

Articles of Incorporation (Aol) for the Association of Global Event Suppliers(AGES)

A) Preliminaries

Article 1 Name

The Association shall exist under the name of Association of Global Event Suppliers (hereinafter called "AGES") in accordance to article 60 et seq. of the Swiss Civil Code (SCC).

Article 2 Formation, Domicile and Fiscal Year

- 2.1 AGES was founded on June 24, 2014 in Geneva, Switzerland and the domicile is Bern, Switzerland.
- 2.2 The fiscal year starts January 1st and ends December 31st. The first fiscal year will end on December 31, 2014.

Article 3 Purpose and Objectives

- 3.1 The purpose of the Association of Global Event Suppliers is to build up awareness for the particularities of the industry and to promote and defend the interests of its members in the international event marketplace through the label of AGES.

AGES shall become a cohesive and powerful voice and offer appropriate standardized tools to the members as well as to relevant governmental bodies and local Organizing Committees to enable a cost efficient implementation and use of such works or services.

- 3.2 The main objectives of the Association of Global Event Suppliers is to represent the members, being globally operating contractors and suppliers of goods and services to the international event industry and support them in their development and implementation of their international activities and projects.

The Association will endeavor, through its services and relationship to governmental organization and organizing committees of large international events to improve and ease the business performance of its members.

Furthermore the Association will support education and knowledge transfer to contribute to improve quality and safety levels in markets with a less developed event supplier industry. For such reason the Association will also be open to reputable national market leaders.

The objectives of the Associations are as stipulated in the Mission Statement of AGES.

- 3.3 AGES is a none-profit-making organization.
- 3.4 AGES and its members adhere to fair business practice and will not undertake actions to prevent competitive pricing on the market.

Article 4 Organizational bodies

The organizational bodies of the Association are:

- a) The General Assembly
- b) The Board
- c) The Statutory Auditor

B) Membership

Article 5 Categories of Membership

- 5.1 AGES is reserved for leading, internationally active suppliers and contractors of goods, services and works to international events, summarized in generic terms as overlay works. This comprises all types of temporary infrastructures and technical services required to host such events.
- 5.2 The members shall be leading international providers of at least one works category, who can demonstrate professional services, fair dealing and good reputation. The members shall fulfil the requirements as defined in the Rules and Regulations of AGES.
- 5.3 The business of each member shall be run by a fully responsible and respectable management team adhering to international code of business practice.
- 5.4 AGES distinguished following categories of membership, being
 - a) Member (with voting right). Only available to companies fulfilling all criteria's of membership approval.
 - b) Associated Members (without voting rights). Available to persons, firms and corporations who are engaged in the trade but who do not completely qualify as full member.
 - c) Honorary Members (without voting rights). Available to persons, firms and corporations who have specifically supported AGES in achieving its goals.

Article 6 Application for membership

- 6.1 The application for membership shall be made to the Association in writing on the form prescribed for such purpose and shall be signed by the applicant. The forms are available via the official website of AGES www.ages.international.
- 6.2 The application shall be as per the Application Form and contain the signed undertaking by the applicant, if elected and at all times whilst a member, to observe and comply with the Articles of Incorporation and the Code of Ethics and Professional Conduct of AGES. The application shall also contain the recommendation by at least one existing member of AGES or by a member of the board.
- 6.3 Membership is granted by the Board in accordance to the Rules and Regulations of AGES.

Article 7 Rights of the members

7.1 The Members have following rights:

- Can convoke and participate at General Assemblies in order to exercise their electoral rights and the right to vote according to the Articles of Incorporation
- Have the right to vote and to participate to elections. Every member has one vote.
- To be informed via the official website about important information concerning AGES and to be invited to all activities initiated, patronized or organized by AGES.
- Subject to such regulations as the Association may from time to time adopt, Members may describe themselves as members of AGES and use the insignia in trade literature and communication.

7.2 The Associated and Honorary Members have following rights:

- to receive general information and to describe themselves as associated or honorary members of AGES, without using the insignia.

Article 8 Termination of membership

The members can terminate their membership in writing with a notice period of six months to the end of the fiscal year.

Article 9 Exclusion of membership

The membership of the Association shall cease if:

- a) A member being a corporation enters a voluntary arrangement with creditors, is placed in administration, receivership, or liquidation
- b) A member is more than three months in arrears with payment of the annual subscription. Reinstatement will be at discretion of the board
- c) The Board determines that the Member no longer holds the qualifications required for Membership

Upon termination of membership the member will lose all rights and privileges as well as duties and fees paid to AGES.

C) The General Assembly

Article 10 Annual General Meeting

The Annual General Meeting, hereinafter called the General Assembly (GA) is the highest authority of AGES. The GA is held once a year, within 6 months after year-end closing of the fiscal year.

Article 11 Duties of General Assembly

The General Assembly has the following duties:

- a) Acceptance of the minutes of the last GA and the report of the Board
- b) Acceptance of the financial statements with the report of the statutory auditors
- c) Election and recall of the members of the Board and its chairman and the statutory auditor
- d) Acceptance of the membership fees and the budget for the new period
- e) Amendment of the Articles of Incorporation
- f) Acknowledgement of Mission Statement, Action Plan and Rules and Regulations
- g) Any other decision

Article 12 Extraordinary General Assembly

- 12.1 An extraordinary General Assembly can be called in at any time by the board.
- 12.2 The Board has the obligation to call for such extraordinary General Assembly if requested to do so by 1/5 of the members. The ordinary terms for convening the extraordinary General Assembly shall apply.

Article 13 Resolutions of General Assembly

- 13.1 Votes shall be adopted by a majority of represented votes. In case of a tie, the President or, in his absence, the member of the Board presiding the GA shall have the deciding vote. Proxy votes are only accepted if received in writing prior to commencing the GA.
- 13.2 For elections, an absolute majority (50%, plus one vote) shall be needed for the first ballot. From the second ballot on the simple majority is enough. The dice decide in case of a tie.
- 13.3 For meetings where members are physically present, votes and elections shall be done openly. A secret ballot shall be carried out only if the majority of present members ask for it.
- 13.4 For amendments of the Articles of Incorporations two thirds (2/3) of the present members are required.

Article 14 Convening a General Assembly

- 14.1 The Board shall publish the agenda and the location at least 15 days prior to the General Assembly on the official website www.ages.international.
- 14.2 Requests by the members shall be communicated to the Chairman of the Board with a written and accurate description of the request minimum 30 days prior to the date of the General Assembly.
- 14.3 The members will receive an invitation form by electronic mail which they will have to fill in and send back to the Chairman of the Board at least 10 days prior to the General Assembly.

D) The Board

Article 15 Composition of the Board

The Board consist of three to five members and is chaired by the Chairman. The Board constitute himself with the exception of the Chairman, who is elected by the General Assembly.

Article 16 Election and Re-election

- 16.1 The members of the Board are appointed for a period of three years. Re-election is possible.
- 16.2 If a vacancy occurs during the election period, the board will decide about the replacement, if necessary.

Article 17 Duties of the Board

The Board is responsible for the management of the Association and the implementation of the decision of the General Assembly. The Board has the following duties:

- a) Issues a activity report to the General Assembly and prepares the annual General Meeting
- b) Represents the Association towards third parties
- c) Develops a strategy with a Mission Statement and implements the Action Plan
- d) Assigns the general management and administrative tasks of AGES to a management team or corporations taking over such responsibilities
- e) Appoints, instructs and supervise persons or corporations (mandates) required to achieve the action plan as introduced to the General Assembly, or defined by the Board
- f) Issue appropriate Rules and Regulations and the Action Plan
- g) Acquisition, Evaluation and Acceptance of new members as well as exclusions of existing members
- h) Decides about anything that is not in the competences of the General Assembly or of any other organizational body

Article 18 Chairman

The Chairman of the Board has the following specific duties:

- a) Prepares and organizes Board meeting and the General Assembly meeting and informs the members accordingly
- b) Acts as point of contact for the internal or external communication of AGES
- c) Carries out all tasks as per the instruction by the Board and is responsible to lead the appointed managers or corporations, if necessary

Article 19 Meetings and Resolutions of the Board

- 19.1 The Board meets twice a year or as often as needed on request of the Chairman. Meetings can also take place by telephone or video conferences.
- 19.2 Every member of the Board has one vote.
- 19.3 The presence of the absolute majority of the elected members of the Board shall constitute a quorum. Resolutions shall be adopted by a majority of the present members.
- 19.4 In case of a tie, the Chairman or, in his absence the member of the Board presiding the meeting shall have the decisive vote. Proxy votes are not allowed.

Article 20 Remuneration and Expenses

The remuneration and expenses for the Board and the Chairman is set forth in the Rules and Regulations.

Article 21 Signatory Power

The members of the Board shall each be authorized to sign with a collective signature for two.

E) Statutory Auditors

Article 22 Eligibility

Any person having the knowledge to act as Statutory Auditor can be elected for a three year term. Re-election is possible. The Statutory Auditor can also be a member.

Article 22 Duties of the Statutory Auditors

The duties of the Statutory Auditors are to review and examine the financial statements and to report about the findings to the General Assembly in writing. This examination can be done at any time.

Article 24 Remuneration and Expenses

The work of the Statutory Auditors can be remunerated, if deemed necessary. The Board defines the contractual terms in the Rules and Regulations.

F) Finance

Article 25 Income

The income of AGES can consist of membership fees, sponsorships, grants, donations and other non-commercial sources and/or commercial activities in order to support the aim of AGES.

Article 26 Costs

The cost generated by the services and activities of AGES shall be as budgeted. Extraordinary costs shall be approved by the Board.

G) General Conditions

Article 27 Liability

- 27.1 AGES shall be accountable for covering its liabilities solely with its own possessions. The personal liability of the members is restricted to the amount of the membership fees. Any further personal liability of members is excluded.
- 27.2 The members accept that AGES will not be liable, or made liable, for any conflicts or damages which may arise out the use or interpretation of documents, standards, templates, recommendations issued or published by AGES.

Article 28 Dispute Resolution

The members and officers of AGES shall commit themselves to make their best effort to amicably resolve any potential dispute concerning the interpretation of these Articles of Incorporation or any other conflict related to AGES.

Article 29 Dissolution

- 29.1 The dissolution can only be carried out at an extraordinary General Assembly which was called in only for this reason.
- 29.2 The dissolution is decided if two third (2/3) of the present members have voted for the dissolution.
- 29.3 In case of a dissolution, the Association shall be liquidated by the last Statutory Auditor. If upon the winding up or dissolution there remains any asset surplus it shall be allocated to the members based on their voting rights at the last General Assembly.

Article 30 Language

All correspondence and communication with AGES shall be in English only.

Article 31 Final Provisions and applicable legislation

- 31.1 These Articles of Incorporation were approved at the ordinary General Assembly on June 24, 2014 and shall enter into force the same day. Amendments as approved by the General Assembly shall be identified as a revision, indicating the year of the revision.
- 31.2 Swiss law shall be applicable, place of jurisdiction shall be Bern, Switzerland.

Association of Global Event Suppliers

Bern, March 1, 2016



Daniel Cordey
Chairman



Hans Verhoeven
Deputy