



## Articles of Association

International Federation  
for Information Technology and Travel & Tourism (IFITT)

Internationale Föderation  
für Informationstechnologie, Reise & Tourismus

- 1. Name, Registered Office, Interpretation, Structure and Scope of Activities of the Association**
  - 1.1. Name of Association: International Federation for Information Technology and Travel & Tourism (hereinafter referred to as IFITT) (Internationale Föderation für Informationstechnologie, Reisen & Tourismus).
  - 1.2. The association shall maintain its registered office in Vienna, Austria.
  - 1.3. IFITT shall be a not for profit organization.
  - 1.4. Its activities shall cover the entire world through a single association. The Board decides about the institution of appropriate chapters.
  
- 2. The Association, which is a Not for Profit Organization, shall have as its Objectives to:**
  - 2.1. Network, collect and disseminate eTourism knowledge and expertise to all stakeholders
  - 2.2. Embrace digitally excluded communities
  - 2.3. Encourage excellence in the research, development and implementation of eTourism technologies
  - 2.4. Establish a global information forum for representative bodies and persons interested in eTourism best practices
  - 2.5. Hold international conferences, seminars, workshops and courses related to tourism and technology
  - 2.6. Collaborate with international organizations to encourage tourism and technology innovation
  - 2.7. Support social causes such as sustainability, poverty reduction and reducing the digital divide
  - 2.8. Operate as an open and transparent organization with equal opportunities and benefits to all members.



- 2.9. Enhance the quality of research publications in relevant journals, books and other outlets.
- 2.10. Promote the professional interests of IFITT members.

**3. The objectives of the association shall be accomplished through the following types of activity and support:**

3.1. Activity:

- Organization of conferences, seminars, workshops, courses
- Publication of information brochures, books etc.
- Installation of discussion forums and platforms
- Networking of the global eTourism community

3.2. Support:

- Grants and subsidies
- Members' subscriptions
- Donations
- Income from events (Conferences, Seminars, Workshops, Courses, Accreditation, Exhibitions)
- Legacies and other contributions
- Income from royalties from selling of printed material
- Income from R&D-projects (i.e., EU projects)

**4. Membership**

- 4.1. Members can be ordinary, sponsoring and honorary members. Members of the Association may be persons or legal entities.
- 4.2. Ordinary members are those who participate actively in the Association.
- 4.3. Sponsoring members are those who support the activity of the Federation with financial or material resources.
- 4.4. Honorary members are those who are nominated as such by the Annual General Meeting on application of the Board because of their special merits in the name of the Association.
- 4.5. Membership to IFITT shall be open to all individuals and organizations with an interest in the use and development of ICT within travel and tourism.



- 4.6. Membership structure and subscription fees shall be proposed from time to time by the Board and determined by approval at an AGM.
- 4.7. Any member ceasing to be a member of IFITT shall nevertheless remain liable to pay all money due from them to IFITT or to a chapter.

## **5. Acquisition of Membership**

- 5.1. The Board shall decide by simple majority on the admission of ordinary and sponsoring members.
- 5.2. The Annual General Meeting nominates honorary members by simple majority.

## **6. Termination Of Membership**

- 6.1. Membership shall be terminated through death (or loss of legal status in the case of legal entities), voluntary resignation or exclusion.
- 6.2. Any member may resign and cease to be a member of IFITT upon signifying their intention (with one month's notice) to do so in writing to the IFITT secretary or chapter secretary. On resignation of a member their fees in whole or in part shall not be repayable.
- 6.3. A member may be excluded from the Association by the Board for gross violation of obligations and for dishonorable conduct. An appeal to the AGM may be made against exclusion. Membership rights shall be suspended until the decision of the AGM.

## **7. Rights And Obligations Of Members**

- 7.1. Members shall be entitled to take part in all the Association's events and to use the Association's facilities. The Board can decide with simple majority for a remuneration of participation in events or use of Association's facilities.
- 7.2. Only ordinary members may vote or exercise an active or passive voting right.
- 7.3. Members shall be entitled to information from the Board at every AGM on the Association's activities and its financial situation. If at least one tenth of the members submit a demand with reasons, however, the Board shall be obliged to summon an Extraordinary General Meeting.
- 7.4. Members shall be obliged to promote the Association's interests as far as possible and to refrain from any activity that could harm the image and object of the association. They must observe the Articles of Association and decisions of the Association's bodies. They shall be obliged to pay their membership subscriptions punctually and in the amount decided by the AGM.



## **8. The Bodies of the Association**

8.1. Bodies of the Association are:

- The Annual General Meeting
- The Board
- The Auditors
- The Court or Arbitration

## **9. Annual General Meeting**

9.1. The Annual General Meeting (AGM) shall be held within four months of the beginning of the calendar year.

9.2. An Extraordinary General Meeting (EGM) may be convened by decision of the Board or the Annual General Meeting, or by a motion with grounds submitted in writing by at least 10% of the members, or at the request of the auditors. In these cases, an EGM shall be convened at the latest one month after a request for convening has been received by the Board. EGMs can be organised as virtual meetings.

9.3. All members shall be invited in writing to the Annual General Meeting and to Extraordinary General Meetings at least 20 days before the date of the meeting. The Annual General meeting shall be convened with notification of the agenda. The Board shall convene meetings.

9.4. Requests for modifications to the agenda must be submitted in writing to the Board at least 3 days in advance.

9.5. Valid decisions – except for those concerning an application for convening of an extraordinary meeting – may be adopted only on agenda items.

9.6. All ordinary members shall be entitled to participate in the Annual General Meeting. The voting right is defined in Article 7 of the Articles of Association. Every voting member shall have one vote. Legal entities shall be represented by an authorised person.

9.7. Elections and voting matters may be conducted online and administered by an election committee. Election committee shall be comprised of two members appointed by the Board who are not up for election. Nomination process for board positions shall start 8 weeks before the AGM and finish 4 weeks before the AGM. Online votes can be submitted by members beginning one week prior to the scheduled AGM and can continue until the in-person voting is concluded during the AGM. Proxy voting is permitted. The voting right may only be transferred to members of the Association. A written authorisation is necessary. Results of the elections and voting matters shall be disseminated to the members electronically and during AGM.

9.8. The Annual General Meeting shall be quorate in the presence of half of the members entitled to vote (or their representatives). Online and proxy votes shall be counted towards



quorum calculation. If the AGM is not quorate at the designated time, a new general meeting shall take place 30 minutes later with the same agenda. This meeting shall be quorate irrespective of the number of persons present.

- 9.9. Votes shall be taken and decisions adopted as a rule by simple majority. Decisions modifying the Articles of Association or causing the association to be dissolved shall require a qualified majority of two-thirds of the valid votes cast. In the event of a tie, the Chair shall have the casting vote.
- 9.10. The Annual General Meeting shall be chaired by the President (Obmann) or, in his absence, the Vice-President. If the Vice-President is also unavailable, the Board shall nominate by simple majority a Board member to act as chair. In the absence of agreement, the oldest IFITT member of the Board present shall chair the meeting.

## **10. Duties of The Annual General Meeting**

- 10.1. Acceptance and approval of the report on activities and statements of account together with the auditors
- 10.2. Decision on the budget
- 10.3. Appointment and removal from office of the president, members of the Board and auditors
- 10.4. Determination of members' subscriptions
- 10.5. Decision on appeals against exclusion from membership
- 10.6. Decision on modifications to the Articles of Association and voluntary dissolution of the association.
- 10.7. Consultation and decisions on other agenda items.
- 10.8. Acceptance of Legal Transactions between auditors and Association

## **11. The Board**

- 11.1. The Board shall comprise of 9 members including:
- President (Obmann)
  - Vice-President
  - Treasurer
  - along with six further Board members
  - and up to a maximum of five co-opted members



- 11.2. Officers shall remain in office for two years. They can be re-elected for an additional 2-year term. Thereafter they cannot stand for election for a minimum of 1 year. All board members shall be elected together except the President. The newly elected board will assign the duties (i.e., Vice President, Treasurer, etc.) among the board members in its first meeting by a simple majority vote. If there is a tie, President shall cast a breaking vote.
- 11.3. On resignation of an elected Board member, the Board shall be entitled to co-opt another eligible member subject to approval at the next Annual General Meeting. The Board will consider the votes achieved by unsuccessful Board candidates in looking at co-option
- 11.4. The Board shall be convened in writing or orally by the President or Vice-President.
- 11.5. The Board shall be quorate if all members have been invited and at least half are present.
- 11.6. The Board shall adopt decisions by simple majority. In the event of a tie, the Chair shall have the casting vote.
- 11.7. The Board shall be chaired by the President, or, in his absence, the Vice-President. If the Vice-President is also unavailable, the Board shall nominate by simple majority a Board member to act as chair. In the absence of agreement, the oldest IFITT member of the Board present shall chair the meeting.
- 11.8. Apart from death or expiry of the period of office (11.2), the position of a member of the Board shall be terminated through relief from duties (11.10) or resignation (11.11).
- 11.9. The Annual General Meeting may relieve the entire Board or individual members thereof from their duties at any time.
- 11.10. Members of the Board may give written notice of resignation at any time. The notice of resignation is to be addressed to the Board or, in the case of the resignation of the entire Board, to the General Meeting. Each auditor has the right to summon an extraordinary General Assembly for the election of the Board. If the auditors resign as well, each ordinary member, who notices the emergency case, has to make application for the nomination of a trustee at the competent court of justice. The trustee has to summon an extraordinary General Assembly as soon as possible. The resignation of the entire Board shall be effective only on election of a new Board.
- 11.11. Members of the Board, having received due notice and failing to attend two consecutive Board meetings without good cause (determined by the Board) shall be deemed to have resigned office and co-option regulations applied to the vacant Board position.

## **12. Duties of the Board**

The Board shall be responsible for managing the Association. It shall have responsibility in particular for the following matters:

- 12.1. Implementing the Objects of the Association
- 12.2. Drafting of the annual budget



- 12.3. Preparation of the report of activities and statements of accounting
- 12.4. Preparation and convening of the Annual General Meeting and Extraordinary General Meetings.
- 12.5. Management of the Association's assets
- 12.6. Admission, exclusion and cancellation of membership
- 12.7. Recruitment and dismissal of employees of the association
- 12.8. Implementing and working in accordance with our Ethics Charter.
- 12.9. Co-opting of persons to the Board in order to fulfill duties defined by the Board.
- 12.10. The Board can apply a secretary for administrative functions. The responsibility of the Board remains nonetheless.

### **13. Particular Responsibilities Of Individual Members Of The Board**

- 13.1. The President shall be the principal representative of the Association externally.
- 13.2. Within the Association the following shall apply:
  - The President shall chair the Annual General Meeting and meetings of the Board. The Secretary shall assist the President in the conducting of the Association's business and shall take the minutes of the Annual General Meeting and meetings of the Board.
  - The President, the Vice President and the Treasurer have the authorisation to sign. The Treasurer shall be responsible for ensuring that the Association's financial affairs are in order. Board members are assigned a number of responsibilities and those include duties such as Membership and Benefits Director, Industry And Commercial Director, Communications and Web Site Director; Product Development Director; Education Director; Research; Marketing Director; Chapters Director.

### **14. Auditors**

- 14.1. The two auditors shall be appointed by the AGM for the period of office of the Board. Re-election is allowed.
- 14.2. The auditors shall be responsible for ongoing monitoring of business and for auditing the statements of account. They shall report to the AGM on the results of their audit.
- 14.3. The provisions of Articles 10.2., 10.8. shall also apply mutatis mutandis.



## **15. Court of Arbitration**

- 15.1. All disputes concerning the Association other than those under the jurisdiction of the regular courts shall be decided by a court of arbitration.
- 15.2. The court of arbitration shall be composed of five regular members. It shall be formed through the notification to the Board by each party to the dispute of two regular members within a period of two weeks. The arbitrators nominated in this way shall elect a fifth ordinary member by a majority vote to act as chair of the court of arbitration. In the event of a tie in the selection shall be settled by drawing lots.
- 15.3. The court of arbitration shall pass its decisions by simple majority in the presence of all members. It shall decide to the best of its ability. Its decisions shall be valid within the Association.

## **16. Dissolution of the Association**

- 16.1. The voluntary dissolution of the association may be decided only at an extraordinary general meeting convened for this purpose and only by the majority stipulated in article 9.9 of the articles of association
- 16.2. If assets exist, this general assembly has to determine about these assets. The general assembly has to nominate a person who will deal with this and has to decide what will become of the remaining assets after having paid debts. The asset shall be donated by the resigning board to charity or to an organisation with comparable objects to IFITT.
- 16.3. The last Board must
- Notify the relevant authority (Vereinsbehörde) in writing of the dissolution of the association.