

By-Laws

Status: May 4, 2022

1. General

1.1. These By-Laws are adopted by the Board in accordance with the Association's Articles of Association.

1.2. The purpose of these By-Laws is to regulate details relating to the membership and govern certain aspects of the organisation of the Association.

2. Membership

2.1 Membership Fees and invoices

2.1.1 The Board determines each year the annual membership fees to be paid by the various categories of membership. Such fees shall include a contribution towards the cost of the annual congress, fixed by the Board. Members attending the annual congress may deduct this contribution from their registration fees.

2.1.2 The annual membership fee, fixed by the Board, is payable immediately after receipt of the membership fee invoice, at the latest 30 days after invoice date. If the invoice is not paid on time, IEELA may charge a late payment management fee, determined by the Board.

2.1.3 All invoices from IEELA have to be paid in full. Bank charges or any other charges connected to payment must be borne by the IEELA member.

2.2 Member Files (Ordinary Members and Affiliated Members)

2.2.1 The Board keeps the records concerning the members up-to-date. The Board requests the members to provide all relevant information relating to changes, such as change of name, legal status, list of owners and/or major shareholders. The Board also collects information with respect to a member company being placed under bankruptcy protection or liquidation.

2.2.2 An administration fee of CHF 500. -- will be charged for processing and filing of the reported changes. Any other costs incurred may also be passed on to the member company.

2.3 Associated Members

2.3.1. Associate Members may 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 members' rights (no voting rights) nor are they required to fulfil the members' obligations according to the Articles of Association or By-Laws of IELA.

2.4 Honorary Members

2.4.1 In accordance with the Articles of Association, the Board may confer honorary membership to natural persons in consideration of eminent services rendered to the Association. Having acted as Chairperson of the Board is considered as eminent services.

2.4.2 Honorary members have no voting rights.

2.4.3 Upon invitation by the Board, Honorary Members may attend IELA meetings

2.4.4 The Board may invite Honorary Members who have retired from active business life or have left an IELA member company, to attend an Annual General Assembly. Their registration fee(s) may, at the discretion of the Board, be waived.

2.5 Miscellaneous

2.5.1 Sponsorship of an applicant is considered as a serious commitment and it is expected that such support of an applicant is conducted with full responsibility. The Board shall supervise such sponsorship.

2.5.2 When appropriate, the Board may - in compliance with the legal (data protection)restrictions publish in any media of its choice any action related to membership, such as membership resignations, suspensions or exclusions.

2.5.3 A company that ceases to be a member of IELA will not be permitted to attend an IELA Event for two calendar years after termination of membership has become effective.

3. General Assembly and Congress

3.1 An ordinary member who has missed the second consecutive meeting of the annual General Assembly will be informed in writing of the consequences of missing the third consecutive meeting.

3.2 Attendance of several individuals of a member company at meetings of the General Assembly is possible. However, each member company has only one vote.

3.3 Attendance at the yearly Congress (excluding the General Assembly) is strictly limited to:

a) Members who have paid all debts, particularly the annual membership fee invoice and the delegate fee invoice, including management fee if applicable.

b) Guests and Honorary Members invited at the discretion of the Board.

c) Companions and children of qualifying delegates.

d) Sponsors.

3.4 Elected or appointed officers of IELA who do no longer work for a member company (e.g. Board Members, Working Group Chairpersons, Executive Staff) may, at the discretion of the Board, be invited to attend the yearly Congress (which includes the General Assembly) at their own expense.

3.5 The Board may, at its discretion, permit the attendance of personal interpreters and translators subject to the payment of full registration fees where applicable.

4. The Board

4.1 Board Members who leave an IELA member company to join a non IELA member company will be requested to resign to their respective position immediately.

4.2 A Board Member who leaves an IELA member company to join another IELA member company may –continue his/her respective function without interruption until the next election where he/she may stand again.

4.3 Decisions of the Board can be taken either during official Board Meetings or between Board Meetings by email or conference calls. Decisions taken during a meeting which had been convened by the Chairperson are documented in the minutes of the meeting. If a motion is required to formalize a matter during a Board meeting then the matter should be proposed by a Board member and seconded by another. A formal vote may then be taken and members can either vote for, against, or abstain. The majority vote defined by the Articles of the Association will prevail.

4.4 Decisions of the Board taken by email or conference calls must be properly documented in the form of e-minutes. These e-minutes must be circulated to all members of the Board.

4.5 Board Members cannot delegate their votes by proxy to another Board Member.

4.6 The purpose of the Board Meeting Minutes are to keep track of decisions and items that require action. It is a historical record of short and long term planning and is a tool to be used by the Board to understand the progression that has been made. The Minutes also provide for scrutiny or due diligence that the Board is carrying out its duties. The Minutes should be concise and summarise the major points and not have full transcripts or include personal observations and comments.

5. Working Groups

5.1 An important part of the structure of IELA consists of Working Groups, established by the Board.

5.2 The Working Groups organise themselves, except for the Chairperson who is appointed by the Board. The Chairperson appoints two Vice-Chairpersons.

5.3 The Chairperson will be assisted by a designated member of the Board.

5.4 Duties and responsibilities of the Working Group and the Chairperson are stipulated in the relevant guidelines and job descriptions.

5.5. Each member of the Membership Working Group must sign a non disclosure agreement before they start their duties.

5.6. Only one employee from a Member company may join the Membership Working Group.

6. Guidelines and Job Descriptions

6.1 The Board issues the appropriate guidelines and job descriptions which shall constitute recommendations and task definitions for the elected or appointed officers.

6.2 The purpose of these guidelines and job descriptions are to provide those acting on behalf of IELA with a sense of direction, to ensure actions and decisions are in continuity with previous processes whilst taking into account the Articles of Association.

6.3 The Board may modify at any time the guidelines and job descriptions.

7. Standards of Performance and Surveys

7.1 IELA maintains a stringent catalogue of Standards of Performance the purpose of which is to achieve compliance with the goals of the Association.

All members of IELA, irrespective of their membership category, adhere to the IELA Member Code of Conduct in its current form (see appendix A).

The members take furthermore note that IELA strongly encourages its members to incorporate the standards regulated in the Power-Up Mission Statement (see appendix B) into their policies, procedures and programmes.

7.2 The IELA surveys are the key tool to monitor and guarantee that IELA members are in compliance with these standards.

7.3 The participation in the IELA surveys is highly recommended for all IELA members (except for associate and honorary members).

7.4 Failure to comply with the Standards of Performance and failure to respond to the surveys may be considered as conduct contrary to the purpose of IELA.

8. Awards.

8.1. An IELA Member that has failed to participate in the IELA surveys is not eligible to win any award.

9. Secretariat

9.1 The Board appoints an external service provider, called “the Secretariat”.

9.2 The tasks assigned to the Secretariat are outlined in a contract. The Board determines the remuneration of the Secretariat.

9.3 If any additional services to those specified in the contract are needed, the Secretariat must provide a quote which must be accepted by the Board prior to the performance of such additional services.

9.4 The Secretariat reports to the Board only.