

By-laws
International Colour Association –
Multidisciplinary Association in the field of Colour,
Multidisziplinäre Vereinigung auf dem Gebiet der Farben

1. Name, place of establishment and field of activity

- 1.1 The name of the Association shall be International Colour Association – Multidisciplinary Association in the field of Colour, Multidisziplinäre Vereinigung auf dem Gebiet der Farben. When referred to by initials, the abbreviation AIC will be used. The Association has its place of establishment in Vienna.
- 1.2 The Association's field of activity is worldwide. The financial year corresponds to the calendar year.
- 1.3 Job titles and function descriptions in these By-laws shall refer to incumbents of all genders.
- 1.4 The languages of the Association shall be English, French and German. Each member may choose which of these languages they wish to use for carrying on correspondence with the Association. Since English is the most used international language, all correspondence to and from the members and any other important types of communication shall be in English. The Secretary usually writes in English. In the event of any dispute arising in the interpretation of the statutes, the English version shall be regarded as the official document.
- 1.5 The International Colour Association was originally founded on June 21, 1967, in Washington DC, USA, during the 16th Session of the CIE (Commission Internationale de l'Éclairage). The Association considers itself as successor of the former International Colour Association and aims to continue the successful work in the spirit of the last decades.

2. Purpose

- 2.1 The purpose of the Association is to encourage research in all aspects of colour, to disseminate the knowledge gained from this research, and to promote its application to the solution of problems in the fields of science, art, design and industry on an international basis.

- 2.2 The activity of the Association shall be not-for-profit.
- 2.3 The Association shall exclusively and directly pursue charitable aims as defined by Sections 34 - 47 of the Austrian Federal Tax Code (Österreichische Bundesabgabenordnung, BAO). Any aims that are not favoured within the meaning of §§ 34ff BAO are completely subordinate to the favoured aims and are pursued to a maximum extent of 10% of the total resources.

3. Activities and resources for achieving the Association's purpose

- 3.1 The purpose of the Association shall be achieved by the following non-material means:
- 3.1.1. Arranging international colour congresses nominally every 2 years. The AIC will also be responsible for arranging midterm meetings, which will take place one year after the congress. All meetings, including the congresses, shall be organised by regular members on a self-sustaining basis without incurring expense to the AIC. The AIC may also organise or promote special international or regional congresses or symposia.
- 3.1.2 Publications (Journal of the International Colour Association (JAIC), Conference Proceedings, Annual Review, Newsletter), Study Groups activities, Awards (Judd, Colour in Art, Design and Environment (CADE), Student Papers), annual AIC conference and International Colour Day (ICD) and operation of an official website.
- 3.1.3 The Association shall also aim for a close cooperation with existing international organisations, such as, for example, the International Commission on Illumination, the International Organization for Standardization and the International Commission for Optics, regarding issues concerned with colour. The Association will neither duplicate the work of these bodies nor will it attempt to assume any of their responsibilities.
- 3.1.4 If it serves the Association's purpose, the Association is further entitled:
- to participate in (either not-for-profit or for-profit) corporations;
 - to use vicarious agents in accordance with Section 40 Paragraph 1 of the Federal Tax Code (BAO) or to act as a vicarious agent itself;
 - to pass on funds or other assets in accordance with Section 40a Number 1 of the Federal Tax Code (BAO) to organisations which are favoured by donations with a corresponding dedication, provided at least a consistent organisational purpose exists;
 - to provide deliveries or other services in accordance with Section 40a Number 2 of the Federal Tax Code (BAO) at cost rates to other charitable organizations,

- provided at least a consistent organisational purpose exists;
- to provide funds in accordance with Section 40b of the Federal Tax Code (BAO) for prizes and scholarships.

3.2 The purpose of the Association shall be achieved by the following material means:

3.2.1 Membership fees;

3.2.2 Donations, subsidies and bequests;

3.2.3 Revenue due to other ancillary economic activities (essential and non-essential auxiliary operations), provided they do not impair the directly non-profit purpose;

3.2.4. income from asset management

3.3 The Association may – if permitted by the material means and the purpose of the Association – have employees and engage the services of third parties in order to achieve its purpose. Remuneration may also be paid to Association members, including Association functionaries, provided this relates to activities going beyond the Association-activities in the strictest sense; such remuneration must stand up to third-party comparison.

4. Membership

4.1 The Association is made up of regular members, associate members, and individual members

4.2 Regular membership

A colour organisation which represents a country or a territory, at the discretion of the Association executive committee, can become a regular member of the Association. To be admitted, the organisation shall be one

- whose aims are essentially in conformity with the objects of the Association as defined in the first paragraph of Article 2;
- which is broadly representative of those people in its country or territory interested in these aims;
- which is properly constituted so as to enable an authorised representative to speak on its behalf.

Also, a regional colour committee may be set up representative of the various organisations and interests concerned with colour in a country or territory, and this committee may then apply to become a regular member of the Association.

4.3 Associate membership

An international association can be admitted as an associate member if

- its aims are related to particular aspects of colour;
- it is internationally representative of those people interested in these aims;
- it is properly constituted so as to enable an authorised representative to speak on its behalf.

Associate members may take part in the activities of the Association and receive the information and documents intended for regular members. They shall, however, have no right to vote.

4.4 Individual membership

Persons may be affiliated with the Association as individual members if they are interested in the aims of the Association and show they have knowledge in the field of colour. To be affiliated as an individual member, a person must not be from a country or territory that is already represented by a regular member of the Association, unless approved by the EC.

Individual members may take part in the activities of the Association and receive the information and documents intended for regular members. They shall, however, have no right to vote. They cannot make part of the Executive Committee unless they are nominated by a regular member.

5. Admission to membership

Admission of regular members, associate members, and individual members shall be decided by vote of the Executive Committee on receipt of a written application addressed to the Secretary/Treasurer, and effective upon payment of an annual subscription fee. It will be the responsibility of the Executive Committee to determine whether the organisation applying for membership satisfies the conditions mentioned above. The membership year corresponds to the calendar year.

6. Termination of the membership

- 6.1 Withdrawal of a regular member, an associate member or individual member is possible at the end of each calendar year; notice must be given in writing to the Secretary/Treasurer at least three months in advance.

- 6.2 Expulsion of a regular or an associate member shall be upon majority vote of the Executive Committee on recognition that the conditions of membership are no longer met by the organisation or upon non-payment of membership fees. Expulsion of an individual member will be automatic on non-payment of membership fees.

7. Rights and obligations of the members

- 7.1 Members shall be entitled to participate in all events of the Association, and to make use of the Association's facilities, according to the guidelines drawn up by the Executive Committee.
- 7.2 The right to participate in the General Assembly is valid to every member. Regular members shall have an active right to vote in the General Assembly, with each regular member having one vote. The passive right to vote is valid only for individuals who belong to and are nominated by a regular member.
- 7.3 All members shall be obliged to promote the interests of the Association to the best of their ability, and to desist from any action injurious to the standing and purpose of the Association. They shall comply with the Association's By-Laws and with the resolutions of the Association's executive bodies.
- 7.4 All members have to punctually pay their membership fees in the amount decided by the Executive Committee.
- 7.5 The participating members can be obliged to pay a participation fee at events of the Association.

8. Bodies of the Association

- 8.1 The Association's executive bodies shall be the General Assembly, the Executive Committee, the Auditors and the Arbitration Tribunal.

9. General Assembly

- 9.1 The ordinary General Assembly shall be held every two years at the congresses.
- 9.2 An extraordinary General Assembly shall be held within six weeks after a resolution of the Executive Committee, or after written application by at least one-tenth of the members, or at the request of the Auditors.

- 9.3 All members shall receive an invitation to ordinary as well as extraordinary General Assemblies in writing (by post, fax or e-mail) at least three months before the date. The scheduling of the General Assembly shall include the provisional agenda. The Executive Committee has to conduct convocations.
- 9.4 Valid resolutions can only be made on items that are part of the agenda.
- 9.5 All members shall be entitled to participate in the General Assembly. Each regular member can delegate any number of representatives from among its members to attend the meeting. Representatives of associate members shall also be entitled to take part, as well as individual members. Only regular members are entitled to vote.
- 9.6 The General Assembly shall be quorate when one third of all voting members are present or represented. If this number of members is not reached after 30 minutes, the General Assembly will be postponed. Resolutions at the General Assembly shall fundamentally be made by a simple majority of submitted valid votes.
- 9.7 Resolutions supplementing the amendment of the By-laws or dissolving the Association require a qualified two-third majority of the valid submitted votes.
- 9.8 The President of the Association shall chair the General Assembly. If the President is prevented from attending, the Vice President shall chair the General Assembly. If also the Vice President is prevented from attending, the EC will appoint the chair.
- 9.9 The General Assembly may also be held without the physical presence of the participants (for example, via online video conference). In this case, the provisions for holding General Assemblies with the physical presence of the participants shall apply mutatis mutandis, whereby a technical solution must be selected that ensures that all members entitled to participate can take part in the virtual Assembly. The decision as to whether a virtual Assembly is to be held and which connection technology is to be used for this purpose shall be made by the Executive Committee.

10. Functions of the General Assembly

- 10.1 The following responsibilities are reserved for the General Assembly:
- 10.1.1 Acceptance of the annual reports and discharge of the Executive Committee;
- 10.1.2 Election and removal of the members of the Executive Committee as well as the approval of the co-optation of members of the Executive Committee by the Executive

Committee and the election and removal of the auditors;

- 10.1.3 Approval of legal transactions between members of the Executive Committee or the Auditors and the Association;
 - 10.1.4 Resolutions about amendments of the By-laws and dissolution of the Association;
 - 10.1.5 Considerations and resolutions on other questions and matters on the agenda;
 - 10.1.6 Approval of rules of procedure regarding the nomination and election process for the executive committee.
- 10.2 The Executive Committee is obliged to inform the members about the activities and the financial management of the Association at the General Assembly. If at least one tenth of the members request such an information about the activities and the financial management of the Association, the Executive Committee must also provide such information to the members concerned within four weeks of receipt of the request.

11. The Executive Committee

- 11.1 The Executive Committee is the leading body of the Association in accordance with Section 5 Paragraph 3 of the Austrian Law of Associations. The Executive Committee consists of a President, an Immediate Past President, a Vice President, a Secretary/Treasurer, and up to three elected ordinary members and one appointed ordinary member. The appointed ordinary member is the chairman of the next congress and will be unanimously endorsed by the EC. The Immediate Past President position is a “consultant” position or trustable advisor in order to benefit the work of the Executive Committee.

Members of the Executive Committee shall each belong to one of the regular member organisations. The Executive Committee should be such that no regular member is represented by more than one person. The exception to this rule is the Immediate Past President. Individual members cannot be part of the Executive Committee unless they are nominated by a regular member.

The editor of the Journal of International Colour Association, JAIC, will be invited to attend every meeting of the Executive Committee but without voting-right.

- 11.2 If an elected member resigns, the regular member that nominated the member will

have the right to propose a replacement for the remainder of the term. Proposed replacement needs to be approved by the Executive Committee. If the Executive Committee does not approve the replacement, then a supplementary election by an extraordinary general assembly is called within 60 days.

- 11.3 The Executive Committee shall be elected for a 2-year term commencing from the beginning of the calendar year after the election.
- 11.4 Apart from Vice-president, president and immediate past president, all other elected ordinary members of the Executive Committee are able to stay on for one consecutive 2-year term if they so choose. In this case, a re-election will not be necessary. Elected ordinary EC members who wish to stay on for a consecutive second 2-year term must make their intentions known at least 6 months before nomination requests are sent out to regular members for the available ordinary EC positions. If an ordinary member of the Executive Committee wishes to serve a second 2-year term at some time other than the consecutive 2-year period after their first term, they are free to do so, but in that case, they must be re-elected.

The Secretary/Treasurer shall be eligible for three re-elections.

After the 2-year function period, the the retiring Vice President shall automatically continue as President of the Executive Committee for an additional 2-year term and will then have the role of Immediate Past President for a 2-year term.

- 11.5 Nominations for the next term may be made, with agreement of the candidates, by the Executive Committee or by regular members. Details regarding the nomination-process are regulated in the rules of procedure, issued by the General Assembly.
- 11.6 Meetings of the Executive Committee shall be convened in writing by the President or in his absence by the Vice President. Notice of meetings shall be given orally or in writing at least one week before the date of the meeting.
- 11.7 The Executive Committee shall be quorate when notice of the meeting has been served in time and at least half of the representatives are present. Resolutions by the Executive Committee shall require a simple majority of the votes cast.
- 11.8 The President shall chair the meetings. If he is unavailable, the Vice President shall chair the meetings.
- 11.9 Meetings of the Executive Committee can also be held without the participant's physical presence (e.g. via conference call or video conference). In this case, the rules for holding meetings of the Executive Committee in the physical presence of the participants apply analogously. The Executive Committee can also take decisions by

written procedure in circular resolutions. Details on the holding of virtual Executive Committee meetings and circular resolutions can be regulated by the Executive Committee by issuing rules of procedure.

- 11.10 The members of the Executive Committee shall serve without financial compensation. Secretarial expenses will be met from the funds of the Association derived from the fees of regular members, associate members, and individual members. Traveling and other expenses of the Executive Committee will not be charged on AIC funds.
- 11.11 If necessary, the current EC can appoint an additional non-voting EC member for financial representation purposes. If such an appointment is made, this additional non-voting EC member is in office as long as the current EC. A re-appointment by the next EC is possible if necessary.

12. Tasks of the Executive Committee

- 12.1 The Executive Committee shall be responsible for the management of the Association. It shall be assigned all functions not assigned by the By-laws to any other bodies of the Association. The following matters in particular shall fall within its sphere:
 - 12.1.1 Prepare the annual budgets, future conference planning as well as compiling the management report and the statement of account;
 - 12.1.2 Set the amount of membership fees;
 - 12.1.3 Prepare and convene ordinary and extraordinary General Assemblies;
 - 12.1.4 Manage the Association's assets;
 - 12.1.5 Admit and expel Association members;
 - 12.1.6 Manage the membership and new member applications;
 - 12.1.7 Hire and terminate Association employees;
 - 12.1.8 Manage Judd, CADE and student awards;
 - 12.1.9 Oversee annual review, newsletter and website management;

- 12.1.10 Oversee annual AIC conferences and publications, International Colour Day (ICD) and Journal of the International Colour Association (JAIC)
- 12.1.8 Notifying of an amendment of the By-laws, which influences the tax benefits, to the responsible tax office within a period of one month.

13. Legal representation

- 13.1 The Association shall be legally represented by the President and Secretary/Treasurer. They are acting together. In the event one of them is prevented from representing, the Vice President or Immediate Past President will assume the duties.

14. Auditor

- 14.1 The Association shall have two Auditors, who need not to be members of the Association. They shall be elected by the General Assembly for a four-year term. They may be re-elected. Legal transactions between the Auditors and the Association shall be subject to approval by the General Assembly to be valid.
- 14.2 The Auditors shall be tasked with auditing the financial conduct of the Association within four months of the compilation of the revenue and expense statement. The audit serves to review the correctness of the accounting of the Association and the use of funds in accordance with the By-Laws. The Executive Committee shall submit the necessary documents and provide the necessary information to the Auditors. The Auditors shall report the result of the audit to the General Assembly. The Auditors' report shall confirm that the accounting is correct and that the funds are used in compliance with the By-laws. It shall also highlight any inappropriate practices or risks to the survival of the Association observed. Self-dealing transactions and unusual income or expenses must be pointed out.
- 14.3 If the Association is required by legal provisions to appoint a Statutory Auditor, the Statutory Auditor shall undertake the functions of the Auditors. This also applies in the case of a voluntary final examination.
- 14.4 The auditors start their work in the year following the year of their election with auditing the accounts of the previous fiscal year.

15. Arbitration Tribunal

- 15.1 The Arbitration Tribunal shall decide on all disputes arising from the Association relationship.
- 15.2 The Arbitration Tribunal shall comprise three persons, who need not to be members of the Association. It shall be formed as follows: Each party in dispute shall nominate one person as Arbitrator to the Executive Committee. The Executive Committee has, if the Executive Committee itself or the Association is the other party in dispute, to nominate within 14 days the other member of the Arbitration Tribunal. If another member of the Association is a party of the dispute, the Executive Committee shall request this member to nominate another member of the Arbitration Tribunal within 14 days from service of the request.
- 15.3 These two Arbitrators shall select a third person as the Chairman of the Arbitration Tribunal. If they cannot reach an agreement within seven days, the selection out of the nominated persons will be decided by lot. The Arbitrators shall be obliged to participate in the draw. If a nominated arbitrator prevents the convening or functioning of the Arbitration Tribunal, this shall be attributable to the nominating member, which shall be requested by the Executive Committee to provide a substitute within a reasonable time.
- 15.4 The Arbitration Tribunal shall initially attempt to mediate. If such mediation is not possible, the Tribunal shall be authorised to decide on the dispute. The parties in dispute may be represented by a lawyer. However, there shall be no award of costs. The Arbitration Tribunal may however make a recommendation as to payment of costs in the course of mediation.
- 15.5 The Arbitration Tribunal shall make its decision in the presence of all its members by a simple majority of votes. The parties in dispute shall be given the opportunity to express themselves on the subject matter orally or in writing. The Arbitration Tribunal may, if it considers it useful, have an oral hearing with participation of the parties in dispute. It shall decide to the best of its knowledge and belief. The Chairman of the Arbitration Tribunal shall be responsible for a copy of the decision, which shall contain reasons. Its decisions shall be final within the Association.
- 15.6 If the defendant does not nominate an arbitrator within 14 days after the applicant has nominated an arbitrator, or does not designate a substitute member within a reasonable time (see Article 15.3), this shall be deemed to be in agreement with the claim of his opponent.

16. Dissolution of the Association

- 16.1 Voluntary dissolution of the Association may be resolved only by an ordinary or extraordinary General Assembly that already expressly includes this agenda item in the notice and with a majority of two thirds of the submitted valid votes.
- 16.2 The General Assembly shall also resolve liquidation. It shall in particular appoint a liquidator. If the General Assembly does not decide otherwise, the President shall be the liquidator with power of legal representation.
- 16.3 In case of (voluntary or official) dissolution of the association or if the beneficiary purpose no longer applies, the remaining assets of the association after covering the liabilities are to be transferred, as far as this is possible and permitted, to an organization that is benefited according to §§ 34 ff BAO and pursuing the same or similar purposes as the association, otherwise for charitable purposes within the meaning of Sections 34 ff of the BAO (Federal Fiscal Code).