By- Laws of IACC Europe Limited

V3 October 2024

IACC Europe Limited (the "Association")

A UNITED KINGDOM (NOT-FOR-PROFIT CORPORATION

(Adopted by special resolution passed on 3rd October 2024)

PART 1 -

1. **NAME AND OFFICES**

1.1 The name of the not-for-profit Association is IACC Europe Limited. (IACC-Europe).

1.2 IACC-Europe is a regularly chartered and duly recognised chapter of the International Association of Conference Centres (hereinafter “global organisation”).

1.3 The official language of the Association shall be International Business English.

1.4 The location of the principle office of the Association shall be in the United Kingdom.

1.5 The Association may have offices at such places as the Board of Directors may from time to time determine or the business of the Association may require.

1.6 The registered office of the association required under the laws of the United Kingdom may be changed from time to time in conformity with the laws of the United Kingdom.

1.7 The By-Laws of this association shall in all respects be in conformity with the By-Laws of the global organisation.

2. **INTERPRETATION**

2.1 In these By-Laws, unless the context otherwise requires:

Absolute Majority, of the Board of Directors, means a majority of the Board of Directors members currently holding office and entitled to vote at the time (as distinct from a majority of Board of Directors members present at a Board of Director’s meeting).

Accreditation means a status awarded by the Association to a Member or an Affiliated Individual if, in the opinion of the Board or a committee appointed by the Board, the Member has undertaken such courses of study, professional development and/or has such experience as warrants such recognition.

Act means the act, regulation or statute governing the operations of a corporation in the state or country of registration, or any other statutory modification, amendment or re-enactment thereof for the time being in force and applicable to the Association and any reference to any provision thereof is to that provision so modified, amended or re-enacted.

Adoption Date means the date on which the Association adopts the revised By-Laws.

Associate Member means any natural person, body corporate, corporation, firm, partnership, association or institution of higher education, whether incorporated or not, which is not a Full Member or Corporate Member and which is involved in the provision of products or services to other members or the Association.

Association means the Association named above, its heirs and successors by whatever its name may be from time to time.

Board of Directors means the body managing the Association and consisting of the directors.

Board of Directors Meeting means a meeting of the Board of Directors held in accordance with these By-Laws;

By-Laws means these By-Laws of the Association.

Chairperson means the person chairing a meeting under the By-Laws, as the context requires.

Chapter means the bodies of members referred to in Clause 7.

Chapter Chair means the Chair of an approved Chapter elected by a Chapter committee in accordance with that Chapter's By-laws.

Chapter Rules means rules made from time to time by resolution of the Board for the governance of Chapters and includes the by-laws of each Chapter as at the Adoption Date.

Chief Executive Officer (CEO) means the person appointed by the Board of the International Association of Conference Centres as administrative head of the Association and its Chapters.

Code of Conduct means a code of conduct established by the Association from time to time as provided in the By-Laws.

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Association;

Business Day: means any day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business;

Corporation means any body corporate, wherever incorporated.

Corporate Member means any natural person, body corporate, corporation, firm, partnership, association or society, which is a corporation involved in the owning or management of 2 or more conference venues (which are admitted to Full Membership) and is approved by the Board of Directors to be admitted to Corporate Membership.

Director means a Member of the Board and includes any person acting in that capacity from time to time appointed in accordance with the By-Laws but does not include the Chief Executive Officer or paid employee by any other title.

Financial Year means the 12 month period beginning in 1 January and ending on 31 December each year;

Full Member means any natural person, body corporate, corporation, firm, partnership, association or society, whether incorporated or not, who/which operates a residential or non residential conference venue which meets the IACC Quality Standards and is approved by the Board of Directors to be admitted to Full Membership.

General Meeting means the annual or any special general meeting of the Association.

Honorary Member means an Individual appointed as a Life Member of the Association.

IACC: means the International Association of Conference Centres;

IACC–Americas; means the duly chartered chapter of the Association resident within the geographical boundaries of Canada, the United States, Mexico and South America.

IACC- Asia Pacific: means the duly chartered chapter of the Association resident within the geographical boundaries of Australia, Asia the Pacific and New Zealand.

IACC-Europe: means the duly chartered chapter of the Association resident within the geographical boundaries of Europe and includes Africa and the Middle East until such time as critical mass warrants the formation of a distinct chapter in that region.

Individual Member means any natural person, not covered by other categories of membership and whether or not currently employed or participating in a recognised education program leading to an industry relevant degree.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) any quality, concept or operational statement or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association.

Local area means the geographical or other area howsoever described for which the Association is responsible as recognised and chartered by the board.

Member means a natural person or organisation admitted to membership of the Association of any class in accordance with the By-Laws for the time being under Clause 12.

Objects means the Objects of the Association in Clause 3.

Office means the registered office for the time being of the Association.

Office Bearer means the Chair and three elected Vice Chairs of the Association.

Chair means a Director elected to the office of Chair by the Board of Directors.

Public Officer means the person appointed to be the public officer of the Association in accordance with Corporations Law.

Register means a register of Members kept and maintained in accordance with Clause 12.

Registrar: means the person responsible for managing the register of members of the Association.

Representative means a person appointed by a Full, Corporate or Associate Member as the person who carries and may exercise a vote on behalf of that member when called upon for any vote to be cast by members for any purpose.

Seal means the common Seal of the International Association of Conference Centres (if any).

Special Resolution means a Special Resolution defined in the Act.

Vice Chair means a Director elected to the office of Vice Chair.

Vice Chair – Financial Management means a Director elected to the office of Vice Chair – Financial Management.

2.2 Save as otherwise specifically provided in these By-Laws, words and expressions which have particular meanings in the Act shall have the same meanings in these By-Laws, subject to which and unless the context otherwise requires.

2.3 Headings in these By-Laws are used for convenience only and shall not affect the construction or interpretation of these By-Laws.

2.4 A reference in these By-Laws to a "**By-Law**" is a reference to the relevant By-Law of these By-Laws unless expressly provided otherwise.

2.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

2.5.1 any subordinate legislation from time to time made under it; and

2.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

2.6 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

3. OBJECT®

3.1 The objects for which the IACC-Europe Chapter is established are to provide:-

3.1.1 To promote market awareness of conference venues as a separate, distinct and special place and service.

3.1.2 To collect and disseminate information concerning the conference venue industry and its trends;

3.1.3 The liability of the Association in limited;

3.1.4 The Association is to be specifically operated on a not-for-profit basis;

3.1.5 As a forum for discussion on non-competitive issues and to provide opportunities for global networking, inspiration and education to assist members in their business; and

3.1.6 IACC-Europe is a Chapter of the International Association of Conference Centres which will at all times abide by the By-Laws of that Association in accordance with its charter.

3.1.7 A link to International Association of Conference Centres enabling the development of a global web presence, international study tours, education, leadership development, trade fair activities, staff exchange and networking.

3.1.8 To respond to the needs and interests of users of conference centres as from time to time determined by the Board of Directors of the IACC-Europe Chapter and Board of Directors of the International Association of Conference Centres.

4. FINANCIAL YEAR

4.1 The Financial Year of the Association is each period of 12 months ending on December 31.

5. POWERS

5.1 In pursuance of the object set out in clause 3, the Association has the power to do all things incidental to achieve its purposes:

5.1.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Association;

5.1.2 borrow and raise money in such manner as the members shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Association's property and assets;

5.1.3 invest and deal with the funds of the Association not immediately required for its operations in or upon such investments, securities or property as may be thought fit;

5.1.4 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;

5.1.5 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;

5.1.6 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association and to contract with any person, firm or Association to pay the same;

5.1.7 to employ or engage and remunerate such staff and contractors as are necessary for carrying out the work of the Association;

5.1.8 enter into contracts to provide services to or on behalf of other bodies;

5.1.9 provide and assist in the provision of money, materials or other help;.

5.1.10 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

5.1.11 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in clause 3 and only for its objects.

6. NOT-FOR-PROFIT ORGANISATION

6.1 The income and property of the Association shall be applied solely in promoting the objects of the Association as set out in Clause 3.

6.2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these By-Laws shall prevent any payment in good faith by the Association of:

6.2.1 reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association or goods supplied in each case in the normal course of business and subject to the agreement of the absolute majority of the Board of Directors;

6.2.2 reimbursement for reasonable out-of-pocket expenses properly incurred by any member for goods and services provided by the member – if this is done in good faith on terms no more favourable than if the member was not a member.

7. Role of IACC Europe Chapter

7.1 The function of the IACC-Europe Chapter shall be to:

7.1.1 assist the Association with membership growth within its state or territory;

7.1.2 assist the Association with the delivery of professional education for Members in its state, territory or region;

7.1.3 assist the Association to provide networking functions for the Members in its state or territory;

7.1.4 to deliver all support in accordance with membership in the local areas.

7.1.5 Elect or appoint up to a maximum four (4) persons to the International Association of Conference Centres Board of Directors, if so provided in the Chapter Rules; and

7.1.6 do such other things as the Board of the International Association of Conference Centres may request from time to time to assist the Association in establishing and maintaining an international presence.

7.2 All activities of the Chapter shall be conducted:

7.2.1 In accordance with the chapter charter, established in such chapter of the association.

7.2.2 in accordance with applicable Chapter By-Laws and otherwise in accordance with the best interests of the Association; and

7.2.3 in a manner that is, so far as is practicable in the circumstances, calculated to enhance the IACC brand and the benefits of membership:

7.2.4 to promote the good reputation of the Association as a professional organisation serving the members of the Conference Centre Industry; and

7.2.5 to ensure the financial sustainability of the Association.

7.2.6 All activities of the Chapters shall be recorded and reported to the Association in such written format as the Board may request.

8. The IACC-Europe Chapter shall advise the International Association of Conference Centres of the identity of all Members who:

8.1.1 are admitted to membership of the Association; or

8.1.2 cease to be Members of the Association for any reason.

8.2 **Qualifications**

8.2.1 Qualifications for charter membership of the International Association of Conference Centres shall be determined by the Board of the International Association of Conference Centres, considering the criteria set forth in this Article. The Chapter type includes Approved Chapter and Provisional Chapter.

8.2.2 The IACC-Europe Chapter shall not be permitted to have the number of Associate and Corporate members exceed 50% of the number of Full Members at any one time. Once the limit is reached additional members in the Associate or Corporate category as vacancies occur or as the Full membership numbers increase on a first come first served basis.

9. **IACC Europe - Approved Chapter**

9.1 The International Association of Conference Centres is structured internationally in a manner determined by the Board and may be changed from time-to-time by a simple majority. The association has determined that the potential world membership will be structured into four geographic regions, The Americas, Europe, Asia Pacific and Middle East Africa. Existing Chapters at adoption date are The Americas, Europe and Asia Pacific. Future growth is predicted in Middle East Africa.

9.2 To obtain and maintain charter membership from the association as an international chapter, an association or group of conference venue operators or affiliates shall meet each of the following requirements and stipulations, unless specifically waived by the board.

9.2.1 Have a minimum of ten (10) Full Membership facilities as defined in Clause 12.3.1 at least three of which shall be owned and/or operated by separate entities, and none of these three shall have an affiliation with any other through ownership or management. Each of the Full Membership facilities shall be subject to inspection to ensure full compliance with the IACC Quality Standards as outlined in by the Board of Directors.

9.2.2 Develop By-Laws that are in conformity at all times with the Association's By-Laws and Objectives and submit them to the Association's Board for approval.

9.2.3 Amend any By-Law, which may become inconsistent with the By-Laws of the association, as required upon advice by the Board of Directors.

9.2.4 Adopt the vision, mission and objectives of the Association at all times and apply them consistently to the Chapter, its by-laws and activities.

9.2.5 Remit to the association Headquarters, dues in the amount as set annually by the Board, for each membership category by 30 January in each calendar year.

9.2.6 Submit a copy of the contract for a Management Association, if any, for approval by this Association's Board.

9.2.7 Submit sufficient evidence as determined by the Board, annual budget and financial statements, and an annual review of activity to be consolidated into a report to members.

9.2.8 Submit sufficient evidence, as determined by the board, of the applicants not-for-profit status from appropriate governmental authority, or copy of an application requesting same, to this Associations Board.

9.2.9 Submit statement of adherence to the IACC Quality Standards as determined by the Board.

9.2.10 Sign an appropriate Charter document acknowledging the Chapter rights and obligations

9.3 Each approved chapter shall be entitled to a maximum of four (4) seats on the Board of Directors of the association. The Chapter shall fill these seats from its serving Executive Directors.

9.4 All members of duly chartered chapters are automatically members of this Association and bound by these by-laws and qualifications for membership.

9.5 An approved Chapter and all its Full, Corporate, Associate members in good standing shall have the right to use this association's name and logo as part of their identity as a member of this association; subject to executed license agreement for such logo use.

10. MEMBERSHIP®

10.1 The IACC-Europe Chapter shall have a minimum of 10 members to qualify as an approved chapter of the International Association of Conference Centres.

10.2 All members of approved and provisional chapters shall comply at all times with the conditions of membership of International Association of Conference Centres and all Chapters shall ensure compliance by all of its members as follows:

10.3 Members of the Association shall consist of;

10.3.1 Membership Classifications

(a) **Full Member**, meaning any natural person, body corporate, corporation, firm, partnership, association or society, whether incorporated or not, who/which operates a residential or non-residential conference venue which meets IACC Quality Standards and is approved by the IACC-Europe Board of

Directors (or as delegated to a committee) to be admitted to Full Membership. The facility must be located within the geographical boundaries of Europe and includes Africa and the Middle East until such time as critical mass warrants the formation of a distinct chapter in that region and if in the judgment of the IACC-Europe Board, the facility's primary market is as a conference venue providing a total environment conducive to meetings and conferences. Membership will be awarded Full Member status once the applicant venue meets the following qualifications:

- The Conference Venue is open for business.
- The Conference Venue has been inspected by a representative as appointed by the IACC-Europe Board of Directors.

(i) **Provisional Member.** The Board may accept as provisional members conference venues, which have a confirmed construction schedule and which show convincing evidence that they will meet the IACC Quality Standards when they open. IACC will only consider applications for provisional membership from properties that are ground-up construction. No property that already conducts hospitality business and maintains an operating market presence during the transition to IACC-style conference business is eligible for provisional membership. The acceptance of any provisional member shall be conditional upon a site inspection after opening which confirms that the conference venue meets the IACC Quality Standards. Provisional members shall be entitled to use the seal/logo as part of their identity as a member of this association unless the Board denies such use by majority vote.

(ii) **Experiential Conference Venue.** Experiential conference venues (where an IACC-approved conference venue is part of a non-hospitality business) shall be entitled to use the seal/logo and display the membership plaque only as prescribed by the IACC Board of Directors.

(iii) In order to maintain consistency in the membership and assure compliance with appropriate criteria for membership, it shall be the policy of this association to review all Active Member facilities within the chapter's jurisdiction at least once every four years of the respective period of membership. The CEO shall

administer this policy through the Membership Committee and submit a report to the Board of Directors.

(iv) One member per facility shall act as primary contact, but anyone employed by a member facility shall be entitled to membership benefits. Active members have voting privileges, with one vote per facility.

(b) **Corporate Member,** mean any natural person, body corporate, corporation, firm, partnership, association or society, whether incorporated or not, who/which is involved in owning or management of two (2) or more conference venues (which are admitted Full Membership) and is approved by the IACC-Europe Board of Directors to be admitted to Corporate Membership.

(c) **Associate Member,** means any natural person, body corporate, corporation, firm, partnership, association or institution of higher education, whether incorporated or not, which is not a Full or Corporate Member and which is involved in the provision of products or services to other members or the Association and is approved by the IACC-Europe Board of Directors to be admitted to Associate Membership.

(d) **Individual Member,** means any natural person, not covered by other categories of membership. An individual who represents an organisation that is qualified for Full Membership, Associate or Corporate Headquarters membership may not join as an Individual member. Individual members include faculty and students who must currently be employed or participating in a recognised education program leading to an industry relevant degree, and is approved by the Board of Directors to be admitted to Individual Membership.. Individual members are accepted into membership only when approved by the Executive Board of Directors.

(i) Individual Honorary Members may be appointed by the Board of Directors as recognition of life time service or for defined periods to suit their engagement with the Association for any purposes which in the opinion of the Board of Directors will advance the objects of the Association who for the purposes of this clause be considered ***Individual Members*** (excluding voting rights and serving on the board of directors), who subject to the By-Laws shall have the right to receive notice of General Meetings and to be present. Upon nomination, the Board of Directors may grant Honorary Lifetime Membership to those people who meet the following criteria:

- Served in the conference venue industry for at least 15 years.
- Served on the IACC Board of Directors for at least two terms.
- Has left the industry and is not expected to return.

In the event that a person who has been granted Honorary Lifetime Membership returns to the industry, he or she shall lose his or her status as an Honorary Lifetime member throughout the term of employment in the industry. Honorary Lifetime members are entitled to the same benefits and privileges as Individual Associate members, plus one complimentary registration (non-transferable) for all Annual Conferences.

(e) No other category of membership is to be created unless authorised in writing by the International Association of Conference Centres Board of Directors.

10.4 The Association shall retain the right, to expel a member for non-payment of dues; for failure to adhere to any stipulation of the By-Laws; or if in its judgment said member fails to meet the required standards and/or it is in the best interest of the chapter to do so.

10.4.1 Any members not having paid dues within 60 days of issue of a dues invoice, will be formally written to by the Association to advise that expulsion from membership will take place if dues remain unpaid after 90 days of issue of a dues invoice.

10.4.2 Any member that is expelled from the association because of non-payment of dues, or for any other reason, shall immediately forfeit the right to use this association's name and logo/seal as part of their identity. The Executive of the Board of Directors will decide on member expulsions and instruct the CEO to take appropriate action to expel a member for non-payment of dues.

11. APPLICATION FOR MEMBERSHIP®

11.1 An application for membership must be:

11.1.1 In writing on the form prescribed from time to time by the IACC-Europe Board (if any), from the applicant or its nominated representative and lodged with the Association; and

11.1.2 Accompanied by the appropriate fee (if any).

11.1.3 Accompanied by written acknowledgement of adherence to the policies, principles and processes of the association and any code of conduct, behaviour or quality related codes, which from time to time may be required of members to maintain their membership of the association.

11.2 Discretion to Accept or Reject Application

11.2.1 The Association may accept or reject an application whether the applicant has complied with the requirements in clause 12.2 or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.

11.2.2 Where the Association accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association and payment of appropriate subscription and fees. The Register shall be amended accordingly as soon as practicable.

11.2.3 Where the Association rejects an application, it shall refund any fees forwarded with the application minus an application fee and the application shall be deemed rejected by the Association.

Renewal

11.3 Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Association in Regulations from time to time.

11.4 Full member conference venues will be re-evaluated every four years by means as determined by the Board of Directors.

11.5 Deemed Membership

11.5.1 All persons who are, prior to the approval of the By-Laws under the Act, Members of the Association shall be deemed Members from the time of approval of the By-Laws under the Act.

11.5.2 Any Members of the Association, prior to approval of the By-Laws under the Act, who are not deemed Members under clause 13.4.1 shall be entitled to carry on such functions analogous to their previous functions as are provided for under the By-Laws.

12. REGISTER OF MEMBERS ℗

Association to Keep Register

12.1 The IACC-Europe Chapter shall keep and maintain a Register in which shall be registered with International Association of Conference Centres (as a minimum):

12.1.1 The full name, address and date of entry of each member; and

12.1.2 Where applicable, the date of termination of membership of any member.

12.2 Members shall provide notice of any change and required details to the Association within one month of such change.

Inspection of Register

12.3 Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

Use of Register

12.4 Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner, as the Board considers appropriate.

13. EFFECT OF MEMBERSHIP®

Members acknowledge and agree that:

13.1 The By-Laws form a contract between each of them and the Association and that they are bound by the By-Laws and the Policies.

13.1.1 they shall comply with and observe the By-Laws and the Policies and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;

13.1.2 by submitting to the By-Laws and Policies they are subject to the jurisdiction of the Association.

13.1.3 the By-Laws and Policies are necessary and reasonable for promoting the Objects and particularly the advancement and promotion of the conference centre industry.

13.1.4 they are entitled to all benefits, advantages, privileges and services of Association membership.

14. DISCONTINUANCE OF MEMBERSHIP®

Notice of Resignation

14.1 A Member who has paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association.

14.2 Once the Association receives a notice of resignation of membership given under clause 16.1 it must make an entry in the Register that records the date on which the Member ceased to be a Member.

Discontinuance for Breach

14.3 Membership of the Association may be discontinued by the Board, upon breach of any clause of the By-Laws or the Policies, including, but not limited to, the failure to pay any monies owed to the Association, failure to comply with the Policies or any resolutions or determinations made or passed by the Board or any duly authorised committee.

14.4 Membership shall not be discontinued by the Board, under clause 16.3, without the Board first giving the accused member the opportunity to explain the breach and/or remedy the breach.

14.5 Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued, under clause 16.3, by the Association, giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this clause 16.1 or clause 16.3 as soon as practicable.

Member to Re-Apply

14.6 A Member whose membership has been discontinued under clauses 16.3

14.6.1 must seek renewal or re-apply for membership in accordance with the By-Laws including the payment of any application fees or charges; and

14.6.2 may be re-admitted at the discretion of the Board.

Forfeiture of Rights

14.7 A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

Membership may be Reinstated

14.8 Membership which has been discontinued under this clause 14 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

Refund of Membership Fees

14.9 Membership fees or subscriptions paid by the discontinued Member will not be refunded to the Member upon discontinuance.

15. DISCIPLINE ℗

15.1 The Board may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:

15.1.1 breached, failed, refused or neglected to comply with a provision of the By-Laws, the Policies or any resolution or determination of the Board or any duly authorised committee.

15.1.2 acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association and/or the conference centre industry.

15.1.3 brought the Association, any other Member or conference venues into disrepute.

15.2 That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Regulations.

15.3 The Board may appoint a Disciplinary Committee to deal with any disciplinary matter referred to it. Such a Disciplinary Committee shall operate in accordance with the procedures expressed in the Policies but is subject always to the Act.

16. SUBSCRIPTIONS AND FEES ℗

16.1 The IACC-Europe Board shall set annual dues for all classifications of membership. The Association must determine;

16.2 The amount of the annual subscription required to be paid by the IACC-Europe Chapter for each category of membership.

16.3 Annual Subscriptions will fall due on the first day of each calendar year – the 1 January and must be paid within 30 days of that date.

16.4 The Association determine that any new member who joins after the start of any new financial year will pay a full years membership fee at the start of membership and then may pay a pro-rata annual fee in year two of membership.

16.5 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until such subscription is paid.

16.6 This chapter shall remit annual dues to the International Association of Conference Centres for each Active member within its jurisdiction as required by the International Association of Conference Centres. An annual membership contribution as determined by the International Association of Conference Centres and shall be payable to the Association for each member category except Honorary Life Members.

16.7 A person or a conference venue that applies and is approved for membership as provided in these By-Laws is eligible to be a member of the Association on the payment of the initiation/entrance fee and annual subscription payable under these By-Laws to the Chapter, which covers both the Chapter Dues and those payable to the International Association of Conference Centres.

16.8 All Full Members must meet the conditions of membership and the IACC Quality Standards as defined by the International Association of Conference Centres from time to time.

16.9 To apply to become a member of the Association, a person must submit a written application to the Chief Executive Officer in the form required and stating that the applicant;

16.9.1 Wishes to become a member of the Association; and

16.9.2 Supports the objects of the Association; and

16.9.3 Agrees to comply with these By-Laws & the association Code of Conduct.

16.10 The application;

16.10.1 Must be signed by the applicant; and

16.10.2 May be accompanied by the joining fee.

16.11 Consideration of the application;

16.11.1 As soon as practicable after an application for membership has been received, the Chief Executive Officer will provide the application and all necessary information to the committee or group at the time responsible for reviewing applications for membership of the Association.

16.11.2 The committee or group responsible for reviewing applications will apply the conditions of admission in place at the time of such consideration and make a determination as to the suitability of the application for membership and forward such recommendation to the IACC-Europe Executive Board of Directors.

16.11.3 the IACC-Europe Executive Board of Directors must decide by resolution whether to accept or reject the application.

16.11.4 The CEO must notify the applicant in writing of its decision as soon as practicable after the decision is made.

16.11.5 If the IACC-Europe Executive Board of Directors rejects the application, it must return any money accompanying the application to the applicant.

16.11.6 No reason need be given for the rejection of an application.

17. NEW MEMBERS®

If an application for membership is approved by the IACC-Europe Board of Directors;

17.1 The resolution to accept the membership must be recorded in minutes of the following Board of Directors Meeting; and

17.2 The Registrar must, as soon as practicable, enter the member's details and the date of becoming a member, in the register of members within the Chapter covering the local area of the new member,

17.3 A member becomes a member of the Association and, subject to these By-Laws is entitled to exercise their rights of membership from the date, whichever is the later, on which

17.3.1 The IACC-Europe Executive Board of Directors approves the applicant's membership.

17.3.2 The applicant pays the joining fee.

18. **GENERAL RIGHTS OF MEMBERSHIP℗**

A member of the Association who is entitled to vote has the right;

18.1 to receive notice of general meetings in the manner and time prescribed by these By-Laws; and

18.1.1 to submit items of business for consideration at a board meeting via the Chief Executive Officer; and

18.1.2 to have access to the minutes of board meetings and other documents of the Association as provided under these By-Laws; and

18.1.3 to inspect the register of members.

18.2 A member is entitled to vote if;

18.2.1 The member is a Full, Associate, Corporate or Individual member; and

18.2.2 More than 10 days have passed since they became a member.

18.2.3 The Member's membership rights have not been suspended for any reason.

18.3 The rights of membership are not transferrable and end immediately when membership ceases by;

18.3.1 The membership ceases on resignation, expulsion or death, whereby the Registrar as soon as practicable will enter the date of membership cessation in the register of members.

18.4 A member is taken to have resigned if;

18.4.1 the member's annual subscription is more than 3 months in arrears; or

18.4.2 the CEO has made a written request to the member to confirm that they or their wishes to remain a member; and

18.4.3 the member has not, within 3 months after receiving that request, confirmed in writing that they or their wishes to remain a member.

19. **EXPULSION OF MEMBER℗**

19.1 The IACC-Europe Board of Directors may terminate the membership of any member without their consent by giving them written notice if, in the reasonable opinion of the directors:

19.1.1 they are guilty of conduct which has or is likely to have a serious adverse effect on the Association or bring the Association or any or all of the Members and directors into disrepute; or

19.1.2 they acted or have threatened to act in a manner which is contrary to the interests of the Association as a whole;

19.1.3 they have failed to observe the terms of these Articles and the By-laws; or

19.1.4 they fail to meet or maintain the criteria for membership maintained by the directors from time to time.

Following such termination, the Member shall be removed from the Register of Members by the CEO.

19.2 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why their membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a Member.

19.3 A member may resign by giving at least one months notice before the end of the membership year, which relates to them provided that there is no outstanding subscription or other money due from them to the Association.

19.4 A Member whose membership is terminated or who resigns under this Article shall not be entitled to a refund of any subscription or membership fee and if their membership has been terminated or they resigns they shall remain liable to pay to the Association any subscription or other sum owed by them.

20. BOARD OF DIRECTORS

The Association shall be managed by the IACC-Europe Board of Directors as outlined in these By-Laws;

21. EXISTING DIRECTORS®

21.1 The Members of the Board of Directors of the Association in office immediately prior to the meeting to approve the revised By-Laws shall continue following such adoption of the By-Laws for the period of appointment until completion of the term they were serving at the adoption data. After this meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with these By-Laws.

22. POWERS OF THE BOARD®

Subject to the Act and the By-Laws, the business of the IACC-Europe Chapter shall be managed and the Board shall exercise the powers of the IACC-Europe Chapter. In particular, the Board shall act in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the local area.

23. **COMPOSITION OF THE BOARD ℗**

Composition of the Board

23.1 The Board shall comprise:

23.1.1 This association shall be managed by the Board of Directors.

23.1.2 Only persons who are currently employed by a Full, Associate, Individual or Corporate Headquarters member organisation in good standing shall be eligible to serve on the Board of Directors.

23.1.3 A maximum of three directors from any single member organisation or its affiliates may serve concurrently on the Board of Directors. In the event that any such member organisation gains a seat through merger, acquisition or employment of an existing director, the organisation must advise IACC which of its directors will resign and such directors chapter shall replace the director.

23.1.4 In the event that a director ceases to be employed by a Full, Associate, Individual or Corporate Headquarters member in good standing, that director may continue to serve for a maximum of six months from the last day of employment, after which time the director shall vacate his or her seat. The Board of Directors may fill or not fill the vacancy.

23.1.5 At the end of six months from the last day of employment by a Full, Associate, individual or Corporate Headquarters member in good standing, a director (or officer) who has completed at least one full term may continue to serve through the end of his or her term as an Individual member, provided he or she applies and is accepted as such a member in good standing.

23.1.6 The CEO shall serve as an ex officio member of the Board of Directors.

24. **PORTFOLIOS AND RESPONSIBILITIES ℗**

The Board may allocate portfolios of responsibilities to directors upon appointment and those Directors so appointed will be responsible to the board for the delivery of those specific portfolio responsibilities in a manner determined by the board executive. A definition of affiliate is reserve for the judgement of the Board of Directors.

25. **ELECTED DIRECTORS®**

Nomination for Board ℗

25.1 The IACC-Europe Chapter may choose the manner in which they select their representatives for the Board of Directors, provided the process is articulated to the Board of Directors in advance of such appointment.

25.2 The Board shall determine qualifications required of directors and job descriptions as may be required for the role from time to time.

25.3 All directors act in the best interests of the organisation globally and the chapter.

25.4 All directors elected by the IACC-Europe Chapter to also serve on the Board of the International Association of Conference Centres, must be authorised by the Chapter Board of Directors, to act in accordance with the best interests of the Chapter without reference to the Chapter for a decision but should report all matters affecting their chapter at first meeting of their Chapter board following the decision.

25.5 Decisions made by elected Directors serving on the Board of the International Association of Conference Centres cannot be overturned by their Chapter board at a subsequent meeting of their Chapter however all Directors retain the right to request listing of matters for the Board's consideration.

25.6 Before accepting a Director position, all candidates should clearly understand that Board participation involves a commitment of time, travel and resources; a Director's organisation must be willing to fund all expenses in connection with the Director's service on the Board.

25.7 **Term of Appointment for Elected Directors**

25.7.1 Directors elected shall be elected for a term of two years. Subject to provisions in the By-Laws relating to early retirement or removal of Directors, elected Directors shall remain in office from the 1st January in the year following, which the election occurred until the 31st December of the second year following.

25.7.2 Following the adoption of the By-Laws, there shall be no limit on the number of consecutive terms able to be served, provided they continue to be elected by the IACC-Europe Board of Directors.

25.7.3 Any director elected shall immediately take the seat at the first convened meeting of the board following their election, and the person holding the seat being replaced shall vacate the seat at that time.

25.7.4 In the event that a director vacates his or her seat on the Board of Directors, the Board shall fill or not fill that vacancy as follows: if the director who vacated the seat has less than one full year (three Board meetings) left in his or her term, the Board shall not fill that vacancy. If the director who has vacated the seat has one full year (four Board meetings) or more left in his or her term, the Board shall fill that vacancy with the person who had the next highest number of votes, but who was not elected, in the previous election. If that person is no longer eligible to serve on the Board, the Board may, by majority vote, elect an Full, Associate, Individual or Corporate Headquarters member to fill said vacancy for the remainder of the term.

25.7.5 Any director appointed to fill a vacancy on the Board of Directors shall serve the unexpired term, and at the end of said term shall be eligible to be elected to another full two-year term.

25.7.6 Only three Full, Associate or Corporate Headquarters members from any one company or its affiliates may serve concurrently on the Board of Directors. In the event that any such member organisation gains a fourth seat on the Board through merger, acquisition or employment of an existing director or officer, the organisation must advise IACC by the next Board meeting which of its directors will resign at the end of that director's term. The organisation shall not, however, be entitled to more than three votes during that period. For purposes of this By-Law, an affiliate is any organisation, which is related to another through ownership or majority ownership in a parent, sister or subsidiary capacity.

25.7.7 No Full, Associate or Corporate Headquarters member organisation shall be entitled to have more candidates who are employed by that organisation in an election for the Board of Directors than the number which, if all elected, would result in that organisation having more than three seats on the Board of Directors.

25.7.8 The number of Directors may be increased or decreased by a vote of a majority of all the members or Directors, but no decrease in the number of Directors shall shorten the term of any incumbent Director.

26. **OFFICERS®**

26.1.1 The Board shall appoint a **Chair** from among its number. The Chair shall be the nominal head of the Chapter and will act as Managing Director (formerly Chief Executive Officer) and as chair of any Board meeting at which they are present. If the chairperson is not present, or is unwilling or unable to preside at a Board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

26.1.2 The Chair and three Vice-Chairs shall serve automatically as a chapter nominee of the board of the International Association of Conference Centres. Should a Vice-Chair not be in a position to service on the board of the International Association of Conference Centres, the Executive officers seek nominations and appoint appoint a representative from the main board of directors.

26.1.3 The Board shall appoint three Vice Chairs among its number**.** The Vice Chair nominated by the Chair shall act as chair of any Board meeting at which the Chair is not present and shall have all of the power and authority of the Chair at such meetings. If the Vice-chairperson is not present, or is unwilling or unable to preside at a Board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

26.1.4 Of the three elected Vice Chairs, the Chair shall also appoint one Vice Chair as having financial management responsibilities, and except to the extent delegated by the Board to the Chief Executive Officer shall carry financial responsibility for the association.

26.1.5 The Board may at any time by majority, choose to adopt any title of position name for executive board membership and shall be free to increase or decrease the number among themselves of executive positions as deemed by them to be appropriate to meet the objects of the association.

26.1.6 No later than 60 days prior to the end of the year, the Board of Directors shall, by majority vote, elect officers. The pre-qualification shall be a current director who has served on the Board for at least one full year. In the event that there is not sufficient number of qualified candidates, the Board may elect directors who are closest to the pre-qualifications stated.

GROUNDS FOR TERMINATION OF A DIRECTOR

26.2 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

26.2.1 becomes bankrupt or makes any arrangement or composition with their creditors generally.

26.2.2 becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health.

26.2.3 resigns their office in writing to the Association.

26.2.4 is absent without the consent of the Board from more than two meetings of the Board held during a period of twelve months without board consent. Any Director who shall have been physically absent from three regular meetings of the Board of Directors in any 12-month period shall vacate his or her seat on the Board of Directors and the vacancy shall be filled as prescribed by these By-Laws; however, at the written request of such Director received at the IACC office within 15 days of the missed meeting, the Executive Committee shall consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of the majority of its members. In the event that the Executive Committee cannot act because of conflict of interest or is unable to reach a majority decision, the matter shall devolve to the Board of Directors for resolution.

26.2.5 is appointed to or submits an application for any office of employment with the Association.

26.2.6 is directly or indirectly interested in any contract or arrangement of any kind or proposed contract or arrangement of any kind with the Association and fails to declare the nature of that interest.

26.2.7 in the opinion of the Board (but subject always to the By-Laws):

26.2.8 has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association

26.2.9 has brought the Association into disrepute.

26.2.10 is removed by Special Resolution; or

26.2.11 would otherwise be prohibited from being a director of a corporation under the Laws of United Kingdom or any other jurisdiction.

26.3 The Executive Committee shall have met with the Director in question, investigated the facts of the complaint and deemed the complaint to have substance. In the event that the Executive Committee cannot act because of conflict of interest or is unable to reach a decision on the substance of the claim, the matter shall devolve to the Board of Directors for resolution. A vote of the majority of Board members shall be required, excluding the Director in question and any Board member who is an employee of the same organisation in which the Director in question is employed.

26.4 In the event the position of Chair becomes vacant prior to the completion of their term, for whatever reason, the Board shall fill the vacancy by an election process of their choosing and elect a director from their number to complete the unexpired term of the officer, whose position became available.

26.5 On completion of that term the officer elected in accordance with clause 26.4 may stand for re-election.

27. Board May Act:

27.1.1 In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act.

27.1.2 Directors absent from any meeting may submit their proxy via an appropriate means to a designated director or Chairman of the meeting. The Chair must be in possession of the appropriate proxy prior to it being exercised by any director. If designated as a proxy, one director may vote on behalf of another director who is absent from a meeting on all issues, including the election of officers. No director may act as the designated proxy for more than two other directors during a single meeting.

27.1.3 However, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.

28. **RETIREMENT OF DIRECTORS**

28.1 A Director may resign at any time by giving written notice to the Chair or Chief Executive Officer of the Association, effective upon receipt; acceptance shall not be necessary to make it effective.

28.2 It shall be the responsibility of all Board members to advise the Board of IACC of any changes in employment status, which may require evaluation of their qualifications to remain on the Board.

29. **DECISIONS BY THE BOARD OF DIRECTORS℗**

29.1 The Board of Directors may act in place and instead of the members on all matters, except those, if any, specifically reserved by the members in these By-Laws. All such actions of the Board shall be considered binding upon all members of the association.

29.2 A decision of the directors is taken in accordance with this article when:

29.2.1 all Directors indicate to each other by any means that they share a common view on a matter.

29.2.2 A majority of Directors cast a vote for or against a motion being considered by the Board.

29.3 A decision may not be taken in accordance with this article if the Directors would not have formed a quorum at such a meeting.

29.4 A resolution in writing that has been signed or assented to by email, letter, facsimile, or other form of visible or other electronic communication by all the directors for the time being present shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the directors.

29.5 Any such matter or transaction approved by vote of the Board of Directors under clause 33 shall be formally reported at the next meeting of the Board of Directors as a formal record of such action having been taken between formal meetings of the Board.

30. **CALLING OF DIRECTORS' MEETING℗**

30.1 Any director may call a directors' meeting by giving not less than ten Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the Association Chief Executive Officer (if any) to give such notice.

30.2 Notice of a directors' meeting shall be given to each director in writing unless otherwise agreed by the board to accept another method of notice.

30.3 Directors may choose the time and method of their meetings and considerable flexibility is granted in consideration attempts to find times which are suitable and reasonable to meet other than face to face.

31. **QUORUM FOR DIRECTORS' MEETINGS**

31.1 Subject to Article 31.2, the quorum for the transaction of business at a meeting of directors is fifty per cent plus one of Board of Directors.

31.2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 33 to authorise a Conflict, if there is only one Director in office other than the Interested Director(s) (defined in Article 33.1), the quorum for such meeting (or part of a meeting) shall be one Director.

31.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:

31.3.1 to appoint further directors; or

31.3.2 to call a general meeting so as to enable the Members to appoint further directors.

32. **CASTING VOTE**

32.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the Chair if chairing the meeting shall cast a casting vote to break the deadlock. If The Chairman does not exercise a casting vote, the motion will be lost.

32.2 Article 36.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chair is not the Chairman for the purposes of that meeting (or part of a meeting).

33. **DIRECTORS' CONFLICTS OF INTEREST℗**

33.1 The directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching their duty under the Act to avoid conflicts of interest.

33.2 Any authorisation under this Article 30 shall be effective only if:

33.2.1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles;

33.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

33.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

33.3 Any authorisation of a Conflict under this Article 30 may (whether at the time of giving the authorisation or subsequently):

33.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

33.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

33.3.3 provide that the Interested Director shall or shall not be a Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;

33.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;

33.3.5 provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Association) information that is confidential to a third party, they shall not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and

33.3.6 permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for the directors to the extent they relate to such matters.

33.4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the directors in relation to the Conflict.

33.5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.

33.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which they derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

33.7 Subject to the Act, and provided they have declared the nature and extent of their interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Association:

33.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise (directly or indirectly) interested;

33.7.2 shall be a Director for the purposes of any proposed decision of the directors in respect of such existing or proposed transaction or arrangement in which they are interested;

33.7.3 shall be entitled to vote at a meeting of the Board of Directors or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested;

33.7.4 may act by themself or their firm in a professional capacity for the Association (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if they were not a director;

33.7.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Association is otherwise (directly or indirectly) interested; and

33.7.6 shall not, save as they may otherwise agree, be accountable to the Association for any benefit which they (or a person connected with them, derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under the Act.

34. **RECORDS OF DECISIONS TO BE KEPT**

34.1 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

34.2 Minutes shall be kept of all meetings of the Board of Directors or Executive Committee.

35. **NUMBER OF DIRECTORS**

35.1 Subject to clause 29 unless otherwise determined by decision by majority vote of the Board of Directors, the number of directors shall not be less than 5 directors and shall not exceed eighteen (18) in total.

EXECUTIVE COMMITTEE

The Board may elect an Executive Committee to perform such functions as are delegated to it.

The Executive Committee may act in place and instead of the Board between Board meetings on all matters, except those specifically reserved to the Board by these By-Laws, pursuant to delegation of authority to such committee by the Board. Actions of the Executive Committee shall be reported to the Board at the next scheduled/called Board meeting.

The Executive Committee consists of the Chair, and three Vice Chairs, all of whom shall take office on January 1 following the Fall Board Meeting and serve for two (2) years. At the

end of the two-year term, officers are eligible for re-election to the same office. All officers serve concurrently as directors.

The CEO shall serve as an ex officio member of the Executive Committee.

The Chair shall preside at all meetings of the Board, shall have the power to transact all of the usual, necessary and regular business of the association as may be required (except to the extent delegated by the Board to the CEO and, with such prior authorisation of the Board as may be required by these By-Laws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by the association; and, in general, the Chair shall perform all such other duties incident to the office of Chair and such other duties as may from time to time be assigned by the Board.

A Vice Chair nominated by the Chair shall act in the absence of the Chair and, when so acting, shall have all the power and authority of the Chair. Further, the three Vice Chairs shall have such other and further duties as may from time to time be assigned by the Board. One such responsibility being that at any time, there is a Vice Chair with specific responsibilities relating to financial management.

SELECTION PROCESS

No later than sixty (60) days prior to the last Board of Directors Meeting before the end of the year, the current Chair shall appoint an Officers Nominating Committee for the purpose of nominating, from current Board members, candidates to fill open positions on the Executive Committee. The committee shall announce the nominations at the Fall Board Meeting, at which time a formal vote shall be held for the purpose of electing the officers. Prior to the vote, additional candidates may be nominated by any member of the Board.
A director who is a candidate for election as an officer may not act as the designated proxy for any other director during the election for said office.

MAXIMUM REPRESENTATION

Only one Full, Associate, Individual or Corporate Headquarters member from any one company or its affiliates may serve on the Executive Committee at any time. In the event that any such member organisation gains a second seat on the Executive Committee through merger, acquisition or employment of an existing officer, the organisation must advise IACC by the next Board Meeting which of the officers will immediately vacate his or her seat on the Executive Committee; that person will continue to serve as a director until the end of his or her current term. The Board shall fill the vacated position on the Executive Committee in accordance with the By-Laws. For purposes of this By-Law, an affiliate is any organisation that is related to another through ownership in a parent, sister or subsidiary capacity.

VACANCIES

In the event the position of Chair is vacated prior to the completion of his or her term, nominations will be sought and the board will vote for a replacement Chair. Any other vacancy occurring on the Executive Committee may be filled by a majority vote of the Board

and shall be a current director. Any Director appointed to fill a vacancy on the Executive Committee shall serve the unexpired term, and at the end of said term shall be eligible for re-election to the same office.

REMOVAL AND RESIGNATION

Any member of the Executive committee may be removed, with cause, by the vote of a majority of the entire Board at any meeting of the Board. Any officer may resign at any time by giving written notice to the Chair or the CEO. Any such resignation shall take effect at the time specified in the written notice; and, unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make it effective.

MEETINGS

The Executive Committee meets at the call of the Chair or at the request of two (2) members of the committee with notice of such time and place given by the Chair or CEO.

A majority of the Executive Committee constitutes a quorum for the transaction of business. The act of the majority of the Executive Committee present at a meeting of the Executive Committee at which a quorum is present in person shall be the act of the Executive Committee.

36. DELEGATIONS Ⓟ

Board may Delegate Functions

36.1 The Board may, by instrument in writing, create, establish or appoint special committees, task forces, officers and consultants to carry out specific duties and functions.

36.2 The instrument will determine what powers these officers or committees are given. In exercising its power under this clause, the Board must take into account broad stakeholder involvement.

Delegation by Instrument

36.3 In the establishing instruments, the Board may delegate such functions as are specified in the instrument, other than:

36.3.1 this power of delegation; and

36.3.2 a function imposed on the Board or any senior administrative or executive officer by the Act, any other law, the By-Laws, or by resolution of the Association in a General Meeting.

Delegated Function Exercised in Accordance with Terms

36.4 A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

Procedure of Delegated Entity

36.5 The procedures for any entity or person exercising delegated power shall, subject to the By-Laws and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 33.

36.6 The entity or person exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions and recommendations. The entity or person shall also provide any other reports, minutes and information required by the Board.

Delegation May Be Conditional

36.7 A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These shall be specified in the delegation.

Revocation of Delegation

36.8 At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

36.9 A Chief Executive Officer may be employed by the Association who shall report to the Board to be directly responsible for the administration and management of the day-to-day programs and affairs of the Association within the delegation provided by the Board for that purpose.

36.10 The Board shall by resolution, authorise the Association to open and close bank accounts and handle other banking transactions. Disbursement shall be made by electronic funds transfer or by check within the delegated terms provided by the Board's instrument of delegation.

37. ACCOUNTING RECORDS®

37.1 The Directors must keep accounting records as required by the Corporations Laws.

37.2 The accounting records must at all times be open to inspection by the directors and shall be audited for accuracy in accordance with legislative requirements or more frequently if decided by the Board of Directors.

37.3 At all times the accounting practices of the Association shall be in accordance with International Accounting Standards.

38. BY-LAWS®

The directors may establish by-laws governing matters relating to IACC-Europe administration that are required from time to time for the effective operation of the Chapter (for example, the provisions relating to classes of members, membership fees and subscriptions and the admission criteria for members). If there is a conflict between the

terms of these Articles and any by-laws established under this Article, the terms of these Articles shall prevail.

39. **INDEMNITY AND INSURANCE**

39.1 Subject to Article 39.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

39.1.1 each relevant officer shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer in the actual or purported execution and/or discharge of their duties, or in relation to them;

including any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's (or any associated Association's) affairs; and

39.1.2 the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in Article 39.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

39.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly.

39.3 The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any relevant loss.

39.4 In this article:

39.4.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

39.4.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Association, any associated Association or any pension fund or employees' share scheme of the Association or associated Association; and

39.4.3 a "relevant officer" means any director or other officer or former director or other officer of the Association.

40. **SEAL**

40.1 The Association may have a Seal upon which its corporate name shall appear in legible characters.

41. The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Association's minute book. Two directors must witness every use of the Seal, unless the Board determines otherwise.

42. **BUSINESS**

42.1 The business to be transacted at meetings of the board of directors and includes the consideration of accounts and the reports of the Board and auditors.

42.2 All business that is transacted at a general meeting with the exception of those matters set down in clause 51.1 shall be special business.

42.3 No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

43. **NOTICES OF MOTION**

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Association no less than thirty-five days (excluding receiving date and meeting date) prior to the general meeting.

44. **GRIEVANCE PROCEDURE ®**

44.1 The grievance procedure set out in this rule applies to disputes under these rules between a Member and:

44.1.1 another Member; or

44.1.2 the Association.

44.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.

44.3 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the board in accordance with the procedures determined by the board from time to time.

44.4 The Board may prescribe additional grievance procedures in the Regulations

45. **RECORDS AND ACCOUNTS®**

Records

45.1 The Association shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Association and the Board). It shall produce these as appropriate at each Board or general meeting.

45.2 Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the CEO.

45.3 The Board shall submit the Association's statements of account to the Board of Directors at the general meeting in accordance with the By-Laws and the Act.

45.4 The statements of account, when approved or adopted by a general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

45.5 The CEO shall cause to be sent to all persons entitled to receive notice of general meetings in accordance with the By-Laws, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

45.6 All checks, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised directors or in such other manner as the Board determines.

45.7 A properly qualified auditor or auditors shall be appointed by the Association. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *International Accounting Standards Board* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Association in a general meeting.

45.8 The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

46. INCOME

46.1 Income and property of the Association shall be derived from such sources as the Board determines from time to time.

46.2 The income and property of the Association shall be applied solely towards the promotion of the Objects.

Except as prescribed in the By-Laws or the Act:

46.3 no portion of the income or assets or other property of the Association shall inure to the benefit of, be distributed to or among, or revert to any Director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the

activities of the association, except that the association may pay reasonable compensation under clause 28.4

46.4 Payment in good faith of or to any Member can be made for:

any services actually rendered to the Association whether as an employee, director or otherwise

46.4.1 goods supplied to the Association in the ordinary and usual course of operation

46.4.2 interest on money borrowed from any Member

46.4.3 rent for premises demised or let by any Member to the Association; or

46.4.4 any out-of-pocket expenses incurred by a Member on behalf of the Association.

46.5 Nothing in clause 55.4 precludes such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

47. **WINDING UP**

47.1 Subject to the By-Laws the Association may be wound up in accordance with the Act.

47.1.1 The liability of the Members of the Association is limited.

47.2 Every Member undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Association, such an amount not exceeding ten dollars ($10.00).

48. **DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Association. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Association by the By-Laws. The organisation(s) is to be determined by the Board of Directors in a general meeting at or before the time of dissolution.

49. **ALTERATION OF BY-LAWS**

49.1 The By-Laws shall not be altered except by resolution of absolute majority of the board.

50. **Policies and procedures**

Board to Formulate Policies and Procedures

50.1 The Board may formulate, issue, adopt, interpret and amend policies and procedures for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and the conference centre industry in the local area. Such policies and procedures must be consistent with the By-Laws and any policy directives of the Board.

Policies and Procedures Binding

50.2 All policies and procedures are binding on the Association and all Members.

Policies and Procedures Deemed Applicable

50.3 All clauses, rules, regulations. by-laws and policies and procedures of the Association in force at the date of the approval of the By-Laws (as long as such clauses, rules, by-laws and policies and procedures are not inconsistent with or have been replaced by, the By-Laws) shall be deemed to be policies and procedures and shall continue to apply.

Bulletins Binding on Members

50.4 Amendments, alterations, interpretations or other changes to policies and procedures shall be advised in an appropriate manner by means of bulletins approved by the Board and prepared and issued by the Association. The Association shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

51. STATUS AND COMPLIANCE OF ASSOCIATION

Recognition of Association

51.1 The Association is an international association representing the conference centre industry and is recognised as the entity responsible for the delivery of services to members of that industry in local areas all of which is subject to compliance with the By-Laws. The chapters or local areas bodies' shall continue to recognise the By-Laws and be so recognised and shall administered in the local area in accordance with the Objects of the By-Laws.

By-Laws of the Association

51.2 The By-Laws will clearly reflect the Objects of the association and will require the By-Laws of those bodies to be consistent with is own.

52. NOTICE

52.1 Notices may be given by the Association to any person entitled under the By-Laws to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile

number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.

52.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

52.3 Where a notice is sent by facsimile or email transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile or email was sent to/or received at the facsimile number or email address to which it was sent.

52.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

53. **INDEMNITY**

53.1 Every director and employee of the Association will be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as director or employee in defending any proceedings, civil or criminal, in which judgment is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.

53.2 The Association shall indemnify its directors and employees against all damages and losses (including legal costs) for which any such director or employee may be or become liable to any third party in consequence of any act or omission, except willful misconduct:

53.3 in the case of a director, performed or made while acting on behalf of and with the authority, express or implied, of the Association; or

53.4 in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Association.

Directors in Office at Adoption Date

For the purposes of clause 23.1 the Directors in Office on adoption of these revised By-Laws are:

Executive:

Pieter Allearts - Chair
Denis Flanagan –Vice Chair & Treasurer
Gail Tomlinson-Short – Vice Chair
Benjamin Abittan – Vice Chair

Directors
Simon McMahon
Sebastian Tarkowski
Camilla Bäcksröm
Jakob Buus
Hayley Chilver
Maria Griffith
Rik Hüsken
Gunilla Runsten
Marlene H.Sylvester
Pia Remillard

Version	Author	Approved for use by IACC Board	
		Name	Date
V3	Mark Cooper, CEO		