



BY-LAWS

TO THE ARTICLES OF ASSOCIATION OF IELA

International Exhibition Logistics Associates

1 PURPOSE (Article 4)

- 1.1 To develop a continuing line of communication among those individuals and organisations who, either exclusively or substantially, derive their income from the movement of material to, from, into and out of international exhibitions.
- 1.2 To develop standards of communication thereby simplifying and expediting the movement of materials world-wide.
- 1.3 To develop professional standards of performance in our industry and facilitate the level of communications between those who operate in our industry.
- 1.4 To facilitate the exchange of information at the discretion of the members.

2 ACQUISITION OF MEMBERSHIP (Article 6)

- 2.1 Potential members must be able to prove that a substantial proportion of their business derives directly from activities related to commercial trade shows, events and exhibitions and must have been in business for at least 36 months prior to the date of their application or shorter in exceptional circumstances.
- 2.2 Applications for membership must be submitted in writing, utilizing the official IELA application form designed for this purpose
- 2.3 Applications for membership must be signed by two member companies acting as sponsors.
 - 2.3.1 These sponsoring companies must have been members of IELA for at least 24 months prior to the date of sponsorship.
 - 2.3.2 A potential member may not have more than one member from the same group of companies as a sponsor.
 - 2.3.3 A potential member may not have more than one member of the Board as a sponsor.
- 2.4 The entrance fee has been fixed at CHF 5'000.00 until further decision by the Board
 - 2.4.1 An annual membership fee, to be paid by all members, shall be determined by the Board and reviewed by the Board on an annual basis.
 - 2.4.2 The annual membership fee shall include an amount, determined by the Board, as a contribution towards the cost of the annual congress. Members attending the annual congress may deduct this amount from their registration fees.
- 2.5 The number of members for each country shall be decided by the Board
- 2.6 Ordinary membership is restricted to a single office of the member company in a single country.
 - 2.6.1 Additional offices of multiple branch companies in the same country may be affiliated to IELA as affiliated branch offices of the member company provided their income largely derives from the movement of material to, from, into and out of international exhibitions.
 - 2.6.2 Applications for affiliated branch offices must be submitted by the member company to the Board of Management who will decide by a 2/3 majority on their acceptance.
 - 2.6.3 Affiliated branch offices have no part in IELA's capital nor any voting right at a General Assembly. Their staff members are however entitled to attend a General Assembly provided they are registered under the name of the member company.

- 2.6.4 The membership fee for affiliated branch offices shall be ten per cent (10%) of the annual membership fee of the member company.
- 2.6.5 The affiliated branch offices will receive news letters and technical publications from IELA through the member's office.
- 2.6.6 Affiliated branch offices of a member company are allowed to display the IELA logo in their offices or on their stationery. .
- 2.6.7 The member company is fully responsible for all obligations of its affiliated branch offices towards IELA
- 2.7 Applicants acknowledge that if they are accepted for membership that the Board has the right to publish in any media it chooses any action related to membership, membership resignations, suspensions or expulsions.
- 2.8 The Board is authorised to invite any organisation or government agency involved in international exhibitions or such related activities to join IELA as an associate member. Those associate members are entitled to attend meetings, excepting the legal part of a General Assembly, and to receive all technical publications and newsletters available to the membership. Associate members do not enjoy member's rights nor are they required to fulfil the member's obligations according to the Articles of Association or By-Laws of IELA. The Board may waive membership fees or associate members at its discretion.
- 2.9 The question of entrance fees or annual membership fees shall be at the sole discretion of the Board on a case by case basis, subject to the approval of the General Assembly.

3 RESIGNATIONS (Article 7)

- 3.1 In the event of a member resigning from or being expelled from IELA the membership fees remain payable in full for the financial year in which membership ceases.

4 CHANGE OF OWNERSHIP; CHANGE OF TITLE; CHANGES TO FINANCIAL AND/OR LEGAL STRUCTURE OF A MEMBER COMPANY (Article 8c)

- 4.1 In the event of any or all of the following:

- a) material change in the shareholding of a member company
- b) an internal reorganisation or restructuring of a member company
- c) a change in trading title of a member company
- d) the formation of a new legal entity of a member company

and where after such changes the majority of shares remain with the original member company the Board may at it's discretion permit continuing unbroken membership or transfer said membership of IELA to the new entity. Subject to all legal national and/or international legal requirements having been met, the Board reserves the right to request evidence that such legal requirements have been satisfied. Any costs associated with the gathering of such evidence will be borne by the member company.

- 4.1.1 An administration fee of CHF 500.00 will be charged. Any other costs incurred may also be passed on to the member company.

4.2 In the event of any or all of the following:

- a) material change in the shareholding of a member company
- b) an internal reorganisation or restructuring of a member company
- c) a change in trading title of a member company
- d) the formation of a new legal entity of a member company

and where such changes are the result of acquisition, merger or transfer of ownership of the member for whatever reason the member must, within two calendar months of such change, complete a new application form for membership and forward this to the IELA secretariat. The Board shall undertake to consider such applications within six months of receipt. During this six months period of consideration the member shall continue to have the benefit of all the IELA facilities and services but must continue to fulfil its commitments to IELA and the Board as previously undertaken. Subject to all legal national and/or international legal requirements having been met, the Board reserves the right to request evidence that such legal requirements have been satisfied. Any costs associated with the gathering of such evidence will be borne by the member company.

4.2.1 An administration fee of CHF 500.00 will be charged. Any other costs incurred may also be passed on to the member company.

4.3 Only the Board may determine whether the level of any change in a member's shareholding shall be deemed "material" or not.

4.4 It is the responsibility of the member to bring all such changes to the attention of the Board within the prescribed time frame. Failure to do so may incur additional costs to the member(s) concerned.

4.5. In all other cases which are not explicitly mentioned above The Board may ask the member for additional information and possible action.

5 OBLIGATIONS OF MEMBERS (Article 8d Expulsion)

The following must be considered as conduct contrary to the objects of IELA:

5.1 Members failing to attend three consecutive General Assemblies may be subject to expulsion at the discretion of The Board. A member likely to miss the third consecutive meeting will be informed in writing with evidence of receipt of the consequences of such non-attendance.

5.2 New members must attend one of the first two General Assemblies after having been accepted as a member.

5.3 Failing to uphold and promote the Standards of Performance.

5.4 Failing to promote the brand and logo of IELA where such opportunity exists.

6 GENERAL ASSEMBLY (Article 18)

6.1 For a General Assembly multiple attendance of member companies shall be invited. However,

only one vote per member company will be allowed.

- 6.2 An IELA-Period is the time span between the last and the actual IELA Congress.
- 6.2.1 Attendees who have been on the pay-roll of a member company for less than an IELA-Period and have been employed immediately before by another member company may attend only the legal part of a General Assembly.
- 6.3 English shall be the only official language for all meetings and communications both in the spoken and written form.
- 6.4 A General Assembly elects, in addition to the auditors, two controllers from the floor who shall perform an internal audit and report the results directly to the General Assembly. In the event that no Internal Controllers are in attendance at the General Assembly, their written report to the General Assembly will be read by a Member of the Legal Board.
- 6.5 Attendance at the yearly Congress (excluding the legal part of the General Assembly) is strictly limited to:
- a) Employees and principals of current IELA members who have not been employed by any other IELA member within an IELA-Period
 - b) Guests and honorary members invited at the discretion of The Board
 - c) Companions and children of qualifying delegates
 - d) Sponsors
- 6.5.1 Elected or appointed officers of IELA (e.g. Board Members, Legal Board Members, Committee Chairpersons, Nominating Panel, Internal Auditors and Executive Staff) may, at the discretion of the Board, be invited to attend the yearly Congress (which contains the General Assembly) regardless of any qualifying period referred to in By-Law 6.5.a.
- 6.6 Multi country members (i.e. organizations holding membership of IELA in more than one country) must ensure that their employees or principals attending the Congress are resident in one of the countries for which the organization holds membership. Failure to satisfy this condition of attendance may lead to cancellation of the delegates' registration.
- 6.7 The Board may, at its discretion, offer a reduced registration fee for children of qualifying delegates providing those children are under the age of sixteen at the time of the congress
- 6.8 The Board may, at its discretion, permit the attendance of personal interpreters and translators subject to the payment of full registration fees.

7 EXECUTIVE DIRECTOR, THE LEGAL BOARD AND THE BOARD (Articles 21 - 26)

- 7.1 The Board and its Chairperson are elected by a General Assembly for a period of two years. This election is automatically ratified by The Legal Board.
- 7.2 Members of The Board may serve a maximum term of six years. This term may be extended in exceptional circumstances with the unanimous approval of all members of The Board and subject to approval, by election, of the General Assembly.
- 7.3 Specific guidelines exist for all senior roles within the leadership of IELA. These guidelines indicate procedures and timeframes for elections and job descriptions. These guidelines are appended to these By Laws and are incorporated in Attachment A.
- 7.4 Board members who leave an IELA member to join a non IELA member must resign from their position as Board member immediately.

- 7.5 A Board member who leaves an IELA member to join another IELA member may – at the discretion of the Board – continue his/her function as a Board member without interruption until the next election where he/she may stand again subject to the maximum term of six years.
- 7.6 A Legal Board member who leaves an IELA member to join either another IELA member or a non IELA member may – at the discretion of the Legal Board – continue his/her function as a member of the Legal Board without interruption providing that the requirements of Article 5 remain satisfied.
- 7.7 In the event that The Executive Director of IELA is an employee of an IELA member and he/she leaves the employ of said IELA member to join *either* another IELA member *or* a non IELA member, then he/she may – at the discretion of the Board – continue his/her function as Executive Director without interruption.

8 HONORARY TITLE

- 8.1 The Board may confer an honorary title upon persons who have rendered eminent services to the Association.
- 8.2 Such persons, once they retired from active business life or have left an IELA member company, may be invited to attend an Annual General Assembly. Their registration fee(s) may, at the discretion of the Board, be waived.
- 8.3 Honorary Members are entitled upon invitation by the Board to attend IELA meetings. Honorary Members shall have no voting rights.

9 TRANSITIONAL PROVISIONS

- 9.1 All decisions taken under the hitherto valid By-Laws remain in effect.

10 FINAL PROVISIONS

- 10.1 These By-Laws approved by The General Assembly on June 25, 2010 in Paris enter into force at this same date and replace all earlier editions.