

**IFES – Statutes INTERNATIONAL FEDERATION OF EXHIBITION AND  
EVENT SERVICES  
Abbreviated “IFES”**

**Article 1. Name**

An international not-for-profit association has been created, known as the «International Federation of Exhibition and Event Services», abbreviated to “IFES”, and hereinafter referred to as «the Association».

This Association is governed by the stipulations of Section III of the Belgian Law of 27 June 1921 concerning not-for-profit associations, international not-for-profit associations and foundations, as modified by the Law concerning not-for-profit associations, international not-for-profit associations and foundations (articles 46 - 58).

**Article 2. Registered Office**

The Association’s registered office is Avenue Louise 287, 1050 Brussels, Belgium. This address may be changed to any other location in Belgium following a decision of the Board of Directors, to be published in the Annexes to the Belgian Official Journal and to be communicated to the Federal Public Service of Justice during the month in which the decision is taken.

**Article 3. Mission**

The mission of the Association is to promote the role of the industry of exhibition stands and services in Europe. The Association does not have a profit-making purpose. The mission of IFES is:

- 1° to collect, prepare and disseminate information of a scientific nature for the industry of stand installers and manufacturers;
- 2° to perform studies in areas which are relevant to the industry of stand installers and manufacturers;
- 3° to participate in the development of codes, norms and standards, notably with regard to safety;
- 4° to organize international conferences and seminars;
- 5° to represent the Members of the Association of stand manufacturers and installers vis-à-vis and to collaborate with all international institutions and associations;
- 6° to communicate on behalf and to promote the industry of exhibition stands and services;
- 7° to provide a unique platform for Exhibit Service Companies to Share Knowledge, Cooperate Globally and generate New Business Opportunities;
- 8° to provide a clear value add for Association members as an extension of their own services or to the individual company members;

9° to provide Emerging Markets with a structure in which to develop and support / rewards for establishing new Association groups, thereby enhancing the knowledge flow into the IFES Network.

## **Article 4. Members**

### 4.1. Membership

Membership shall comprise those organisations that qualify under 4.2. No geographic restrictions apply.

### 4.2. Qualifications

To allow for a “qualified” group of companies and individuals to participate, IFES has established two classes of due-paying membership categories.

a) The full membership category (voting right) comprises two types of members:

- Associations Membership applies to:
  - o all exhibition associations composed of companies which operate, manufacture and offer products and services relating to exhibitions and events;
  - o all professional associations which provide marketing and management services.
- Individual Companies Membership applies to
  - o all individual companies which operate, manufacture and offer products and services relating to exhibitions and events;
  - o all supplier companies which provide marketing and management services.

b) The Observatory Membership (non voting) applies to:

- o professional associations which are deemed to be of uncertain value and which have economic limitations. This privilege will be offered for a period of two years;
- o professional associations of related professions willing to collaborate.

### 4.3. Voting rights

4.3.1. Only full members have voting rights.

4.3.2. Each member is represented in IFES by a person whose credentials have been officially delegated. These credentials must be submitted annually to the IFES office.

4.3.3. Each full member has one vote.

## **Article 5. Admission, Resignation, Exclusion**

### 5.1. Admission of new members

5.1.1. Admission of new members is subject to the following conditions:

Those wishing to join the Association must apply in writing. The letter must be signed by a legal representative with formal acceptance to the Association's statutes.

5.1.2. Member applications will be received by the Management Office. Applications will be forwarded on receipt to the Membership Committee. The Membership Committee will advise on any issue or queries. Any rejections of membership application will require review by the Board of Directors. Final approval / rejection of members will be at the discretion of the Board of Directors.

#### 5.2. Withdrawal of members

Members are free to withdraw at any time from the Association, notifying their resignation by registered post to IFES at least three (3) months before the end of their membership term, provided their annual fees for the year of withdrawal have been settled.

#### 5.3. Exclusion of members

The General Assembly may decide to revoke or exclude a member on the proposal of the Board of Directors. To be validly adopted by the General Assembly such a proposal must be adopted by a majority of two thirds of the votes of the delegated present or represented.

#### 5.4. Implications

5.4.1. Members who cease to form part of the Association lose their rights to assets and will lose all rights acquired.

5.4.2. Members who have resigned may again become members with no sanctions applied by re-applying and by paying outstanding fees or fees for the previous year.

### **Article 6. Fees**

Members' fees will be based on the scope and classification of the Members organization. Fees will be set annually by the Executive Committee and approved by the Board of Directors.

### **Article 7. The Association's Bodies**

The Association consists of following bodies:

- General Assembly of Members
- Board of Directors
- Executive Committee
- Advisory Committees

### **Article 8. Compensation for Members of the Bodies of the Association**

Members of the Association's bodies receive no remuneration. The Executive Committee may decide to approve reimbursement to Members of the Association for costs incurred whilst carrying out activities on behalf of the Association.

## **Article 9. The General Assembly of Members**

### 9.1. Powers

9.1.1. The General Assembly of Members consists of the Full Members, i.e. of the Associations and Individual Companies, as well as of the Observatory Members.

9.1.2. The General Assembly of Members has full powers to carry through the objectives and activities of the Association.

The following, in particular, are some of its powers:

- a) modification of the statutes;
- b) appointment and revocation of the Executive Director, of the Executive Committee and, if the need arises, of the commissioners;
- c) approval of annual accounts and budgets, including annual and additional Members' contributions;
- d) approval of the programme of activities
- e) discharge of the directors and, if the need arises, of the commissioners;
- f) voluntary dissolution of the Association;
- g) exclusion of a Member.
- h) approval of the creation of sub-committees

### 9.2. Composition, Meetings and Arranging Meetings

9.2.1. The General Assembly comprises all the Members of the Association, and meetings are called by the Chairman as follows:

- Annual General Assembly on a yearly basis in June, to discuss and approve the annual accounts, the budget, the business plan and other projects requiring the approval of the General Assembly;
- Extraordinary General Assembly once every two years, to appoint the new Executive Committee and permanent and interim committee functionaries;
- Extraordinary General Assembly at the request of the Board of Directors, or at least one third of the effective Members of the Association.

9.2.2. Those taking part in a General Assembly meeting are personally invited in writing, either by regular post, fax or electronic mail, by the Executive Committee, at least twenty days before the date of the meeting. The invitation must provide precise information as to the agenda, the date, time and venue of the meeting.

### 9.3. Decision-making

9.3.1. Annual or extraordinary general assemblies may discuss the Association's business in a valid fashion only if at least one fifth of Association Members with voting powers, are present or represented.

9.3.2. Only full members have voting rights. Observatory Members may take part, but have no voting rights. Decisions are taken by a simple majority of the vote, one vote per Full Member.

9.3.3. No decision concerning modifications to the statutes will be accepted without a majority of two-thirds of the votes of members present or represented. Modifications to the statutes will only come into effect following approval by the proper authority, as per article 50 § 3 of the Law of 27 June 1921, and following publication in the Appendices to the Belgian Official Journal, as per article 51 § 3 of said Law.

9.3.4. Voting is by a show of hands. Voting is always possible by submitting a written vote to the IFES office before the assembly meeting begins. Voting is also possible by proxies under the following conditions:

- Individual Company Members can hold up to three (3) proxies;
- Association Members can hold up to a number of proxies corresponding to the number of Full Member companies they represent,
- Such proxy voting must be made known in writing to the IFES office before the assembly meeting begins.

9.3.5. The decisions taken are made known to all Members under the following conditions:

- each annual or extraordinary General Assembly must draw up and keep its minutes, and these will be considered as approved if a majority of Members present with voting rights do not request modifications over the thirty days following official receipt of the minutes.
- Valid decisions taken by the General Assembly will be applicable to all Members, including those not present, those who did not approve the decisions, or those who abstained in the voting process. Should a Member disagree with a decision taken by the General Assembly, the Board of Directors may invite the Member to agree as required, and if the Member still does not comply, the Board may adjourn the activities of the Member within the Association and eventually ask the General Assembly to terminate its membership.

## **Article 10. Board of Directors**

### 10.1. Powers

The attributed duties and powers of the Board of Directors are as follows:

- Accepting or rejecting applications by new Members;
- Proposing Members for the Executive Committee to the General Assembly;
- Proposing to the General Assembly to revoke or exclude a Member;
- Suspending a Member's rights with immediate effect. Such a suspension is equivalent to proposing to the General Assembly to revoke or exclude a Member;
- Voting on any resolution proposed by the Executive Committee, which does not fall under the exclusive competence of the General Assembly.

### 10.2. Composition, Meeting and Convocation

10.2.1. The Board of Directors is composed of the Executive Committee and the Chair person from each sub-Committees.

10.2.2. Sub-Committees are created at the discretion of the Executive Committee and approved by the General Assembly.

10.2.3. The Chairman calls a meeting of the Board of Directors at least twice a year, or whenever the Chairman deems this necessary.

10.2.4. Participants are called to the meeting by letter, fax, electronic mail or by any other means of communication.

### 10.3. Decision-making

10.3.1. The decisions taken by the Board of Directors are valid only if one fifth of Members are present or represented.

10.3.2. Decisions are taken by a simple majority of valid votes, including official absentee votes.

## **Article 11. Executive Committee**

### 11.1. Powers

The Association is governed by an administrative body, the Executive Committee. The attributed duties and powers of the Executive Committee are as follows:

- suggesting decisions in relation to topics requested by Members, which are then put to vote by the Board of Directors;
- supporting the interests of the Association and defining the annual activities to be approved by the General Assembly;
- proposing the annual and special membership contributions;
- drawing up reports on the activities carried out for submission to the General Assembly;
- drawing up the annual budget and the annual accounts;
- sending the accounts, as per article 51 of the Law of 27 June 1921, to the Federal Public Service of Justice;
- taking responsibility for the administration, organisation and operations of the Association;
- taking decisions as to bequests, donations, offerings and miscellaneous contributions;
- submitting for approval by the General Assembly any revision and/or modification to these statutes;
- discussing and approving all other decisions in relation to other matters not handled by the other bodies of the Association.
- adopting internal rules and setting up Advisory Committees, including the Arbitration Board and the Board of Auditors.
- Setting up sub-committees and submitting their creation for the approval the General Assembly

### 11.2. Composition and Election

The Members of the Executive Committee are selected and appointed by the General Assembly on a proposal of the Board of Directors for a term of two years, beginning on January first of each year. In the event of a vacancy during a mandate, the Executive Committee can provisionally appoint a replacement who is ranked immediately after the Executive Committee Members in office. Executive Committee Members appointed in this manner will complete the mandates of those they replace. If there are more than three vacancies, even if they occur at different times during the same term, the mandates of all of the Members of the Board of Directors are be regarded as terminated and the principal representative convenes the General Assembly within thirty days following the date of the last resignation with an agenda containing the appointment of a new Executive Committee.

The Executive Committee is composed of the following persons:

- President

- President-Elect – Vice-President
- Past President
- Treasurer
- Planning Committee Chair

#### 11.2.a The President

- Competences

The President chairs all of the meetings of the Association and of the Board of Directors. The President signs all agreements and documents approved by the Board of Directors on behalf of IFES or delegates these responsibilities. The President chairs the Executive Committee. The Executive Committee Members report directly to the President.

The President is the legal representative of the Association. The President Elect and the Treasurer are responsible for the economic and financial affairs and their decisions are subject to the opinion of the Board of Auditors.

- Designation

At the end of the President's mandate, the President-Elect automatically succeeds to the President if he has been a Member of the Executive Committee for at least two years. The President-Select in turn becomes the President-Elect. The President's mandate may be prolonged once for an additional two-year term.

#### 11.2.b The President Elect

- Competences

The President Elect will act in the absence of the President and will succeed the President for the rest of the uncompleted term of the President in the event that this mandate should become vacant.

The President Elect is automatically President of the Planning Committee. In this capacity, he drafts a two-year business plan for approval by the Executive Committee and the General Assembly. The Executive Committee and the General Assembly follow-up the implementation of the plan annually when discussing the budget. The President Elect works together closely with the President and the Treasurer.

- Designation

When the President Elect becomes President, the President Select automatically becomes President Elect.

#### 11.2.d Other Members of the Executive Committee

- Treasurer

The Treasurer acts as the link between the Board of Directors and the personnel of the Association for all financial affairs. He is responsible for the accurate accounting and filing of the financial reports within the periods provided. The Treasurer manages the personnel with regard to payment of the amounts authorised in the annual budget of the Association. The Treasurer presents a financial report at each Executive Committee Meetings and during the Annual General Assembly. If necessary, the Treasurer holds meetings with the Board of Auditors. The Treasurer is not a Member of the Board of Auditors.

- Past President

The Past President remains a full Member of the Executive Committee. He is responsible for making proposals for the positions of Executive Director, President and Vice-President and the functions attributed to him by the internal rules. He/she can be re-elected as Executive Committee Member during the General Assembly.

- Chairman – Planning Committee

The Chairman of the Planning Committee acts as a link between the Board of Directors and the Planning Committee of the Association, which he chairs.

### 11.3. Convocation, Revocation and Decision-making

The Executive Committee meets in advance of each Board of Directors meeting and as often as the President deems it necessary. Participants are called to the meeting by regular post, fax or electronic mail.

Members of the Executive Committee can be dismissed by the Board of Directors ruling by a two-thirds majority of the effective Members present or represented.

The decisions taken by the Executive Committee are only valid if two-thirds of Members are present or represented.

Decisions are taken by a simple majority of valid votes, including official absentee votes.

## Article 12. Day-to-day management of the Association

The Executive Committee is responsible for the day-to-day management of the Association and can delegate the daily management to an individual or to a company, fulfilling the role of Executive Director.

### **12.1 Executive Director**

The Executive Director of the Association must possess the professional qualifications required to perform the duties, must be able to manage the Association, and must not form part of, or represent the interests of, any professional association, which is Member of the Association.

The Executive Director keeps record of all titles, contracts, conventions and accounts of the Association. He prepares and participates in all the meetings of the General Assembly and the Board of Directors, organises the convocation and distributes the agenda to the participants and drafts all minutes of the deliberations of all meetings. The Executive Director receives all Association funds, and makes expenses disbursements as approved by the Chairman or Treasurer, or as set out in the budget approved by the General Assembly.

The Executive Director keeps appropriate financial records of all transactions, and submits regular reports to the Board of Directors. He also takes responsibility for the Association's databases. The Executive Director works with all association management companies selected by the Board of Representatives.

### **Article 13. Representation of the Association in relation to Third Parties and the Justice System**

All proceedings involving the Association, with the exception of special representation, are signed by two board Members or by the Chairman, who are not compelled to justify to third parties the powers granted to this end. The Chairman may grant specific powers to third parties for specific purposes.

The international Association is fully represented in legal cases as both plaintiff and defendant by two board Members (or other persons to be appointed), by its President, or by a board Member appointed for this purpose by the President.

### **Article 14. Association Assets, Budgets and Accounts**

Association operating expenses are covered by the following:

- ordinary annual Members' contributions;
- exceptional Members' contributions;
- profits from the general assemblies;
- any kind of bequests and donations;
- any kind of contributions and funds approved by an organisation, or as the result of activities in the sector carried out by the Association.

All the above earnings are considered as assets of the Association.

Annual accounts and budgets are submitted to Members at least ten days before the General Assembly, which discusses approval of the budget and the balance sheet.

The financial year commences on 1 January and ends on 31 December each year.

Members must pay a registration charge and an annual membership contributions as set by the General Assembly, following a proposal by the Board of Directors. The Board of Directors may also set and request additional contributions if necessary. These contributions must be approved by the General Assembly.

The Board of Directors may ask Members who are late paying their fees to make payment within the period stipulated. If no payment is made, the Association may take legal measures to collect the fees. Regardless of the result, the Board of Representatives suspends the Member with outstanding debt and proposes his exclusion to the General Assembly.

### **Article 15. Duration and Dissolution of the International Association**

The duration of the Association is indefinite.

The General Assembly decides on the dissolution of the Association during an extraordinary General Assembly with a majority of four fifths of the valid votes, including the votes of official absentees. In this case, the General Assembly appoints one or more receivers, and establishes their responsibility and compensation.

Since the Association is a not-for-profit organisation, discussions in relation to the balances of accounts are voted by a simple majority of Members. Members undertake to settle any deficits.

## **Article 16. General Stipulations**

All matters not covered in these statutes, particularly publications to appear in the Appendices to the Belgian Official Journal, are settled in accordance with the stipulations of Section III of the Belgian Law of 27 June 1921 concerning not-for-profit associations, international not-for-profit associations and foundations.

\*\*\*\*\*