

International BEM Association



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1 Name and location

The name of the Association is "International BEM Association", also referred to as "IBEM" in an abbreviated form.

It was founded on May 26th of 2017 as an international non-profit Association, subject to and in accordance with the Swiss law, precisely Art. 60 et seq. of the ZGB, the Swiss Civil Code.

The registered office of the Association is located am Eckrainweg 6 in 4463 Buus, Switzerland.

2 Objectives and tasks

2a Objectives

The objective of the Association is to develop and promote the freely accessible Business Evolution Management Framework (BEM).

Thereby it aims to provide businesses and business managers with a Business Framework for effective and efficient coping with management tasks in established as well as young companies. At the same time, it strives to continuously improve and sustainably develop the BEM Framework.

The Association encourages and controls service providers, makes available and keeps register of a sustainable certification and academy environment.

The Association is survivable, self-financed and non-profit-oriented.

The International BEM Association is party-politically and denominationally neutral.

2b Tasks

- 1.) Providing and maintaining information about the BEM Framework, learning and education material, test and certification documents as well as quality assurance and scientific presence.
- 2.) Managing events and communication for promotional purposes as well as further education, both internally and externally.
- 3.) Creating a sustainable certification standard for the BEM Framework for both participants and service providers.
- 4.) Securing brand and image rights on behalf of the International BEM Association

3 Membership

3a Admission of new members

Persons handing in a written request for membership are granted temporary admission instantly by the decision of the board of the Association. The final admission occurs through a general assembly meeting.

In case the board of the Association denies a temporary admission the applicant can dispute the decision towards the general assembly meeting within 30 days after notification.

The board of the association and the general assembly meeting decide about a membership request at their own discretion and are not obliged to communicate the reason for denying an application.

3b Service providers

After certification has taken place, service providers are entitled to show the logo of the Association to prove their membership and show their support through the International BEM Association.

Any usage of the Association logo in other contexts is not permitted.

3c Members

Members of the International BEM Association can be either natural or legal persons.

3d Honorary members

Members can be elected as honorary members of the International BEM Association for life in special recognition of extraordinary merits towards the Association and its objectives.

Honorary members are entitled to act as service providers during the period of their membership and are freed of all their contribution obligations. Furthermore, honorary members are equated to any other members.

3e Resignation

Resignation is possible at the end of every membership year and has to be requested minimum two months in advance by handing in a written resignation declaration to the board of the Association. All obligations towards the Association for the present membership year must be fulfilled.

Furthermore, membership expires if the membership fee is not paid or

1. concerning natural persons: By resignation, exclusion or death.
2. concerning legal persons: By resignation, exclusion or dissolution.

3f Exclusion

Members who severely violate statutes, regulations, resolutions or in any way act contradictorily to the interests of the International BEM Association or who have still not settled their membership fees within 2 months after the second written reminder was sent under threat of exclusion can be excluded from the Association as long as they are informed about the specific reason.

Before taking the decision, the board of the association must be given a chance to make a statement. The excluded member can dispute the decision towards the general assembly meeting within 30 days after notification. In this case the general assembly meeting will take the final decision about the exclusion.

4 Membership Fees

- a) Members who see themselves unable to pay their membership fees or any other fees related to the claiming of services provided by the Association can file an application requesting a release from their payment obligation. This regulation specifically applies to school and university students. The board of the Association will decide about such a matter.
- b) Membership fees must be settled latest until the next general assembly meeting.
- c) The Association shall be free to charge additional fees for its services, if the earning is being used for covering costs or for purchasing meaningful procurements.
- d) Donations of any kind are to be accepted and are available to be used in concordance with the interests and objectives of the International BEM Association.
- e) The Association is entitled to acquire and possess real estate both nationally and internationally.

The Association can freely dispose of any revenues from sales of assets of this kind.

- f) The Association shall be free to use recourses towards projects and institutions which, although they do not directly serve the Association's purpose, are related to the Association's context and are considered meaningful.

5 Organs of the Association

- a. the ordinary general assembly meeting
- b. the extraordinary general assembly meeting
- b. the board of the Association
- c. the auditors

5a Ordinary general assembly meeting

The general assembly meeting is the supreme governing body of the Association. The ordinary general assembly meeting takes place annually until the end of June. Members receive a written invitation incl. agenda latest 3 weeks before the ordinary general assembly meeting takes place. The invitation letter is deemed received as soon as it has been sent to the most recent address which the member has notified the International BEM Association about.

The chairman of the meeting shall notify the members about changes and additions to the agenda at the beginning of the general assembly meeting. The general assembly meeting may take a final decision on applications for an addition to the agenda submitted during the meeting.

Tasks of the ordinary general assembly meeting:

1. Approval of the protocol of the last general assembly meeting
2. Approval of the annual report
3. Approval of the financial report, audit report and the audit committee
4. Granting discharge to the board of the Association, the scientific committee of the Association, treasurer, audit committee and panels
5. Final admission of members
6. Information about the budget for the current year
7. Determination of admission and annual fee for members and service providers for the upcoming year
8. Elections:
 - board of the Association
 - treasurer
 - council of experts
 - auditors

- members of the audit committee
- 9. Processing of applications:
 - by the scientific committee and the board of the Association
 - by members
- 10. Program for actions and certifications
- 11. Determination of and changes in statutes of the Association
- 12. Electing honorary members
- 13. Determination of membership fees
- 14. Processing exclusion recourses
- 15. Complaints against executive bodies, decisions on the objection of a member against his/her exclusion ruled by the board or denying of a temporary membership admission made by the board of the Association

In the general assembly meeting every “active” and honorary member has the right to vote. Resolutions are approved by a simple majority. “Passive” members are invited to the ordinary general assembly meeting but do not have the right to vote.

5b Extraordinary general assembly meeting

The board of the Association is entitled to convene an extraordinary general assembly meeting at any time. If one fifth of the members requests an extraordinary general assembly meeting, either in written form or electronically and with a reasoning and objective, the board of the Association has to conduct the requested extraordinary general assembly meeting within 3 months after the request was received.

5c Applications by members

Applications concerning the general assembly are to be submitted to the president with all necessary signatures and substantiated proposals minimum 14 days in advance of the general assembly meeting.

5d Quorum requirements, voting process, contestation

Every general assembly meeting as established by the statutes is quorate. It decides with simple majority of the present members who are entitled to vote, as long as the statutes do not state otherwise.

Participation in the general assembly meeting is also possible via electronic transmission (“remote general assembly meeting”) if physical presence is not given. Application for electronic participation must be issued towards the board of the Association latest 20 days in advance of the assembly. The board of the Association is responsible for assuring that all technical requirements for electronic voting (by simultaneous visually and acoustically transmission) in the place of the assembly are met. Electronic participation is only considered valid if the member can be clearly identified. An

electronically given vote is to be shown separately in the protocol.

The board of the Association can request an electronic, entirely remote general assembly meeting instead of a general assembly meeting in person. Such a remote assembly is only valid if agreed upon by all board members of the Association. The board of the Association determines the mode of the general assembly meeting in the invitation.

A general assembly meeting in person can also be substituted by a ballot strike (majority resolutions on matters of substance in written form). In this case, only recorded valid votes are taken into consideration in determining the required quorum. Electronic voting is valid if the voter(s) can clearly be identified.

A two-third majority by all members present and eligible to vote is required to be elected to the council of experts. The election of the auditor and to be elected into the audit committee requires a simple majority in the first or a relative majority by all members present and eligible to vote in the second election round.

The general assembly takes decisions by open vote in all cases, unless it decides to conduct a secret vote. A secret vote can be requested by any member eligible to vote and needs to be agreed upon by one third of all present and eligible members. In case of a remote or virtual general assembly the board of the Association is responsible for providing an electronic possibility for a secret voting.

Every member can contest resolutions which violate the law or the Association's statutes within 30 days of notification through a judicial procedure.

5e Voting rights, casting vote of the chairman, election by lot

Every member is entitled to one vote at the general assembly meeting. The voting right can be transferred to another member through a written authorization. Such an authorization is only valid for the one general assembly meeting it was issued for. One member can only represent 20 voting rights in addition to his/her own. In the event of a tie in property business matters, the chairman of the meeting (president, vice-president or elected conference-chairman) has the casting vote, whereas in an election the final decision is taken by lot.

5f Passive voting right

Holding double roles in the Association's board, council of experts, as auditor or in the audit committee is invalid. Per judicial person only one person can occupy a position in the Association's board, council of experts or audit committee. Persons who execute paid tasks within the Association are excluded from holding a passive right to vote.

5g Ranks in the board of the Association

The board of the Association consists of minimum two persons, namely one president and one vice-president, the actuary, the treasurer and two assessors. The position of the treasurer can also be occupied by a person of the Association's board who is already holding another role.

The board of the Association represents the Association's interests and manages its current businesses. The board shall be taken in account for following and irrevocable responsibilities. These responsibilities are to be divided between the board members of the Association. Each responsibility shall be managed one single person and binding for all.

5h Election process and term of office

The term of office for the board of the Association is two years. Re-election is valid. The president, the vice-president, the actuary, the treasurer and the two assessors are elected by the council of experts. The election requires a simple majority by the present members of the council of experts.

Only members of the Association can be elected as board members. Board members instantly lose their role in the board when their membership in the Association ends. In case of a by-election the newly elected board member completes the term of office of his/her predecessor. Every even numbered year the president, the actuary and the first assessor are to be elected, in uneven numbered years the vice-president, treasurer and the second assessor are elected.

5i Businesses of the board of the Association

The board of the Association is responsible for managing the Association's businesses in concordance with law and the Association's statutes.

The board's tasks include in particular:

1. Outside representation of the IBEM
2. Preparation of businesses and of the general assembly meeting
3. Conduction of resolutions made by the general assembly meeting
4. Filling in roles and vacant positions in committees without relevant decision-making powers for special tasks
5. Request of budgets for the council of experts
6. Creation of the annual financial report
7. Decision making on temporary admission and exclusion of members
8. Decision making in any other matters of importance when requested by the board of the Association

The board of the Association determines the rules of procedure and uses it to manage its tasks and division of roles. The board of the Association creates an annual report about its activities.

5k Convening, protocol

Meetings are convened by the president of the board of the Association, whenever businesses require a meeting. Every board member can demand the convening of a meeting. In this case the meeting shall be conducted within the next three weeks. The board of the Association documents the minutes of resolutions. When requested by the president or a board member, fallen votes are summarized.

5l Quorum, decisions by the president, circular resolutions, consultation and resolutions

The board of the Association is quorate when minimum four of its members are present. The chairman can conduct a circular method. A circular resolution is only valid if agreed upon by all board members.

The board of the Association strives for consent in decisions. It decides based on the majority of votes of present board members. In case of a tie, the president has got the casting vote. The voting may be conducted secretly if one board member requests so. Every board member is entitled to document a minority opinion in the protocol.

5l Signatory rules (bank and ordinary businesses)

The board members conduct legally binding signatures as a collective of two persons. Signatures are required from both the president (or represented by the vice-president) and another board member of the Association.

5m Presidium

The president manages general assembly meetings of the Association and its board. He supervises IBEM's activities in concordance with resolutions agreed upon in either a general assembly or a board members meeting. He represents the Association to the outside and is concerned with acting upon strategy resolutions.

5n Treasurer

The treasurer is responsible for managing the Association's assets and carrying out the entire accounting. In order to conduct legally binding signatures, he requires the signature of another board member in addition to his own.

5o Scientific BEM committee

The scientific BEM committee consists of three members. They organize themselves and elect a chairman from their own rows. The chairman of the council of experts manages the meetings of the committee. He supervises and coordinates the activities in concordance with the resolutions made by the council of experts and his/her role description. He files the report about his committee's activities.

In case the chairman is not able to, the responsibility is shifted to another member of the committee which the chairman has chosen.

5p Term of office of the scientific BEM committee

The term of office of the scientific BEM committee is two years. Re-election is valid. The chairman of the committee is to be elected directly by the members of the council of experts itself. Only members of the Association are eligible to be elected into the scientific BEM committee.

Membership in the committee ends automatically when the person is no longer a member of the Association. In case of a by-election the newly elected committee member completes the term of office of his/her predecessor. Every even numbered year the president, the actuary and the first assessor are to be elected, in uneven numbered years the vice-president, treasurer and the second assessor are elected.

5q Businesses of the scientific BEM committee

The scientific BEM committee is responsible for managing the Association's businesses in concordance with law and the Association's statutes.

The committee's tasks include in particular:

1. Strategy, management and implementation of scientific improvements of the Business Evolution Management (BEM) Framework
2. Strategy, management and realisation of the BEM Academy and its certification conditions
3. Strategy, management and implementation of basic conditions for assuring a fundament on which service providers can render their services sustainably in the market in concordance with the IBEM Association.
4. Election of the board members and filling of positions of chairman ranks
5. Budgeting of the international BEM Association:
Negotiation (considering the members' opinions), creation, reasoning and resolution
6. Acceptance of the annual financial report
7. Realisation of resolutions of the general assembly meeting
8. Definition of the application process for project costs
9. Content review of project proposals
10. Control of approved projects;

The scientific BEM committee determines the rules of procedure and uses it to manage its tasks and division of roles.

5r Convening and protocol the scientific BEM committee

Meetings are convened by the chairman of the scientific BEM committee, whenever businesses require a meeting. Every committee member can demand the convening of a meeting. In this case the meeting shall be conducted within the next three weeks. The scientific BEM committee documents the minutes of resolutions. When requested by the president or a board member, fallen votes are summarized.

5s Quorum, decisions by the chairman, circular resolutions, consultation and resolutions

The scientific BEM committee is quorate when minimum two thirds of its members are present. The chairman can conduct a circular method. A circular resolution is only valid if agreed upon by all members of the scientific BEM committee.

The scientific BEM committee strives for consent in decisions. It decides based on the majority of votes of present committee members. In case of a tie, the chairman has got the casting vote. The voting may be conducted secretly if one committee member requests so. Every committee member is entitled to document a minority opinion in the protocol.

5t Signatory rules of the council of experts

The committee members conduct legally binding signatures as a collective of two persons. Signatures are required from both the chairman and another member of the scientific BEM committee.

5u Term of office of the scientific BEM committee

The term of office of the scientific BEM committee is two years. Re-election is valid. The chairman of the committee is to be elected directly by the members of the council of experts itself. Only members of the association are eligible to be elected into the scientific BEM committee. Membership in the committee ends automatically when the person is no longer a member of the association. In case of a by-election the newly elected committee member completes the term of office of his/her predecessor. Every even numbered year the president, the actuary and the first assessor are to be elected, in uneven numbered years the vice-president, treasurer and the second assessor are elected.

The general assembly meeting elects two members of the association as auditor and substitute auditor for a term of office of one year.

The general assembly meeting can decide on forgoing the conduction of a limited audit of the following societal year.

The auditors control the accounting, files a written report to the general assembly meeting and requests granting or denying discharge of the treasurer and the board members of the association.

5v Marketing committee

The council of experts and the board of the association can employ consulting committees or individuals employ consulting committees or individuals without decision-making authority for special tasks.

Finances

6a Business and membership year

The business year equals the calendar year.

The membership year does not equal the calendar year. It depends on each individual member and begins on the date the board of the association decides on the written request for membership admission.

6b Funds of the association

The International BEM Association raises its funds through:

- Membership admission fees
- Annual membership fees
- Revenues from course fees from service providers
- Revenues from events
- Interest rates
- Donations and other incomes

Admission fees and annual membership fees are determined by the general assembly meeting. Raises of fees are instantly valid for all invoices issued after the raise. The board of the association can waive or decrease contribution fees in special cases.

The expenses of the association are determined when the budget is determined as well. The budget features exact amounts committed to a specific business. The council of experts proposes a and decides on the height of the budget. In advance surveying of the members on project proposals (in personal or electronically) may be assured. Budget requests are to be formally checked by the treasurer.

The association is obligated to verify expenses of more than 5,000 CHF through a collective signature of two persons. Signatures in this case are required from both the president and another board member of the association. Expenses that do not exceed this amount are only verified by one signature of a board member.

The association entitles the president, vice-president and the treasurer to manage all of the association's transactions and assets only with their own signature.

6c Budget overruns

The board of the association can in special cases decide on budget overruns of maximum 5% of the total amount of the budget.

6d Compensation

Association, board and auditor committee's members can be granted a compensation. This has to be determined in the budget.

6d Sole liability through the association's funds and assets

Liable for the International BEM Association's commitments is solely the assets of the association. Individual members' personal liability is excluded. Members are only responsible for paying the admission and annual membership fees.

6 Final clauses

8a Statutory bindings

The association's statutes must be visibly communicated to all members. By becoming a member, a person acknowledges these statutes and is committed to fulfil resolutions and follow policies issued by the responsible bodies of the association.

8b Alterations of the statutes

Only the general assembly meeting, ordinary or extraordinary, is authorised to change the statutes of the association. Any such change must be agreed by a two-thirds majority of present members.

8b Dissolution of the association

The dissolution of the International BEM Association may be decided only by an extraordinary general assembly meeting specifically convened on this matter. In such a meeting, a quorum will exist if two-thirds of all members are present. Any resolution for dissolution must be carried by at least 75% of the total number of valid votes.

If not two-thirds of all eligible members are present at such a meeting, another extraordinary general assembly meeting has to be scheduled 30 days in the future. Any resolution for dissolution must be carried by at least 80% of the total number of valid votes in this second meeting.

If the extraordinary general assembly meeting does not resolve otherwise, president and treasurer act jointly as representatives in the liquidation process. All assets left after end of the liquidation process fall to a charity organisation which the extraordinary general assembly meeting chooses.

Mentioned regulations also come to action when the association is dissolved for another reason or loses its legal capacity.

Fusions do not equal the dissolution of the association.

7 Place of jurisdiction

The place of jurisdiction in the matter of any disputes regarding membership is the location of the association.

8 Entry into force

The statutes were approved by the general assembly meeting on May 26th of 2017 and enter into force instantly.

The actuary: t

he president:

Erich Althaus

Thomas Kistler

Alterations approved on:

- no alterations