

Luxembourg CFA Society

(Member of CFA Institute)

Mission Statement & Bylaws

Mission Statement

The Luxembourg CFA Society is a premier professional organisation with the objectives of furthering the public perception and standing of the investment profession as well as providing services and support for its members in the greater Luxembourg region. It aims to foster the profession by maintaining and promulgating the highest standards of ethics, skills and professionalism in the investment community. In pursuit of this, the Society

- provides individual members with opportunities for exchanging ideas and information regarding the investment industry;
- creates greater awareness within the membership and among the public of the developments within the profession;
- advocates its members' position on issues pertaining to the financial industry in the greater Luxembourg region and Luxembourg as a financial centre;
- encourages and supports continuing education of individuals engaged in the investment profession;
- fosters public awareness of CFA Institute and its objectives in particular the Code of Ethics, Standards of Practice and the CFA[®] program.

Bylaws

ARTICLE 1 - FORMATION

- 1.1 **Name.** The name of the corporation is “**Luxembourg CFA Society**” (herein referred to as the “Society”).
- 1.2 **Location.** The principal office of the Society shall be located at the secretary’s domicile.
- 1.3 **Corporate Seal.** The Board shall have power to adopt and alter the seal of the Society.
- 1.4 **Membership in CFA Institute.** This Society is a Member of CFA Institute. To the extent that there is any conflict between the Bylaws of the Society and the Bylaws of CFA Institute, those of CFA Institute shall take precedence and shall govern.

ARTICLE 2 - DEFINITIONS

For the purposes of the Bylaws, the following are defined terms that may be used herein, as appropriate, in the singular or plural form:

- 2.1 **“Acceptable Professional Work Experience”** includes, as it relates to applicants seeking to become Regular Members, activities that consist to a majority extent of:
 - (a) evaluating or applying financial, economic and/or statistical data as part of the investment decision-making process;
 - (b) supervising, directly or indirectly, persons who practice such activities; or
 - (c) teaching such activities.

The investment-decision making process is the professional practice of financial analysis, investment management, security analysis, or similar activities.

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- 2.2 “**Affiliate Member**” is an individual who has met the membership requirements set forth in Section 3.3 of the Society Bylaws and whose membership has not been revoked or suspended.
- 2.3 “**CFA Institute**” (renamed from Association for Investment Management and Research – AIMR) is a 501(c)(6) organization incorporated under the laws of the Commonwealth of Virginia non-stock corporation, and with headquarters in Charlottesville, Virginia, USA.
- 2.4 “**Board**” is the Board of Directors of the Society.
- 2.5 “**Bylaws**” refers to the Bylaws of the Society as they may be amended from time to time.
- 2.6 “**CFA® Program**” is the Chartered Financial Analyst (CFA®) study and examination program developed and administered by CFA Institute.
- 2.7 “**Chartered Financial Analyst®**” and “**CFA®**” are marks of CFA Institute that members authorized by CFA Institute may use as a professional designation.
- 2.8 “**Code and Standards**” is the *Code of Ethics and Standards of Professional Conduct*, as amended periodically by CFA Institute.
- 2.9 “**In Good Standing**” refers to a member who has paid all applicable CFA Institute dues in full, has submitted a Professional Conduct Statement to CFA Institute, and is not currently the subject of a Formal Proceeding or Disciplinary Sanction, as provided in the CFA Institute Bylaws.
- 2.10 “**Member’s Agreement**” is a document prepared by CFA Institute setting forth obligations and responsibilities that must be signed annually by every Regular Member and Affiliate Member.
- 2.11 “**Professional Conduct Statement**” is a form prepared by CFA Institute inquiring into a member’s conduct that must be signed and submitted on an annual basis by each member except those members excused under the CFA Institute Bylaws on or before a date designated by CFA Institute.
- 2.12 “**Regular Member**” is an individual who has met the membership requirements set forth in the Section 3.2 of the Society Bylaws and whose membership has not been revoked or suspended.

ARTICLE 3 - MEMBERSHIP

- 3.1 Classes of Members.** The classes of members in the Society are Regular Members, Affiliate Members, and Retired Members (See 3.11). The minimum number of members the Society may have is 15.
- 3.2 Regular Member.** To become a Regular Member of the Society, an individual shall:
- (a) be a Regular Member of CFA Institute; and
 - (b) fulfil such other requirements as the Society may impose consistent with the requirements established by CFA Institute.
- 3.3 Affiliate Member.** To become an Affiliate Member of the Society, an individual shall:
- (a) agree to adhere to and sign the Member's Agreement and Professional Conduct Statement; and
 - (b) fulfil such other requirements as the Society may impose consistent with the requirements established by CFA Institute.
- 3.4 Member Responsibilities.** Each Regular Member and Affiliate Member of the Society shall:
- (a) adhere to all applicable rules and regulations of the Society and of CFA Institute, including but not limited to their Articles of Incorporation, their Bylaws, the Code and Standards, and other rules relating to professional conduct and membership, all of which may be amended from time to time;
 - (b) be subject to the disciplinary jurisdiction and sanctions of the Society and CFA Institute;
 - (c) submit information relating to professional conduct and activities as the Society or CFA Institute may request;
 - (d) produce documents, testify, and otherwise cooperate in disciplinary proceedings of CFA Institute and adhere to such other applicable requirements as set forth from time to time by CFA Institute and the Society; and
 - (e) maintain membership In Good Standing with CFA Institute.

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- 3.5 Application for Membership.** Any individual applying to become a Regular Member or an Affiliate Member of the Society shall file with CFA Institute and the Society an application for membership, along with additional information or documents as required by CFA Institute and the Society. The Board of Directors shall have the right to review all applications for membership in the Society. In the event of disagreement concerning administration or interpretation of the CFA Institutes requirements of Regular Members and Affiliate Members, the Society shall have the right to appeal to the CFA Institute Board of Governors. The CFA Institute Board of Governors, or a designated committee thereof, shall have the authority to make final determinations on the application of membership provisions. Any individual applying for another class of membership shall follow such procedures, as the Board shall establish from time to time.
- 3.6 Voting Rights.** Regular Members In Good Standing have voting rights in the Society and each Regular Member In Good Standing shall be entitled to one (1) vote on each matter submitted to the Regular Members. Affiliate Members and other members do not have voting rights in the Society.
- 3.7 Dues.** Any member who fails to pay annual Society membership dues in full shall be automatically suspended from membership in the Society. When payment is made in full, such member shall be automatically reinstated.
- 3.8 Resignation.** Any member may at any time cease to be a member of the Society by submitting a notice of resignation to the Society President or Secretary. Such resignation shall be effective on receipt, or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states. The Society shall notify CFA Institute of the resignation of any Regular Member or Affiliate Member from the Society.
- 3.9 Suspension or Revocation of Membership.** One's membership in the Society may be suspended or revoked at any time for any violation of Section 3.4. In the case of Regular Member and Affiliate Members, membership in the Society shall be suspended or revoked if his membership in CFA Institute is suspended or revoked. A member whose membership is revoked or suspended shall not be entitled to any rights or privileges of membership. The decision to revoke a member is taken by the assembly of members (quorum 2/3 of the members) at the simple majority of the votes of the attending members.
- 3.10 Membership List and Member Records.** The Society shall keep a list of the names, business addresses, business affiliations, and membership classifications of all Society members and such other records and information relating thereto as the Board shall determine. The Society shall provide to CFA Institute such information as CFA Institute may request and that relates to CFA Institute activities or to membership in CFA Institute.

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3.11 Retired Member Status. A member may become a Retired Member of the Society if he or she:

- (a) has been a Regular Member or Affiliate Member of CFA Institute for five years;
- (b) is no longer substantially engaged in professional activities which would qualify as Acceptable Professional Work Experience;
- (c) completes an application provided by the Society.

ARTICLE 4 - MEETINGS OF THE MEMBERS

4.1 Meetings.

- (a) All meetings of the members shall be held at a suitable time and place within or without the jurisdiction, as determined by the Board.
- (b) There shall be an annual meeting of the members.
- (c) Special Meetings of the members shall be called:
 - (i) by the Board of Directors or the President; or
 - (ii) by the Secretary, on receipt of a written petition signed by one-twentieth (1/20) of the Regular Members In Good Standing.
- (d) Only business within the purpose or purposes described in the meeting notice shall be conducted at a special meeting. Articles may be added to the meeting notice when one-twentieth of the Regular members make the request.

4.2 Notice.

- (a) Written notice of meetings shall:
 - (i) state the date, time, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called; and
 - (ii) be delivered, mailed, expressed, or sent by telegraph, facsimile, electronic mail, or other reliable printed or printable communication to all members, to the address (e-mail or paper-mail) as it appears on the Society membership records, not less than ten (10) or more than sixty (60) days before the meeting date.
- (b) Notice of any meeting may be waived in writing signed by the member entitled to notice before or after the date of the meeting. A Regular Member who attends a meeting in person or by proxy:

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- (i) waives objection to lack of notice or defective notice of the meeting unless the Regular Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice unless the Regular Member objects to considering the matter when it is presented.

4.3 Quorum. At any meeting of the members, ten percent (10%) of all Regular Members In Good Standing represented in person or by proxy at such meeting shall constitute a quorum for the transaction of business. If less than a quorum is present in person or by proxy, the President may adjourn the meeting to a fixed time and place determined by the President or Secretary.

4.4 Voting.

- (a) Each Regular Member In Good Standing shall be entitled to one (1) vote.
- (b) A majority of the votes cast in person or by proxy, in hard or electronic form, at a meeting at which a quorum is present shall be required for adoption of any matter voted upon.

ARTICLE 5 - BOARD OF DIRECTORS

5.1 Authority and Responsibility. All corporate powers shall be exercised by or under the authority of, and the business of the Society managed under the direction of, the Board, subject to the Bylaws, the Articles of Incorporation, and applicable law.

5.2 Composition and Qualification.

- (a) The number of Directors shall be at least 6 and shall be determined by the Board from time to time. The President, Vice President, Treasurer, Secretary, shall serve as Directors.
- (b) Only Regular Members In Good Standing are eligible for election and service as a Director.

5.3 Terms and Elections.

- (a) Directors shall be elected by vote of the Regular Members In Good Standing at the annual meeting of members for a term of 3 years commencing the day of the election next following the date of the annual meeting of members and until their successors are chosen and qualified.

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- (b) The President, Vice President, Treasurer, and Secretary shall each serve as a Director for a term concurrent with his or her respective term as an officer of the Society.
- (c) The terms of the Directors, shall be staggered so that one-third (1/3) of the Directors are renewed each year.
- (d) By exemption to 5.3 (a) (b) and (c), also the following terms for which some members of the first Board of Directors are elected will be different. The President, one Vice President and the Secretary will be elected for three years; the two other Vice Presidents and the Treasurer for 2 years; and the remaining members of the Board for one year.

5.4 Revocation of a Director.

- (a) A Director may be revoked after a proposal in this sense is made by two thirds of the Board of Directors.
- (b) A general assembly of all the members is then organised.
- (c) For the exclusion of a member of the Board to be valid, the majority of votes must adhere to its exclusion from the Board.
- (d) The quorum for such a meeting is two thirds of the members.

5.5 Vacancies. A Director's vacancy for any reason may be filled by the Board by the appointment of a successor for the unexpired term of the Director whose place is vacant.

5.6 Meetings.

- (a) Meetings of the Board shall be called by :
 - (i) either the President ; or
 - (ii) a Vice President ; or
 - (iii) on the written request of a simple majority of the Directors.
- (b) The date, time, and place of the Board meetings shall be designated by the Board, or Chair, or Secretary.

5.7 Notice.

- (a) Regular meetings of the Board shall be held, with or without notice, at such dates, times, and places as the Board may determine by vote.
- (b) Written notice shall, when required, be sent by the Secretary and shall:
 - (i) state the date, time, and place of the meeting; and

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- (ii) be delivered, mailed, to each Director at least ten (10) days before the meeting date or be given by telephone, telegraph, facsimile, electronic mail, or other reliable means at least twenty-four (24) hours before the meeting date.
- (c) The business to be transacted or the purpose of any Board meeting is not required to be specified in the notice or a waiver of notice of any Board meeting.
- (d) Notice of any meeting may be waived in writing signed by the individual entitled to notice before or after the date of the meeting.
- (e) A Director who attends a meeting in person or through the use of any means of communication by which all Directors may simultaneously hear each other during the meeting shall be deemed to have had timely and proper notice of the meeting.

5.8 Quorum. At any meeting of the Board, a majority of the Directors (at least 4 directors) then serving who are present in person or through the use of any means of communication by which all Directors may simultaneously hear each other during the meeting shall constitute a quorum.

5.9 Voting.

- (a) Each Director, shall be entitled to one (1) vote, which shall not be voted by proxy.
- (b) The act of a majority of the Directors voting at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in the Bylaws, the Articles of Incorporation, or by law.
- (c) In case of equality in the votes, and in that case only, the vote of the president counts for two votes.

5.10 Responsibilities of the Directors.

- (a) The Board of Directors, and the Directors as individuals manage the activities of the Society, and represents the Society in all its acts, juridic or not. In the frame and limitations of this activity, the Board or individual members of the Board may delegate the execution of some of their duties to members it appoints for defined and limited tasks.
- (b) The Society is responsible as an entity for all the faults committed by its Board of Directors or individual directors or Committees. The administrators (Board of Directors, president of committees, task group leaders, ...) can not be held personally responsible for the engagement of the Society. Their responsibility is limited to the execution of the mandate and the duties they received and to the faults committed in the frame of the management of the Society.

ARTICLE 6 - OFFICERS

6.1 Number, Designation, and Qualifications.

- (a) The officers of the Society shall be a President, Vice President, Treasurer, Secretary, and such other officers as the Board may determine necessary.
- (b) Only Regular Members In Good Standing may serve as an officer of the Society.
- (c) A person may hold more than one office at the same time provided that the President, Treasurer and Secretary may not be the same person.

6.2 President.

- (a) The President shall be the chief executive officer of the Society and, subject to the direction of the Board, shall:
 - (i) exercise general supervision and control of the affairs of the Society;
 - (ii) preside as “Chair” at all meetings of the members and Board;
 - (iii) ensure that the decisions taken by the Board and/or the assembly of the members are executed
- (b) It shall be the President's duty to effectuate all orders and resolutions of the Board.

6.3 Vice President. The Vice President shall:

- (a) perform the duties of the President in his or her absence;
- (b) automatically become the President of the Society in the event of the President's incapacity, resignation, removal, or death, until such time as the Board may convene to appoint a new President pursuant to Section 5.5 ; and
- (c) help the President in his or her supervisory tasks.

6.4 Secretary. The Secretary shall:

- (a) act as secretary at all Board and member meetings, including maintaining minutes of such meetings;
- (b) maintain the corporate seal if there is one and certify the authenticity of Board actions and officer signatures;
- (c) notify the members and Directors of all meetings in accordance with the Bylaws; and
- (d) comply with all requests for information from CFA Institute; and maintain the records of the members.

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6.5 **Treasurer.** The Treasurer shall:

- (a) oversee the receipt and disbursement of all funds;
- (b) maintain the Society's financial records and statements;
- (c) submit an annual financial statement and budget to the Board and such other statements as the President may require; and
- (d) All cash disbursement shall be processed through a single bank account. In the case of payment exceeding the limit as determined by the Board, a second signature by a Board member will be required. This limit may be adjusted by the Board at the first meeting of each term.
- (e) The Treasurer must approve in writing and ex ante all expenditures incurred by directors when the amount is larger than the amount decided by the Board of Directors at its first meeting of the term.

6.6 **2 Auditors.** The auditors shall:

- (a) at the end of the year, verify the records of all withdrawals and deposits;
- (b) revise and verify Society's financial records and statements;
- (c) submit an annual financial statement report to the General Assembly of the members.
- (d) The General Assembly will elect auditors at its annual meeting for the following term. The auditors will be independent and report each year to the General Assembly of the members and report to it on an annual basis.

6.7 **Election and Term.**

- (a) Elected Officers.
 - (i) The officers shall be elected by the Regular Members In Good Standing at each annual meeting of members.
 - (ii) Each elected officer shall serve for a term of 3 years, commencing the day of his or her election and continuing until the choosing and qualification of his or her successor.
- (b) Appointed Officers. Officer positions other than those listed in Sections 6.1 immediately above may be appointed by the Board at any time and shall hold office for such term as the Board may determine.

6.8 **Vacancies.** A vacancy in any office, except as otherwise provided in the Bylaws, may be filled by the Board for the unexpired term of the officer whose place is vacant and until a successor is elected or appointed.

ARTICLE 7 - COMMITTEES

7.1 Creation and Requirements.

- (a) The Board may establish one (1) or more committees to perform such duties as prescribed by the Board, the Articles of Incorporation, or the Bylaws, provided that such duties are not prohibited by applicable law.
- (b) Except as otherwise provided in the Bylaws, each committee shall act under the supervision and control of the Board and the Board shall have the authority to remove any chair or member of a committee.
- (c) Except as permitted by law and specified in the Bylaws or a resolution of the Board, no committee shall perform any function of corporate power, policy-making, or management.
- (d) Each committee and subcommittee shall adhere to the same procedural requirements as applicable to the Board for notice of meeting, quorum, and voting.

7.2 Committee Chair and Members.

- (a) the Chair of each committee shall be a Regular Member In Good Standing;
- (b) the Chair of each committee shall be appointed by the President of the Society, with the approval of the Board, to serve for a term of one (1) year or such longer period as the Board may determine and shall serve until his or her successor is selected and qualified, provided, however, that no individual shall serve as a committee chair for more than three (3) consecutive years except to the extent his or her successor has not been selected and qualified;
- (c) the Chair of each committee, with prior approval of the Board, shall appoint the other members of the committee to serve for such period as the Board may determine and shall serve until his or her successor is selected and qualified, provided, however, that no individual shall serve as a member of a committee (including anytime as committee chair) for more than six (6) consecutive years except to the extent his or her successor has not been selected or qualified.

7.3 Subcommittees. Except as otherwise set forth in the Bylaws, a committee may create one (1) or more subcommittees and shall determine the subcommittee chairs, members, and terms of members. All actions taken by subcommittees shall be subject to review and approval by the appointing committee, or as otherwise set forth in the Bylaws.

7.4 Reports of Committees. Each of the committees shall submit a written report to the Board at least once each fiscal year covering the committee activities since the previous report.

ARTICLE 8 - FINANCES

- 8.1 Fiscal Year.** The fiscal year of the Society shall begin on January 1st of each year and end on the following December 31st.
- 8.2 Dues.** The Board may establish, and may alter, dues for members of the Society in USD or in EUR. For Regular Members and Affiliate Members, Society dues shall be in addition to, and not in lieu of, CFA Institute dues. Such dues may be set at levels and for classification of members as determined by the Board.
- 8.3** Pursuant to an agreement between the CFA Institute and the Society, CFA Institute will bill and collect membership dues for the Society.

ARTICLE 9 - PROFESSIONAL CONDUCT

- 9.1 Adoption.** The Society adopts the CFA Institute Code and Standards, which are incorporated by reference. All Regular Members and Affiliate Members must comply with the provisions thereof.
- 9.2 Enforcement.** The Society and its Board:
- (a) delegate to CFA Institute all authority and responsibility for enforcement of the Code and Standards with respect to all Regular Members and Affiliate Members of the Society; and
 - (b) shall report to CFA Institute any violations of the Code and Standards that come to the Society's attention.
- 9.3 Charges.** Any person may, in writing, address the Society or an officer or Director thereof concerning a charge or charges of breach of the Code and Standards by a member. The Board shall promptly forward all such complaints to the CFA Institute Professional Conduct Program. The complainant may request that the complaint remain sealed until it is received by CFA Institute.

ARTICLE 10 - AMENDMENT OF THE BYLAWS

10.1 Proposal for Amendment. A proposed amendment of the Bylaws shall be sponsored by at least 4 Directors and shall be submitted to the Secretary at least seven (7) days before the next meeting of the Board. The Secretary shall forward the proposed amendment to all Directors at least three (3) days before the meeting.

10.2 Adoption of Amendment.

- (a) In the event of an amendment to the bylaws Regular Members, are entitled to one (1) vote each. The quorum of presence is 2/3 of all members (in person or by proxy).
- (b) An amendment to the Bylaws is deemed accepted when the majority of 2/3 of the present members (in person or by proxy) accepts the amendment.

ARTICLE 11 - INDEMNIFICATION

11.1 Indemnity. Every Director, officer, or Regular Member of the Society and their heirs, executors, and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society, if the funds so permit, from and against:

- (a) all costs, charges, and expenses that such Director, officer, or Regular Member sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her in or about the execution of his or her duties pursuant to the Bylaws; and
- (b) from and against all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or default.

ARTICLE 12 - DISSOLUTION

12.1 Procedure.

- (a) The Society may be dissolved by a three-quarter (3/4) vote of the Regular Members.
- (b) In the event of the liquidation or dissolution of the Society:

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- (i) no member shall be entitled to any distribution or division of its property or its proceeds; and
- (ii) all funds and property of the Society shall be transferred to or applied for the benefit of one or more non profit corporations or organizations, (in compliance with the Luxembourgish tax laws), as selected by the Board, and by any court that may exercise jurisdiction over such liquidation or dissolution, if any.

ARTICLE 13 - RESPONSIBILITIES OF THE MEMBERS

- (a) The members participate in the activities of the Society, and may represent the Society in some of its acts, juridical or not, and this in the case they have been appointed by a member of the Board to fulfill such duties.
- (b) The Society is responsible as an entity for all the faults committed by members who have been appointed for some tasks, as mentioned above. Such appointed members (president of committees, task group leaders, ...) can not be held personally responsible for the engagement of the Society. Their responsibility is limited to the execution of the mandate and the duties they received and to the faults committed in the frame of the management of the Society.