



Global Forum on Maintenance & Asset Management

Articles of Association

PREFACE

These explanatory notes do not form part of the Articles and have been provided for information and clarification only.

The names of such documents (e.g. Articles or Byelaws) vary in different regions and jurisdictions around the world.

For the avoidance of doubt, this Preface is included to explain their respective purposes and status.

Articles of Association (Articles):

The Articles define the purpose of the Association, the responsibilities of directors and the means by which the Members exert control over the directors. It is filed with the relevant regulatory agency in Switzerland.

Changes to the Articles are intended to be infrequent (if at all) and require a General Meeting and an overwhelming majority of all the current Members.

Byelaws:

The Byelaws are concerned with the operation of the Global Forum, setting out the manner in which it should be run. Byelaws are drafted by the Executive Committee under the authority of the Articles.

Byelaws may be amended when recommended by the Executive Committee but this requires a General Meeting and a majority of all the current Members.

Policies & Administration:

This document is available to all Members and contains the detailed procedures, forms and rules for important activities, such as application and admittance or payments of fees and lapsing Members who fail to pay.

Changes to these policies may be made by the Executive Committee but only after formal consultation with the Council.

Global Forum on Maintenance & Asset Management

Articles of Association

Adopted by Resolution in General Meeting on 10 September 2012

1 INTERPRETATION & DEFINITIONS

- a. For the purposes of the Articles words and expressions defined in the Articles shall have the same meaning wherever used herein.
- b. Words importing the singular number also include the plural number and vice versa. Words importing the masculine gender also include the feminine gender and vice versa.
- c. 'Annual General Meeting' ('AGM') means that General Meeting held once in every calendar year for the purposes described in the relevant Articles.
- d. 'Articles' means the Articles of Association of the Global Forum and any reference to clauses or articles shall be interpreted as referring to this document only unless otherwise specified.
- e. 'Budget' means the forward financial plan for the Global Forum (as distinct from the historical accounts or formal statement submitted to the AGM).
- f. 'Byelaws' means the byelaws made by the Executive Committee which do not form part of these Articles.
- g. 'Commissioner' means a volunteer auditor who may be a member of the Council but must not be a representative from a Member currently serving on the Executive Committee.
- h. 'Code' means the Code of Professional Conduct as issued by the Executive Committee and amended from time to time.
- i. 'General Assembly' is not used in these Articles but for the purposes of Swiss Law the Global Forum in General Meeting (including the AGM) is the equivalent body capable of exercising all powers of the Association.
- j. 'Region' means a region of the world as defined in the Byelaws.
- k. 'Secretary' means the Secretary of the Executive Committee or any other person appointed to perform these duties of the Secretary of the Executive Committee, including an assistant or service provider.
- l. 'Technical Meetings' mean any Global Forum meetings that are not General Meetings whether or not held during a Member's Conference. Global Forum meetings may include formal sessions designated General Meetings whilst the remainder may be considered a Technical Meeting.

2 NAME AND DOMICILE

- a. The name of the association shall be 'Global Forum on Maintenance and Asset Management' (Global Forum).
- b. The organisation's Domicile is:
Global Forum on Maintenance & Asset Management c/o
fmpro, schweizerischer Verband für facility management und maintenance

Wengistrasse 7
Postfach
CH-8026 Zürich

- c. Global Forum shall be a non-profit association governed by the present statutes and, secondarily, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically and non-denominational.
- d. The association shall be of unlimited duration.

3 OBJECTIVES

- a. To bring together, promote and strengthen the Maintenance and Asset Management community worldwide.
- b. To support the establishment and development of associations or institutions whose aims are maintenance and/or asset management focused.
- c. To facilitate the exchange and alignment of maintenance and asset management knowledge and practices.
- d. To raise the credibility of member organisations by raising the profile of the Global Forum.

4 OFFICIAL LANGUAGE

- a. The official and working language of the Global Forum shall be English.

5 MEMBERSHIP

5.1 Grades of Membership

- a. The number of members of the Global Forum is unlimited and there shall be two grades of membership:
 - i. Members; and
 - ii. Associates

5.2 Eligibility Criteria

- a. Applicants must be only associations or institutions who are interested in furthering or promoting the objectives of the Global Forum.
- b. Applicants must have objectives similar, or in part similar, to the objectives of the Global Forum and accept the Global Forum documents.
- c. Applicants must comply with the requirements for their respective grade of membership as follows:

5.3 'Members'

- a. A Member must be an organisation that has as its own members individuals (natural persons) and optionally organisations. (With the exception of EFNMS which at the time of adoption of these Articles was already a full Member and is entitled so to remain whilst it otherwise remains eligible and continuously remains current (subscriptions paid-up)).
- b. A Member must be not-for-profit and must make its accounts available to its members;

- c. A Member must be governed by its own members only including electing its directors, whose tenure must be limited.

5.4 'Associates'

- a. An Associate is an organisation that may be described as an umbrella organisation in that its members are typically organisations that are eligible to be Members of the Global Forum in their own right (see above).
- b. An Associate must be not-for-profit and must make its accounts available to its members;
- c. An Associate must be governed by its own members only including electing its directors, whose tenure must be limited.

5.5 Admission to and Renewal of Membership

- a. Applicants that are eligible and have completed an application in accordance with the Byelaws and are granted membership by the Executive Committee shall be admitted as a Member or Associate of the Global Forum.
- b. The qualifications, method and terms of admission, privileges and obligations, including liability to expulsion or suspension of Members or Associates are defined in the Byelaws.
- c. Subscriptions are due in advance of the period of membership to which they apply. Members or Associates which have paid all entrance fees and subscriptions are regarded as 'Current' and are entitled to the rights and privileges of membership applicable to their category and Members are entitled to vote at General Meetings.
- d. Members or Associates which have failed to pay all entrance fees and subscriptions before the due date are regarded as 'Lapsed' and are no longer entitled to the rights and privileges of membership and are not entitled to vote at General Meetings. Failure to remedy this situation on request of the Global Forum may justify expulsion.
- e. Members and Associates are required to confirm at the time of renewal of their membership either that there have been no significant changes to their constitution and/or governance arrangements or to submit details of such changes to the Global Forum.

5.6 Obligations of Membership

- a. All Members and Associates of the Global Forum shall be bound by the Articles, the Byelaws and any Code of Professional Conduct.
- b. All Members and Associates shall without fee or reward of any kind use their best endeavours to promote the objects and welfare of the Global Forum.

5.7 Termination of Membership

- a. A Member or Associate may withdraw from membership of the Global Forum by giving at least 30 days' notice to the Global Forum in writing.
- b. The rights and privileges of all Members and Associates are not transferable or transmissible. Such rights and privileges shall cease upon ceasing to be a Member of the Global Forum for any reason.
- c. An organisation's membership shall automatically terminate when that organisation ceases to exist or merges with or is acquired by another legal entity.

- d. Failure to disclose details of significant changes to their constitution and/or governance arrangements (as determined by the Executive Committee) may justify expulsion.
- e. Membership may be terminated by the Executive Committee for any reason, however in the interests of natural justice such Member or Associate shall be entitled to attend and speak at a meeting convened by the Executive Committee for the purpose of considering such termination. The Executive Committee shall observe the provisions of the Byelaws in considering such termination.
- f. Termination of any class of membership shall not extinguish any liability to pay to the Global Forum any fees or subscriptions under the Byelaws or other outstanding debt.

6 ANNUAL GENERAL MEETING AND GENERAL MEETINGS

6.1 General Meetings

- a. The Global Forum shall in each calendar year hold an Annual General Meeting in addition to any other General Meetings in that year and shall specify the meeting as such in the notices calling it.
- b. The Executive Committee may call a General Meeting of the Global Forum.
- c. The Members may require the Executive Committee to call a General Meeting. The Executive Committee is required to call such a General Meeting once the Global Forum has received requests to do so from Current Members representing at least 10% of the total voting rights of all the Members for the time being.
- d. All General Meetings shall be held at such time and place as the Executive Committee may determine.

6.2 Right to attend General Meetings

- a. All Current Members of the Global Forum are entitled to attend and vote at any General Meeting. The numbers of representatives per Member are defined in the Byelaws.
- b. Associates and Lapsed Members may attend but shall not be entitled to vote at General Meetings.
- c. Each Executive Committee member is entitled to attend and speak at any General Meetings.
- d. The auditors of the Global Forum are entitled to attend any General Meeting.

6.3 Business at Annual General Meeting

- a. A Member wishing to bring before an Annual General Meeting any motion or business not being the ordinary annual business of the Global Forum shall give 60 days' notice thereof in writing to the Executive Committee in accordance with these Articles. No motion or business (other than business brought forward by the Executive Committee) shall come before the meeting unless notice thereof has been given in accordance with this Clause.
- b. The ordinary business of an Annual General Meeting includes the following:
 - i. To adopt and confirm the minutes of the previous Annual General Meeting;
 - ii. To receive the Chairperson's Annual Report to Members;
 - iii. To elect the Executive Committee;
 - iv. To receive and consider the Annual Report (including financial statements, Executive Committee's report and auditor's report for the Global Forum);

- v. To elect the commissioners
 - vi. To discharge the Members of the Executive Committee;
 - vii. To agree the arrangements for independent audit and to approve the remuneration of such auditor(s) where relevant.
 - viii. The AGM has the right to dismiss the Executive Committee or member(s) of the Executive Committee for justifiable reasons.
- c. Any other business shall be deemed to be special business.

6.4 Quorum

- a. No business shall be transacted at any Annual General Meeting or General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- b. A quorum shall be 50% of the Current Members entitled to vote at an Annual General Meeting who are present in person, by attorney, representative or proxy.

6.5 Voting

- a. A resolution put to the vote of a general meeting must be decided on a show of hands (verbal on teleconferences) unless a poll is duly demanded in accordance with the Articles. On a poll each Member present in person or by proxy shall have one vote.
- b. Any Member who shall not have paid every entrance fee or subscription or other sum (if any) which is due and payable to the Global Forum under the Byelaws shall not be entitled to be present or to vote on any question whether personally or by proxy for any other Member at any General Meeting.

6.6 Amendments to the Articles

- a. Any amendment to the Articles shall follow at least 3 months' consultation with Current Members and requires approval in General Meeting of at least 75% of Members entitled to vote whether present in person or by proxy.
- b. Amendments to the Articles may be proposed by the Executive Committee, or by joint petition of any five Current Members.

6.7 Amendments to the Byelaws

- a. Any amendment to the Byelaws shall follow at least 3 months' consultation with Current Members and requires approval in General Meeting of at least 50% of Members entitled to vote whether present in person or by proxy.
- b. Amendments to the Byelaws may be proposed by the Executive Committee, or by joint petition of any five Current Members.

6.8 Conduct of General Meetings

- a. The Chairperson of the Executive Committee if present shall chair every General Meeting of the Global Forum. If there is no Chairperson, or if the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, then:
 - i. The Vice-Chairperson of the Global Forum shall preside; or
 - ii. If the Vice-Chairperson is not present or is unwilling to act, then those present shall elect one of their numbers to be Chairperson of the General Meeting.
- b. The Chairperson of a General Meeting is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.

- c. The Chairperson of a General Meeting may delegate any power conferred by this Clause to any person.

7 EXECUTIVE COMMITTEE

7.1 General

- a. The Executive Committee is responsible for the management of the Global Forum's business, for which purpose they may exercise all the powers of the Global Forum.
- b. Without limiting the generality of the powers conferred under the Articles, the Executive Committee shall have the following powers, namely:
 - i. To expend the funds of the Global Forum in such manner as they shall consider most beneficial for the achievement of its objects;
 - ii. To enter into contracts on behalf of the Global Forum;
 - iii. To have regard to any matter which may be brought before them affecting the Global Forum or any of the members of the Global Forum.

7.2 Members' reserve power

- a. The Current Members may, by special resolution, direct the Executive Committee to take, or refrain from taking, specified action.
- b. No such special resolution invalidates anything which the Executive Committee have done before the passing of the resolution.

7.3 Approval of Annual Budget

- a. The Executive Committee shall propose the annual budget of the Global Forum for approval by Council at least 3 months before the start of the new financial year, including its proposals for the amount of entrance fees and subscriptions (dues).
- b. If the Executive Committee is unable to obtain the approval of Council, the proposed budget shall be put to a General Meeting for resolution.

7.4 Elections to Executive Committee

- a. The Executive Committee shall comprise a maximum of eight (8) members.
- b. There shall be no more than one representative from each different Region of the world (as defined in the Byelaws).
- c. Members of the Executive Committee shall be members in good standing of a Member of the Global Forum and will not be employees or contractors to Global Forum Members.
- d. Each Executive Committee member is elected for a two year period, and may serve no more than three consecutive terms.
- e. In the event of an unexpected vacancy on the Executive Committee, the Executive Committee may co-opt a Councillor.
- f. The election of the members of the Executive Committee to fill the places of those retiring at the Annual General Meeting shall be conducted as follows:
 - i. The Executive Committee shall, not less than 120 days before the proposed date of the Annual General Meeting, forward to every Current Member with a personal copy to Councillors a list of the persons recommended as suitable for election or re-election as members of the Executive Committee.

- ii. 60 days prior to the proposed Annual General Meeting, the Secretary shall make available a Nomination Form to Current Members with a personal copy to Councillors and request nominations copied to both the Chairperson and Secretary within 30 days.
 - iii. Any Councillors may upon that Form nominate any eligible person (other than those appearing on the Executive Committee's recommended list) duly qualified for election or re-election to fill any vacancy in accordance with the provisions of these Articles, provided that the written consent of such person to accept office if elected has been obtained.
- g. In the event of there being more than one nomination for a Region, the Councillors that represent that Region must decide who their representative will be on the Executive Committee.
- i. In nominating candidates to fill vacancies in the membership of the Executive Committee the Executive Committee and/or the Councillors may nominate more candidates than there will be vacancies.
 - ii. The Nomination Form properly completed and signed must be received by the Executive Committee within the time specified on the Nomination Form.
 - iii. The Global Forum shall add the names of all nominees to those recommended by the Executive Committee and forward the complete list together with a ballot papers to every Member of the Global Forum not later than the date upon which the Notices for the next Annual General Meeting are actually despatched to Members.

7.5 Retirement from Executive Committee

- a. One third (or the number nearest to one third) of the members of the various classes of members of the Executive Committee shall retire each year at the Annual General Meeting but shall be eligible for re-election to the Executive Committee. Each such retiring member of the Executive Committee shall be deemed to hold office until the dissolution or adjournment of the Annual General Meeting at which a successor is elected.
- b. A member of the Executive Committee who has been elected or re-elected to serve as such on two successive occasions shall not be eligible for election or re-election or for further service as a member of the Executive Committee for three calendar years after the date of completion of such continuous service.
- c. The members of the Executive Committee to retire shall be those who have been longest in office since their last election, re-election or appointment. As between members of the Executive Committee of equal seniority, those to retire shall, in the absence of agreement, be selected from amongst them by ballot. The length of time a member of the Executive Committee has been in office shall be computed for the purpose of this Article from the date of the member's last election, re-election or appointment.
- d. Notwithstanding anything contained above, if, at any General Meeting at which an election of members of the Executive Committee or other officers ought to take place, the places of the retiring members of the Executive Committee, or some of them, are not filled, the Executive Committee may decide that the retiring members of the Executive Committee, or such of them as have not had their places filled and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such Meeting to reduce the number of members of the Executive Committee or as regards any particular member a resolution for re-election has been proposed and not carried.

7.6 Termination of appointment to Executive Committee

- a. The Executive Committee has the power to dismiss an elected member of the Executive Committee for absence (absent for more than three consecutive meetings of the Executive Committee) or for other justifiable reasons.
- b. Persons shall cease to be a member of the Executive Committee as soon as:
 - i. The Executive Committee resolves to remove that person (as above).
 - ii. That person retires or resigns by written notice to the Secretary; or
 - iii. The Member organisation of which that person is the duly authorised representative ceases to be a Member of the Global Forum; or
 - iv. That person becomes prohibited by law from being a Director of a Company; or
 - v. A registered medical practitioner who is treating that person gives a written opinion to the Global Forum stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
 - vi. That person dies.

7.7 Proceedings of the Executive Committee

- a. Following each Annual General Meeting, the Executive Committee shall determine the Chairperson, Vice Chairperson, Secretary and Treasurer for the forthcoming year.
- b. The Chairperson may serve for two terms of consecutive years, and so far as possible shall be from a different Region than the previous two Chairpersons.
- c. The Executive Committee shall meet at least once every three months. Face to face meetings should occur annually.
- d. A quorum shall consist of more than 50% of the Executive Committee members.
- e. All decisions taken at an inquorate Executive Committee meeting must be affirmed by greater than 50% of the total membership of the Executive Committee and such resolutions shall be as valid as if they had been taken at a quorate Executive Committee.
- f. It shall be the responsibility of the Secretary to notify each member of the Executive Committee of an impending meeting of the Executive Committee and to invite submission of items for the agenda at least two weeks prior to the proposed meeting date.
- g. It shall be the responsibility of the Secretary to furnish the agenda for the Executive Committee meeting to each member of the Executive Committee at least one week in advance of the meeting.
- h. At each face to face meeting the dates for all meetings prior to the following face to face meeting must be determined.
- i. The Executive Committee shall cause minutes to be made and kept of the resolutions of the Executive Committee including all relevant papers submitted to meetings. The minutes of the meetings are to be made available to Councillors.
- j. The Chairperson shall be the Chairperson of the Executive Committee. In the absence of the Chairperson the Vice Chairperson shall be the Chairperson, or if the Vice Chairperson is unwilling to act as Chairperson, then the meeting shall elect its own Chairperson.

- k. The Executive Committee Secretary shall act as secretary to the Executive Committee and shall make suitable arrangements for a deputy in the event of being unable to attend a meeting.
- l. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote.
- m. By requisition in writing from not fewer than three members of the Executive Committee, the Secretary shall call a meeting of the Executive Committee giving not less than 21 days' notice; the object of such a meeting shall be stated in the requisition and notice.

7.8 Byelaws

- a. The Executive Committee may from time to time make such Byelaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Global Forum. The Byelaws shall set out in more detail, for example: arrangements for admitting and managing members including entrance fees and subscriptions, rights and obligations of membership and the constitution of the Council.
- b. The provisions of the Articles shall be strictly observed and in the event of any inconsistency between the provisions of the Articles and the provisions of the Byelaws, the provisions of the Articles shall prevail.
- c. Words and expressions used in the Byelaws shall have the same meaning defined in the Articles unless clearly defined otherwise.

7.9 Council of the Global Forum

- a. The Executive Committee shall ensure that there shall be established a Council, which shall have the following rights:
 - i. The right to be consulted and kept informed by the Executive Committee at meetings of the Council about:
 - a) The business plans of the Global Forum; and
 - b) The progress towards the attainment of any object if set forth in those plans; and
 - c) Significant developments or anticipated developments regarding the affairs of the Global Forum.
 - ii. The right to refer any resolution of the Council to the Executive Committee (to which the Executive Committee is obliged to have regard).
- b. The Council comprises the representative or representatives of the Member organisations duly appointed or elected in accordance with the Byelaws. (For the avoidance of doubt, representatives of Associates cannot be Council Members.) These representatives are herein termed as Councillors.
- c. Councillors must have authority to make decision on behalf of the Member organisations and, for continuity; Members shall avoid sending deputies or changing their representatives frequently. However, it is also desirable that representatives are not permanent and Members shall reconfirm their appointed representatives at the time of renewal.
- d. The constitution of the Council and all other matters pertinent to the Council shall be set out in the Byelaws and shall only be changed with the formal approval of Council.

8 PROJECTS AND COMMITTEES

- a. Global Forum Projects or Committees may be established by the Executive Committee from time to time for such purposes as may be appropriate. Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- b. Committees shall have Terms of Reference approved by the Executive Committee and arrangements shall be made for their proper supervision and resourcing. Each Committee shall be managed by a Chairperson and have a nominated Executive Committee Member to whom it is accountable.
- c. Work carried out in the name of the Global Forum shall normally be arranged in recognised Projects. Projects must have explicit budgets and arrangements for their execution and their outputs shall be managed according to the relevant Byelaws.
- d. Where the output of a Project is intended to be associated with the Global Forum, such Projects must be authorised beforehand by the Executive Committee and the Council shall be formally, and not less than annually, advised of their progress.

9 COPYRIGHT AND INTELLECTUAL PROPERTY

- a. The Global Forum shall avoid creating intellectual property so far as possible and shall have no mechanism to give technical approval or other endorsement to specific knowledge or products or services.
- b. The Global Forum shall normally avoid accumulating sole intellectual property rights and the exchange and lending of Intellectual Property among Members shall be based on case by case agreements between respective Members.
- c. In order to allow publication, the Global Forum shall acquire non-exclusive perpetual rights in respect of every paper or communication presented to the Global Forum and accepted for reading or for publication in full or in abstract. The transcript of any address given to, and every paper read before, the Global Forum (together with a report of the discussion thereon where arrangements have been made to record such discussion) and the copyright shall be shared with the originator, who shall be entitled to exploitation rights. This includes material uploaded to the Global Forum's website.
- d. The Executive Committee, in such cases as they think fit, shall have power to release or surrender the rights of the Global Forum in respect of any such material or the copyright thereof.
- e. The right of publishing all such material and any reports of the proceedings and discussions at meetings of the Global Forum shall be reserved to the Executive Committee. The Executive Committee shall issue official Communiqués as soon as possible after meetings of the Global Forum for use by Members and Associates as well as direct publication.

10 ACTIVITIES AND TECHNICAL MEETINGS

- a. The Global Forum shall not promote or endorse the activities of events organised by other bodies including commercial providers except that the Global Forum may promote and endorse conferences organised directly by Members or Associates.

- b. Activities of the Global Forum and the proceedings during Technical Meetings shall be governed by such Byelaws or other regulations as the Executive Committee may make from time to time.
- c. Meetings of the Global Forum will usually take place at and during a Member's conference. In addition to any Byelaws the principles to be observed shall include:
 - i. The Member's conference shall be controlled by and benefit the Member organisation. Members of the Executive Committee shall normally be allowed free access (although they shall pay the costs of their own travel and accommodation).
 - ii. Global Forum meetings should be scheduled in different Regions and countries and avoid using the same Region for consecutive events where possible.
 - iii. Meetings arranged by the Global Forum shall be conducted in English and simultaneous translation into English will be provided at least for any plenary lecture and paper delivered in another language during the host Member's events.

11 EXPENSES AND PAYMENTS

- a. The members of the Global Forum shall not be entitled to any remuneration from the Global Forum for their services as such, nor to reimbursement by the Global Forum of out-of-pocket or travelling expenses, except in such cases where the Global Forum may approve payment of such expenses in connection with any business undertaken on behalf of the Global Forum
- b. Projects that require Global Forum funding must have their business case and budgets approved by the Council prior to work commencing.
- c. Expenses for activities undertaken by Global Forum Members on a multilateral basis shall be borne by the participating Members whether or not the output may be associated with Global Forum.

12 INSURANCE

- a. The Executive Committee shall be empowered to procure insurance for the Global Forum as appropriate.

13 ADMINISTRATION

- a. The Executive Committee shall establish the duties and delegated powers of the secretariat and record these in the Global Forum's Policies & Administration Document, which shall be available to all Members and Associates.
- b. True accounts shall be kept by the Executive Committee Treasurer. These accounts shall show the sums of money received by the Global Forum and those matters in respect of which any receipt and expenditure takes place and shall make clear the assets and liabilities of the Global Forum.
- c. Subject to any reasonable restrictions as to the time and manner of inspecting the same the accounts of the Global Forum shall be open to the inspection and questioning of Members.
- d. The work of the Executive Committee, including the Secretariat shall be funded in accordance with the Byelaws. Any levy on member organisations shall be determined by the Executive Committee.

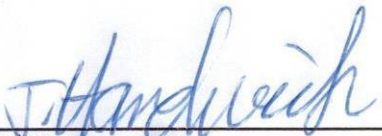
14 DISSOLUTION

- a. Liability of Members
 - i. The liability of each Member is limited to the membership fees already paid or overdue at the time of dissolution.
 - ii. The representatives of Members shall not bear personal liabilities (nor any subsidiary liability).
- b. Final Distribution of Remaining Assets
 - i. If upon winding up or dissolution of the Global Forum, there remains after satisfaction of all debts and liabilities, any assets whatsoever, the same shall not be paid or distributed among Members or Associates but shall be given or transferred to associations or institutions, which:
 - a) Have objects similar or in part similar to the objects of the Global Forum; and
 - b) Prohibit distribution of their assets amongst their members to the same extent as the Global Forum.
 - ii. Where possible the Council shall be consulted but the Executive Committee shall be solely responsible for taking the necessary measures to ensure compliance with this Article.

15 FINAL PROVISIONS

- a. These Articles shall be governed by the substantive laws of Switzerland.
- b. All disputes arising in connection with these Articles or based on these Articles shall be settled in accordance with the Rules of the International Chamber of Commerce by three arbitrators, appointed in accordance with said rules. The place of arbitration shall be Switzerland. The arbitral procedure shall be conducted in the English language.
- c. The present Articles were agreed on the occasion of the General Meeting stated at the beginning and became effective on that date.

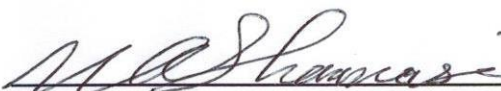
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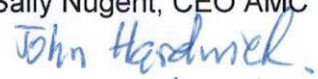



John Hardwick
Chairman, GFMAM




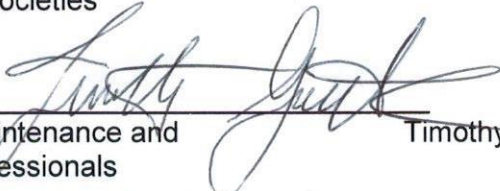
Timothy Goshert
Treasurer GFMAM


GSMP 
Gulf Society of Maintenance Professionals Nezar Al Shammasi, Vice Chairman GFMAM


AMC 
Asset Management Council Australia Sally Nugent, CEO AMC



ABRAMAN 
Associação Brasileira de Manutenção e Gestão de Ativos João Ricardo Lafraia, Director GFMAM

EFNMS 
European Federation of National Maintenance societies Alex Stuber, Director GFMAM

SMRP 
Society for Maintenance and Reliability Professionals Timothy Goshert

IAM 
Institute of Asset Management David McKeown, CEO IAM

PEMAC 
Plant Engineering and Maintenance Association of Canada Cindy Snedden, Executive Director PEMAC

SAAMA 
Southern African Asset Management Association Anton Booyzen, delegated Board Member