



## CHARTER

### INTERNATIONALLY UNITED COMMERCIAL AGENTS AND BROKERS (IUCAB)

The Internationally United Commercial Agents and Brokers (IUCAB) was established on 21<sup>st</sup> September 1953 on a charter agreed between the associations of commercial agents and brokers of Belgium, Germany, France, The Netherlands, Switzerland and the members of the Nordic Federation (Denmark, Finland, Norway and Sweden).

The present revised charter (hereinafter, the “Charter”) was agreed by the Conference of Delegates in Malaga on the 19<sup>th</sup> of May 2016.

The following organisations were members of IUCAB at the time of the agreement on this revised Charter:

#### FULL MEMBERS

- Bundesgremium der Handelsagenten (Austria)
- Union Belge des Agents Commerciaux (Belgium)
- Cyprus Commercial Representatives Association (Cyprus)
- Association of Commercial Agents of Denmark (Denmark)
- Finnish Foreign Trade Agents’ Federation (Finland)
- Alliance Professionnelle des Agents Commerciaux (France)
- Fédération Nationale des Agents Commerciaux et Mandataires (France)
- Centralvereinigung Deutscher Wirtschaftsverbände für Handelsvermittlung und Vertrieb (Germany)
- The Federation of Independent Commercial Agents and Brokers (Greece)
- The Manufacturers’ Agents’ Association (Great Britain and Ireland)
- Unione Sindicati Agenti Rappresentanti di Commercio Italiani (Italy)
- Verbond van Nederlandse Handelsagenten en Importeurs (The Netherlands)
- Virke, Federation of Norwegian Enterprises (Norway)
- Consejo General de Agentes Comerciales de España (Spain)
- Association of Trade Partners Sweden (Sweden)
- Verband Kaufmännischer Agenten der Schweiz (Switzerland)
- Slovenian association of commercial agents ZTAS (Slovenia)

#### AFFILIATE MEMBERS

- Manufacturers’ Agents National Association (USA)

## I. NAME AND SEAT

### Article 1

The Internationally United Commercial Agents and Brokers, Internationale Union der Handelsvertreter und Handelsmakler, Union Internationale des Agents Commerciaux et Courtiers, also to be referred to as “IUCAB”, is formed of federations or associations of independent commercial agents and brokers, as provided for by Article 4 that follows (further also to be referred to as the “Members”).



## **Article 2**

The place of the seat of IUCAB is the same as the seat of the Secretary General (see Art. 18).

## **II. AIM AND TASK**

### **Article 3**

IUCAB's aim is to uphold the freedom and sound development of international trade, to protect and promote the common interests of the commercial agents and brokers and of distributors of all countries and to strengthen the position of the commercial agents and brokers and of distributors as independent business persons. IUCAB will also take part in the activities of other international organisations.

Together with the national federations and associations, IUCAB will undertake the activities that serve this purpose.

IUCAB is neutral as to politics and religion.

## **III. MEMBERSHIP**

### **Article 4**

Such federations and associations are entitled to membership of IUCAB, who deal with the protection and promotion of the interests of the self-employed commercial agents and brokers. The Conference of Delegates decides on the admission of a member. In cases where a member federation or association is accepting membership of employment or salaried agents, it is for the Conference of Delegates to decide whether the federation or association may be considered sufficiently independent of those salaried or employed agents to qualify for continued membership of IUCAB. This is also applicable when a federation or association of such nature applies for membership of IUCAB.

### **Article 5**

- a. In a country where several federations or associations of commercial agents are established, if one of these federations or associations is already a Member of IUCAB, before the new membership is accepted; the aspiring Member shall provide to IUCAB all information proving that its suitability is at least equivalent to that of any existing Member of IUCAB.
- b. Admission as a Member has to be approved by the Conference of Delegates of IUCAB with a  $\frac{3}{4}$  Majority of votes (as hereinafter defined in Art. 11).

### **Article 6**

Members of IUCAB may be Full Members or Affiliate Members.

Full Members are entitled to all rights and powers established by the present Charter and by virtue of being a Member of IUCAB, without exception.



Affiliate Members are not entitled to any voting rights. They are allowed to attend the Conference of Delegates, but are not entitled to step in. They are entitled to attend any working group or meeting organized by IUCAB and to receive the same services and/or support that IUCAB may decide to organise for its Members, subject to the discretion of the Executive Committee.

All Members of IUCAB are encouraged to make use of the IUCAB logo in their correspondence, on their websites, in their offices and in their marketing activities or external communications. The IUCAB logo must be used appropriately, so as to be adequately visible. Any use of the IUCAB logo must cease immediately at the time of termination of IUCAB membership, without exception.

Individual commercial agents and brokers from countries not represented in IUCAB by membership of an association or federation are entitled to a membership as Affiliate Members only.

National and international organisations who wish to take part in IUCAB activities or to develop a close contact with IUCAB can be accepted as Affiliate Members.

### **Article 7**

Termination of membership:

- a. By resignation, at the end of a calendar year, when notice thereof is given by registered letter, which must have reached IUCAB by 30<sup>th</sup> June at the latest;
- b. By exclusion for non-payment of subscription fees, which can be decided upon by the Conference of Delegates when the federation or association is in arrears with its subscription payments by at least one year with a  $\frac{3}{4}$  Majority of votes (as hereinafter defined in Art. 11);
- c. By exclusion for a breach of the principles or aims of IUCAB, which can be decided upon by the Conference of Delegates with a  $\frac{3}{4}$  Majority of votes (as hereinafter defined in Art. 11);
- d. When notice has been given to resign or when a Member is excluded, this does not affect the Member's obligation to pay the subscription fee for the current year;
- e. When the membership terminates, for any reason, the former Member forfeits all of its membership rights.

## **IV. FINANCIAL YEAR AND SUBSCRIPTION**

### **Article 8**

The financial year runs from 1<sup>st</sup> January up to and including 31<sup>st</sup> December.

### **Article 9**

Every Member shall pay a subscription, the amount of which has to be related to the number of its own membership, according to the criteria decided each year by the Conference of Delegates with a simple Majority of votes (as hereinafter defined in Art. 11).



The subscription must be different for Full Members and for Affiliate Members.

A  $\frac{3}{4}$  Majority of votes (as hereinafter defined in Art. 11) at the Conference of Delegates is required for any change to subscriptions system described in previous paragraph of this Article 9.

Payment of the subscription fee for the current year must be made by the end of March of that year. Any Member who is late or not fully compliant with its duty to pay the subscription fee cannot exercise any of the rights to which the Member is entitled, including the right to vote and the right to step in at the Conference of Delegates. The exercise of all such rights will be suspended until the Member has resumed full compliance to its duties.

The Conference of Delegates also votes for the approval of the annual budget and the approval of the annual financial report which has to be decided with a simple Majority of votes (as hereinafter defined in Art. 11).

## **V. THE CONFERENCE OF DELEGATES**

### **Article 10**

The Conference of Delegates is the highest and governing body of IUCAB.

### **Article 11**

The Conference of Delegates is composed of the delegates of Full Members. Delegates of Affiliate Members are entitled to attend the Conference of Delegates, without any voting rights. They are allowed to actively participate in the discussion and to step in only if expressly authorised by the President.

Each Member can be represented by more than one delegate at the Conference of Delegates. Each Full Member has one vote. If a decision is required for which a Conference of Delegates cannot be convened, votes can be requested by letter or by certified e-mail.

If the Conference of Delegates is convened, the Majority of votes of Full Members (whatever it is, simple Majority or qualified Majority) shall always be calculated on the bases of the votes cast in person or by proxy (the “**Majority**”).

Decisions can be taken by the Conference of Delegates with a simple Majority unless a specified Majority is requested by the Charter.

Votes are expressed by a show of hands except if a secret ballot is required by a simple Majority.

A secret ballot is required for the President and Vice President elections, if there is more than one candidate.

### **Article 12**

The Conference of Delegates shall have an ordinary meeting once a year. At the written request of at least half of the Members, an extraordinary meeting of the Conference of Delegates shall be held. The items to be discussed must be named at the same time as the request is made.

The time and place of the meeting shall be decided by the President after consultation



with the Members.

The extraordinary meeting shall be convened within two months after receipt of the request and notice will be received by Members at least one month before the meeting.

### **Article 13**

The items proposed for the agenda by the Members should be received by the IUCAB Secretariat at least five weeks before the meeting date. The agenda of the meeting, including any proposals, must be sent to the Members at least two weeks before the meeting takes place.

No decision can be taken with regard to proposals of which the content has been essentially altered or with regard to proposals that have not been mentioned in the original agenda for the meeting. If a Member, which is not represented at a meeting, has notified its views on a proposal, these views must be laid before the Conference of Delegates.

### **Article 14**

At the ordinary Conference of Delegates, the following matters require attention:

1. Election of a secretary for the meeting;
2. Verifying that the meeting has been convened in accordance with the Charter;
3. Annual report from the President and Secretary General with the balance sheet for the last financial year and the budget of income and expenses for the coming year;
4. Setting the subscription fee;
5. Confirmation of the administration by the President and the Secretary General for the last financial year;
6. Election of the President (see Art.15);
7. Appointment of the Secretary General after hearing the Executive Committee (see Art. 18);
8. Election of Vice Presidents (see Art. 17);
9. The Delegates shall appoint two auditors who will examine the balance sheet for the last financial year and report to the Conference of Delegates about the results of the audit and recommendations;
10. Any other business;
11. Time and place for the next meeting.

## **VI. PRESIDENT / PRESIDUM / EXECUTIVE COMMITTEE**

### **Article 15 - President**

The President of IUCAB is elected by the Conference of Delegates for a three year term and can be re-elected.

After the third term, to be re-elected as President, a  $\frac{3}{4}$  Majority of votes by secret ballot is requested.

Unless the Conference of Delegates decides otherwise with a unanimous vote, any active business person who has attended at least three Conferences of Delegates as a delegate of a Full Member or as an observer in the Executive Committee can be elected President of IUCAB.



The task of the President is to represent IUCAB at all times, if not otherwise decided by the Conference of Delegates, and to organise and preside over the Conference of Delegates and other international conferences organised by IUCAB and the meetings of the Executive Committee.

Removal of the President is possible at any time by written request of  $\frac{3}{4}$  of the Vice Presidents, according to the rules provided by the two following paragraphs.

A first decision of removal must be approved by the Executive Committee with a majority vote of  $\frac{3}{4}$  of physically present Vice Presidents. In that instance, the vote of the President cannot be taken into consideration.

If a decision of removal is approved by the Executive Committee, the Conference of Delegates must be called as soon as possible by the Secretary General, in order to confirm or reject the removal. On this matter, the Conference of Delegates shall decide with a  $\frac{3}{4}$  Majority of votes. In the event that the removal is confirmed by the Conference of Delegates, a new President must be elected at the same Conference of Delegates.

#### **Article 16 - Presidium**

The Presidium of IUCAB shall consist of the Presidents of the member organisations. They shall be called members of the Presidium and may fulfil honorary functions and act as advisors to the Executive Committee.

#### **Article 17 - Executive Committee**

The Conference of Delegates shall also elect at most six Vice Presidents who, together with the President, constitute the Executive Committee.

The Executive Committee shall decide in which order they have to fulfil the task of President in the President's absence.

The Vice Presidents are elected for a three year period and can be re-elected.

After the third term, to be re-elected as Vice-President, a  $\frac{3}{4}$  Majority of votes by secret ballot is requested.

If a Vice President is elected President, a new Vice President may be elected by the Conference of Delegates.

Vice Presidents are elected for their personal skill and ability. However, Vice Presidents cannot be of the same Nationality.

Unless the Conference of Delegates decides otherwise any active business person who has attended at least three Conferences of Delegates as a delegate of a Full Member or as an observer in the Executive Committee, can be elected Vice President of IUCAB.

If a member of the Executive Committee resigns his office during the period for which he is elected, the next Conference of Delegates can elect a successor for a three year term.

The Vice Presidents will support the President with ideas about suitable purposes for studies and give assistance in his work fulfilling the aims of IUCAB.

Unless otherwise provided for by this Charter, decisions by the Executive Committee are



taken at the simple majority of votes cast. In the event of a tie, the President shall have the casting vote.

In the event of temporary unavailability, each Executive Committee member can give his right of vote to another Executive Committee member.

Any member of the Executive Committee who does not attend at least three consecutive meetings of the same Executive Committee without any valid excuse will be considered as resigning and may be replaced.

If more than four Vice Presidents resign, the whole Executive Committee will be considered as resigning. In that case, a Conference of Delegates shall be called as soon as possible by the Secretary General.

Removal of an Executive Committee member is possible at any time by a written request of  $\frac{2}{3}$  of the same Executive Committee. The removal is decided with a  $\frac{2}{3}$  majority vote of physically present Executive Committee members. In that instance, the vote of the member to be removed cannot be taken into consideration.

If a decision to remove is approved by the Executive Committee, the Conference of Delegates shall also decide on this matter, with a  $\frac{2}{3}$  Majority of votes. In the event that the removal is confirmed by the Conference of Delegates, a new member of the Executive Committee may be elected from the same Conference of Delegates.

## **VII. SECRETARY GENERAL**

### **Article 18**

The Conference of Delegates shall elect for a period of two years, with the approval of the Executive Committee, the Secretary General, who shall also act as Treasurer unless otherwise decided by the Conference of Delegates.

The task of the Secretary General is to maintain contact with Members and non-Members, to maintain the website of IUCAB, to support the President and the Executive Committee in their work for IUCAB; to budget for and deal with legal and economic transactions and ensure that correspondence to and from IUCAB is handled in the correct manner.

The Secretary General has to organize meetings of the Members' secretaries in preparation for the Conference of Delegates and to facilitate the conference.

Removal of the Secretary General is possible at any time by a written request of  $\frac{2}{3}$  of the members of the Executive Committee, in accordance with the rules provided by the two following paragraphs.

A first decision of removal has to be approved by the Executive Committee with a majority vote of  $\frac{2}{3}$  of physically present members of the Executive Committee.

If a decision to remove is approved by the Executive Committee, the Conference of Delegates must be called as soon as possible by the President, in order to confirm or reject the removal. On this matter, the Conference of Delegates shall decide with a  $\frac{2}{3}$  Majority of votes. In the event that the removal is confirmed by the Conference of Delegates, a new Secretary General must be elected from the same Conference of Delegates.



## **VIII. RULES OF PROCEDURE**

### **Article 19**

Matters which are not covered in the Charter will be dealt with by rules of procedure which are decided upon by the Executive Committee,

The official language used in the IUCAB organisation is English.

This Charter and all membership relationships are governed by the law in force in the same country as the seat of the Secretary General.

## **IX. ALTERATION OF CHARTER**

### **Article 20**

The Conference of Delegates can only decide upon an alteration of the Charter with a  $\frac{3}{4}$  Majority of votes at an ordinary annual meeting.

## **X. DISSOLUTION OF IUCAB**

### **Article 21**

The Conference of Delegates can only decide to dissolve IUCAB by a  $\frac{3}{4}$  Majority of votes. The decision must also be taken at two meetings of which at least one must be an ordinary annual meeting. A proposal for the dissolution of IUCAB, together with adequate reasons, must have reached the Members at least two months before the first voting is to take place. The Conference of Delegates which resolves the dissolution of IUCAB shall also, with the same majority, decide on the disposal of any assets.