when necessary and appropriate.

Within the framework of daily management, AC Forum shall also be validly represented by the Manager of the association.

Article 50

The President, the Secretary General and the Manager of the association are authorised to sign written notifications and announcements, and in particular legal instruments, on behalf of AC Forum. At least two of the three signatories must sign any notification, announcement or legal instrument.

COMMITTEES

Article 51

The Board may establish and delegate tasks to one or more committee, working group or task force. These groups shall have a supporting role to the Board on specific issues. The Board shall determine the terms of reference, including composition, powers, meetings, quora, voting procedures and drafting of notes, of the committees, working groups or task forces.

Article 52

While serving on a committee, working group or task force, individuals shall not represent the interests of the member organisations to which they are linked and shall act exclusively in the best interests of AC Forum.

Article 53

Any committees, working groups or task forces established by the Board shall not represent AC Forum with any third parties.

Article 54

Any committees, working groups or task forces shall always act under the responsibility of the Board and shall report to the Board.

ARBITRATION TRIBUNAL

Article 55

All disputes arising from membership shall be decided by arbitration.

The Arbitration Tribunal shall be composed of representatives from five member organisations in good standing, appointed by the membership. Any member organisation may have one representative at a maximum on the Arbitration Tribunal. 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.

AUDITORS

Article 56

AC Forum shall have two auditors, who are not required to be members of the association. They shall be elected by the General Assembly for a period of two years. Re-election is possible. Auditors may serve a maximum of eight years.

Legal transactions between the Auditors and the association require the approval of the General Assembly to be valid.

The Auditors shall audit the financial management of the association with regard to the correctness of the accounts and the use of the funds in accordance with the statutes within four months of the preparation of the income and expenditure account or the annual accounts. The Board shall submit the necessary documents to the Auditors and provide the required information. The Auditors shall report to the General Assembly on the results of the audit. The audit report must confirm that the accounts are in order and that the funds have been used in accordance with the statutes, or indicate any deficiencies in management that have been identified or any risks to the existence of the AC Forum. Furthermore, insider dealings as well as unusual income or expenditure must be indicated.

If AC Forum is required by law to appoint a statutory auditor (*Abschlussprüfer*), the statutory auditor shall assume the duties of the auditor. This also applies in the case of a voluntary statutory audit.

DISSOLUTION

Article 57

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

Article 58

In case of dissolution, the General Assembly or 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 Austrian Associations Act (“Österreichisches Vereinsgesetz”) 2002, the dissolution in an Austrian newspaper for official announcements. 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.

GENERAL CLAUSE

Article 59

Issues not regulated in these articles are subject to the provisions of the Austrian Associations Act (“Österreichisches Vereinsgesetz”) 2002.